



**ROMPETROL RAFINARE S.A.**  
**COMPANY MANAGED IN A ONE – TIER MANAGEMENT SYSTEM**

**INDIVIDUAL ANNUAL REPORT**  
**OF THE BOARD OF DIRECTORS**

**2024**

**ANNUAL REPORT**  
**ROMPETROL RAFINARE S.A.**

**on the individual financial statements of the Company drafted according to the Order no. 2844/2016 of the Ministry of Public Finance as subsequently amended and supplemented, and according to Law no. 24/2017 on the issuers of finance instruments and market operations, republished, and to Annex 15 of Regulation 5/2018 issued by Financial Services Authority (FSA) for the financial year concluded on December 31<sup>st</sup>, 2024**

**Report date:** March 28<sup>th</sup>, 2025  
**Registered office:** 215 Navodari Blvd.,  
Administrative Pavilion,  
Navodari, Constanta County

**Nr. Telephone/Facsimile No.:** +(40) 241 506100  
+(40) 241 506930

**Tax Identification Number at the Trade**

**Register Office by the Law Court of Constanța:** 1860712

**Registered with the Trade Register under No.:** J13/534/1991

**The shares of Rompetrol Rafinare S.A. are traded in the Standard Category of the BUCHAREST STOCK EXCHANGE<sup>1</sup>**

**Subscribed and paid-in share capital:** 2,655,920,572.60 lei

**The main characteristics of the securities issued by Rompetrol Rafinare S.A.:**

- **Dematerialized nominal common shares, the record of which is held by the Depozitarul Central S.A. Bucharest**
  - **Total number of shares:** 26,559,205,726
  - **Nominal value:** 0.10 lei
  - **Symbol of shares at the Bucharest Stock Exchange:** RRC

---

<sup>1</sup>Starting 5th of January 2015 the shares of Rompetrol Rafinare S.A. are traded in the Standard Category of the Bucharest Stock Exchange (Bursa de Valori București - "BVB"). Up to this date they have been traded within category II of BVB.



## **CONTENTS**

### **1. THE ANALYSIS OF THE ACTIVITY OF ROMPETROL RAFINARE S.A. .6**

|   |          |
|---|----------|
| <b>1.1. OVERVIEW OF THE COMPANY.....</b>  | <b>6</b> |
| a) Main activity of ROMPETROL RAFINARE .....  | 6        |
| b) Date of establishment .....  | 9        |
| c) Significant mergers or reorganizations .....   | 13       |
| d) Assets acquisitions and sales .....  | 13       |
| e) The main results of the assessment of activity of the company .....                      | 15       |
| 1.1.1. ELEMENTS OF GENERAL ASSESSMENT .....   | 15       |
| 1.1.2. THE ASSESSMENT OF THE TECHNICAL LEVEL OF THE COMPANY, INCLUDING<br>PRODUCTION .....  | 25       |
| 1.1.3. THE TECHNICAL AND MATERIAL SUPPLY ACTIVITY .....                                     | 43       |
| 1.1.4. SALES ACTIVITY .....   | 48       |
| 1.1.5. HUMAN RESOURCES ACTIVITY .....   | 56       |
| 1.1.6. ACTIVITY RELATED TO ENVIRONMENTAL PROTECTION AND QUALITY, HEALTH AND<br>SAFETY ..... | 57       |
| 1.1.7. RESEARCH AND DEVELOPMENT ACTIVITY .....  | 64       |
| 1.1.8. RISK MANAGEMENT ACTIVITY .....   | 65       |
| 1.1.9. ELEMENTS OF PERSPECTIVE REGARDING THE ACTIVITY OF ROMPETROL RAFINARE S.A. ....       | 72       |

### **2. TANGIBLE ASSETS OF ROMPETROL RAFINARE.....84**

|  |           |
|--|-----------|
| <b>2.1. LOCATION AND CHARACTERISTICS OF THE MAIN PRODUCTION CAPACITIES .....</b>   | <b>84</b> |
| <b>2.2. THE DEPRECIATION DEGREE OF THE ASSETS .....</b>  | <b>85</b> |
| <b>2.3. POTENTIAL ISSUES RELATED TO THE OWNERSHIP RIGHT REGARDING THE TANGIBLE<br/>ASSETS OF ROMPETROL RAFINARE S.A.....</b> | <b>86</b> |

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

|             |  |            |
|-------------|--|------------|
| <b>3.</b>   | <b>SECURITIES ISSUED BY THE COMPANY .....</b>  | <b>88</b>  |
| <b>3.1.</b> | <b>MARKETS IN ROMANIA AND IN OTHER COUNTRIES WHERE SECURITIES ISSUED BY THE COMPANY ARE TRADED .....</b>                   | <b>88</b>  |
| 3.1.1.      | RRC ACTIVITY ON BVB.....   | 88         |
|             | ROMPETROL RAFINARE SHAREHOLDERS .....  | 89         |
| 3.1.2.      | COMMUNICATION WITH SHAREHOLDERS AND INVESTORS .....  | 91         |
| <b>3.2.</b> | <b>DIVIDENDS.....</b>  | <b>92</b>  |
| <b>3.3.</b> | <b>OWN ACTIONS.....</b>  | <b>93</b>  |
| <b>3.4.</b> | <b>THE NUMBER AND NOMINAL VALUE OF THE SHARES ISSUED BY THE PARENT COMPANY, HELD BY THE SUBSIDIARIES.....</b>              | <b>93</b>  |
| <b>3.5.</b> | <b>OTHER INFORMATION .....</b>   | <b>94</b>  |
| <b>4.</b>   | <b>INDIVIDUAL FINANCIAL STATEMENT AS AT 31.12.2024.....</b>  | <b>97</b>  |
| a)          | THE INDIVIDUAL FINANCIAL POSITION STATEMENT .....  | 97         |
| b)          | THE PROFIT AND LOSS ACCOUNT .....  | 100        |
| c)          | CASH FLOW STATEMENT .....  | 102        |
| <b>5.</b>   | <b>CORPORATE GOVERNANCE DECLARATION .....</b>  | <b>105</b> |
| <b>5.1.</b> | <b>THE BVB STANDARDS REGARDING THE CORPORATE GOVERNANCE.....</b>   | <b>105</b> |
| <b>5.2.</b> | <b>INFORMATION ON THE GENERAL MEETING OF SHAREHOLDERS AND THE SHAREHOLDERS' RIGHTS .....</b>                               | <b>106</b> |
| <b>5.3.</b> | <b>THE MANAGEMENT OF THE COMPANY .....</b>   | <b>116</b> |
| 5.3.1.      | BOARD OF DIRECTORS .....   | 116        |
| 5.3.2.      | EXECUTIVE MANAGEMENT OF ROMPETROL RAFINARE .....   | 128        |
| 5.3.3.      | LITIGATIONS IN WHICH THE DIRECTORS OR MEMBERS OF THE EXECUTIVE MANAGEMENT HAVE BEEN INVOLVED, DURING THE LAST 5 YEARS..... | 131        |
| <b>5.4.</b> | <b>ADVISORY COMMITTEES.....</b>  | <b>131</b> |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

|             |   |            |
|-------------|---|------------|
| <b>5.5.</b> | <b>SHARES AND RIGHTS OF THE SHAREHOLDERS .....</b>  | <b>135</b> |
| <b>5.6.</b> | <b>OTHER ELEMENTS REGARDING THE CORPORATE GOVERNANCE .....</b>  | <b>138</b> |
| 5.6.1.      | TRANSPARENCY, COMMUNICATION AND REGULAR AND CONTINUED REPORTING .....   | 138        |
| 5.6.2.      | SUSTENABILITY SECTION.....  | 139        |
| 5.6.3.      | INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS IN RELATION TO THE<br>FINANCIAL REPORTING PROCEDURES .....                           | 140        |
| <b>5.7.</b> | <b>LEGAL ACTS REPORTED .....</b>  | <b>141</b> |
| <b>5.8.</b> | <b>EVENTS SUBSEQUENT TO THE BALANCE SHEET.....</b>  | <b>141</b> |
|             | Financial Communication Calendar proposed for year 2025.....  | 142        |
| <b>6.</b>   | <b>STATEMENTS AND SIGNATURES .....</b>  | <b>144</b> |
| <b>7.</b>   | <b>ANNEXES .....</b>  | <b>145</b> |
|             | ANNEX 1 - Amendments to the Constitutive Act of the Company.....  | 145        |
|             | ANNEX 2 - Appointment/revocation documents among members of the administration, executive management,<br>auditor. ....            | 146        |
|             | ANNEX 3 - List of work points of Rompetrol Rafinare.....  | 148        |
|             | ANNEX 4 – List of ROMPETROL RAFINARE subsidiaries .....   | 149        |
|             | ANNEX 5 – List of Company related parties.....  | 151        |
|             | ANNEX 6 - Stage of implementation of the Corporate Governance Code of the Bucharest Stock Exchange as at 31<br>December 2024..... | 154        |



## **1. THE ANALYSIS OF THE ACTIVITY OF ROMPETROL RAFINARE S.A.**

### **1.1. OVERVIEW OF THE COMPANY**

#### **a) Main activity of ROMPETROL RAFINARE**

Rompetrol Rafinare S.A. represents a pillar of Romania's energy sector, which, over the years, has distinguished itself by maintaining high operational standards in a vital sector for the development and functioning of any country. The solid expertise accumulated over its 45 years of existence, investments in cleaner technologies, continuous improvement of product quality, and the establishment of a strategic network of subsidiaries are proof of its excellence and commitment to professionalism and good practices. Rompetrol Rafinare continues to be a benchmark in the oil refining industry, significantly contributing to energy security and economic stability in Romania and the region.

Rompetrol Rafinare S.A. (hereinafter referred to as „RRC” or the „Company”), a company member of KMG International Group, is a joint stock company, managed in a one-tier management system, with registered office in Năvodari, bulevardul Năvodari, nr. 215, Pavilion Administrativ, județul Constanța operating Petromidia and Vega refineries, situated in Năvodari, Constanța County, and Vega in Ploiești, Prahova County. The company is registered with the Trade Registry under the number J13/534/1991 and Tax Identification Number 1860712.

Starting with 01.01.2014, Rompetrol Rafinare S.A. took over the operational plants (polymer and utilities production) of Rompetrol Petrochemicals S.R.L.

According to the provisions of the Articles of Incorporation of the Company Rompetrol Rafinare S.A. the main field of activity is „manufacturing of products obtained from the processing of crude oil” (NACE code 192), and the main object of activity is represented by the “manufacturing of products obtained from the processing of crude oil” (NACE code 1920). Other secondary objects of activity are detailed in the Articles of Incorporation of the Company.

Rompetrol Rafinare holds the quality of authorized warehouse keeper, in accordance with the applicable tax legislation. Petromidia and Vega Refineries are authorized as production tax warehouses, being manufacturers of energy products, according to the tax rules governing the production of energy products.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

Rompetrol Rafinare also holds Integrated Environmental Permits, issued by the competent environmental authorities in accordance with the environmental legislation, for the 2 operated refineries: Petromidia and Vega.

The shares of Rompetrol Rafinare are traded freely within the Standard category of the Bucharest Stock Exchange, under market symbol RRC. The stock market capitalization as of 31 December 2024 amounted to RON 1,792.75 million.

Rompetrol Rafinare is the parent company for the subsidiaries Rompetrol Quality Control S.R.L., Rom Oil S.A., Rompetrol Downstream S.R.L., Rompetrol Logistics S.R.L., (together with its subsidiary Rompetrol Gas S.R.L.) and Rompetrol Petrochemicals S.R.L.

The stand-alone financial statements of the Company for the year ended as of 31 December 2024 are prepared according to the International Financial Reporting Standards adopted by the European Union (EU IFRS) according to the Order of Public Finance (OMF) no. 2844/2016 disposing that the listed Romanian companies must issue stand-alone financial statements according to IFRS adopted by the European Union (EU).

The annual consolidated financial statements of Rompetrol Rafinare S.A. and those of Rompetrol Quality Control S.R.L., Rom Oil S.A., Rompetrol Downstream S.R.L., Rompetrol Logistics S.R.L., (together with its subsidiary Rompetrol Gas S.R.L.) and Rompetrol Petrochemicals S.R.L. branch offices are also prepared by the Company according to IFRS adopted by EU. On its turn, the parent company Rompetrol Rafinare is part of KMG International Group that issues the consolidated financial statements at the level of KMG International N.V., with registered office in Netherlands. The stand-alone and consolidated financial statements of Rompetrol Rafinare are public and can be obtained from the Company's website <https://rompetrol-rafinare.kmginternational.com/>.

## ***2024 FOR ROMPETROL RAFINARE S.A.***

Petromidia refinery is one of the most modern in the Black Sea region and represents approximately 40% of the refining capacity in Romania. The unit located in Navodari city has a stable flow of raw materials, mainly thanks to deliveries of Kazakh crude oil made with the support of KazMunayGas, the national oil and gas company of Kazakhstan. In 2024, in vast proportion, Petromidia processed Kazakh crude oil – KEBCO and CPC, completed with Es Sider and Azeri, and also a new type of crude was tested – for crude diversification purposes – Unity Gold.

Gross revenues of the refining segment reached approximately USD 4.2 billion in 2024, showing a 7% decrease, as against last year.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

In 2024 the total throughput for Petromidia refinery was 4.62 million tons, lower by 8% as against 2023, when the total throughput was 5.01 million tons, decrease correlated with:

- planned shutdown for turnaround activity starting with 8<sup>th</sup> of March 2024 and finalized in May 2024;
- lower throughput of 10.67 kt/day considering operation of Petromidia refinery without Mild Hydrotreater (MHC unit) in Q1 2024.

In 2024 the refining capacity utilization in Petromidia refinery was 84%, correlated with events described above.

Petromidia refinery achieved in 2024 a good refining operational performance for the main operational parameters, such as:

- White finished products yield of 86.88%wt higher than previous year by 2.81%wt correlated with different structure of raw material (finished products components imports in order to assure internal market demand in planned shutdown period);
- Jet fuel yield reached an average record level for 2024 of 8.7%, significantly exceeding 2023 results of 6.12%, with a peak of 11.4% in August 2024 and with the highest 2024 winter Jet yield. Total Jet fuel production for the year reached 400,000 tons, nearing the record reached in 2019 despite lower total feedstock processed in 2024;
- Energy Intensity Index of 97.5% lower than previous year by 3.2 points considering good refining operation in second half of the year (EII achieved 92.4 - record value) and energy efficiency measures implemented during 2024.
- In December 2024, Petromidia refinery achieved a record winter daily crude unit runrate, averaging 15 ktons per day (crude oil only).

In respect of Vega refinery (the only domestic producer of bitumen and hexane), the total throughput was 292,789 tons in 2024, lower by 21.78% compared with 2023 when the total throughput was 374,327 tons.

In 2024 the refining capacity utilization for Vega refinery was lower by 24.71% compared with last year.

Vega refinery also managed to achieve in 2024 good refining performance results, of which the following are emphasized:

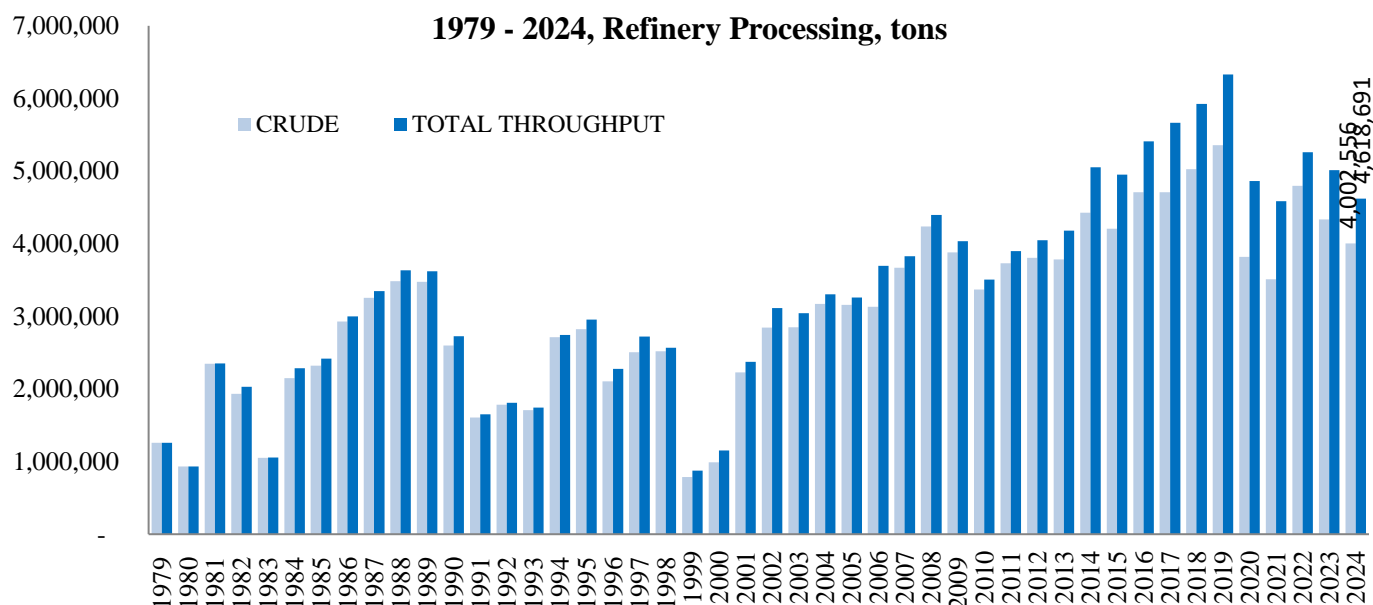
- Technological loss of 0.8%;
- Energy consumption of 2.69 GJ/t.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

Rompetrol Rafinare S.A. continued to be an important contributor to Romania's fiscal budget with over USD 1.53 billion in 2024 of which USD 30.3 million representing solidarity contribution for year 2023, paid in June 2024 and USD 11.3 million representing turnover tax for the first three quarters of 2024, paid in April, July and October 2024.

The evolution of the processed feedstock starting from 1979 (the year of starting up the first installation within the Petromidia Refinery - Atmospheric and Vacuum Refinement) up to 2024 is rendered by the graphic below:



**b) Date of establishment**

Rompetrol Rafinare S.A. is the most important asset of KMG International N.V. in Romania, with a significant economic impact on and contribution to energy security. The Company has an experience 45 years in the field of making products obtained from crude oil processing and a history that began in 1979, upon the commissioning of the first unit, the AD unit (atmospheric distillation unit).

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



The most important moments in the history of the Company can be summarized as follows:

|                    |   |
|--------------------|---|
| <b>1975 - 1977</b> | <ul style="list-style-type: none"> <li>• <b>Midia Navodari Petrochemical Plant</b> (the first name of Rompetrol Rafinare S.A.) was deigned on the basis of Romanian refining technologies and of certain foreign licenses.</li> </ul>   |
| <b>1979</b>        | <ul style="list-style-type: none"> <li>• The first unit - the Atmospheric Distillation Unit - is commissioned</li> </ul>  |
| <b>1991</b>        | <ul style="list-style-type: none"> <li>• Midia Petrochemical Plant turns into a joint stock company, the assets of the former unit being entirely taken over. The newly-formed company, under the name of <b>PETROMIDIA S.A.</b>, was established under Government Decision No. 1176/1990, issued under Law No. 15/1990 on the reorganization of State economic operators as regies autonomes and business companies. Annex No. 1 to the regulatory act mentions the headquarters of the joint stock company, as being located in Constanta, DN 228 km 23, Constanta County.</li> <li>• The Company is registered with the Constanta Trade Registry under No. J13/534/1991 and has sole registration code 1860712.</li> </ul> |
| <b>2000</b>        | <ul style="list-style-type: none"> <li>• Government Decision No. 540/2000 on the approval of the classification into functional categories of public roads and private utility roads open to public traffic, road DN 228 was re-categorized as a county road under the name of</li> </ul>   |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

|             |  |
|-------------|--|
|             | County Road 226. The regulatory act resulted in the amendment of the Company's Articles of Incorporation and Registration Certificate.   |
| <b>2001</b> | <ul style="list-style-type: none"> <li>Change of the Company's name from "PETROMIDIA S.A." into "ROMPETROL RAFINARE-COMPLEXUL PETROMIDIA S.A."</li> </ul>  |
| <b>2003</b> | <ul style="list-style-type: none"> <li>The Company changes its name to „<b>ROMPETROL RAFINARE S.A.</b>”</li> </ul>   |
| <b>2004</b> | <ul style="list-style-type: none"> <li>Shares listing at the Bucharest Stock Exchange, under the "RRC" symbol"</li> </ul>  |
| <b>2007</b> | <ul style="list-style-type: none"> <li>The Extraordinary General Meeting of the Shareholders of September 17, 2007, decided to acquire the full ownership over the machinery and equipment within the Vega Refinery, located on 146 Valeni str., Ploiesti, Prahova County.</li> <li>Acquiring the ownership over and resuming the possession of the plot of land and all the assets from the premises of the Vega Refinery, the Company established its own Work Point at Ploiesti and obtained effective December 1, 2007, the capacity of Warehouse keeper authorized for the production of energy products also in relation to the Vega Refinery from Ploiesti.</li> </ul>  |
| <b>2010</b> | <ul style="list-style-type: none"> <li>Decision No. 2 of the Board of Directors dated October 19, 2010 approved the change of the address of the registered headquarters from Navodari, County Road 226, km 23, Constanta county to <b>215 Navodari Blvd, Administrative Building, Navodari, Constanta County</b> further to Decision No. 187/24.07.2009 issued by the Navodari Local Council on the granting of names to streets and alleys which are not included in the list of street names, and to the addresses communicated by the City Hall of Navodari City in relation to the assignment of street numbers to the Company's property located in Navodari.</li> </ul> |
| <b>2012</b> | <ul style="list-style-type: none"> <li>The modernization process of Petromidia refinery is completed, following an investment of over USD 380 million. Petromidia thus became the largest refinery in Romania, with a processing capacity of 5 million tons/year.</li> </ul>   |
| <b>2013</b> | <ul style="list-style-type: none"> <li>Decision No. 6/2013 issued by the Extraordinary General Meeting of the Shareholders approved the obtainment, by means of purchasing, of the ownership right over the assets consisting in intangible assets, tangible assets, fixed assets (buildings and constructions, technological equipment, measurement machinery and plants, office equipment, IT equipment, transportation means, other tangible assets), investments in progress and stocks, assigned or related to the main activity of petrochemistry, found in the property of Rompetrol Petrochemicals SRL</li> </ul>  |
| <b>2014</b> | <ul style="list-style-type: none"> <li>In May, the Petromidia refinery registered a record amount of over 465,000 tons of processed raw materials, the highest level reached since its commissioning in 1979, until that moment.</li> </ul>  |

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

|             |  |
|-------------|--|
| <b>2015</b> | <ul style="list-style-type: none"> <li>Rompetrol Rafinare puts into operation the first Particle Separation Plant (ESP) in Romania</li> </ul>  |
| <b>2019</b> | <ul style="list-style-type: none"> <li><b>Celebrating of four decades of performance and professionalism</b><br/>In 2019, Petromidia Refinery from Navodari celebrated 40 years of activity, time frame when from one idea it reached to be the largest such unit in Romania and one of the most modern in the Black Sea region.</li> <li>From 3.8 million tons processed at the Petromidia refinery in 2007, <b>in 2019, before the outbreak of the pandemic, it reached a record level of 6.33 million tons.</b></li> </ul>  |
| <b>2020</b> | <ul style="list-style-type: none"> <li><b>Vega Ploiesti, 115 years of performance in the refining industry</b><br/>In 2020, Vega Ploiesti Refinery, operated by Rompetrol Rafinare, celebrated 115 years of activity in the oil product processing industry. Having a rich history full of events that marked its development, the unit of Ploiesti represents an important reference in the Romanian energy field.<br/>At present, the refinery does not process crude oil anymore, but only medium distilled products, resulted from Petromidia Refinery of Navodari. Thus, even if it is the smallest unit in this field in the country, having an annual production output of approximately 400,000 tons, Vega Ploiesti develops exclusively high value-added products.</li> </ul> |
| <b>2021</b> | <ul style="list-style-type: none"> <li>The Decarbonization Strategy is developed, with clear directions for finding viable economic solutions for emissions reduction</li> </ul>   |
| <b>2022</b> | <ul style="list-style-type: none"> <li><b>The 10th anniversary of the commissioning of the MHC-HPP and New SRU facilities</b><br/>In 2022, the Petromidia Refinery in Navodari celebrated 10 years since the commissioning of the MHC-HPP and New SRU facilities</li> </ul>  |
| <b>2023</b> | <ul style="list-style-type: none"> <li>Rompetrol Rafinare continues the large-scale project for the rehabilitation and modernization of the Petromidia Refinery tank farm. There have been invested over 10 million USD up till now. Overall, there are planned rehabilitation and construction of about 50 tanks.<br/>During the Company's journey in 2023, alongside with the companies from the KMG International Group, we faced challenges, we learned precious lessons, developed solutions, and, of course, celebrated the projects implemented together.</li> </ul>  |

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

|  |   |
|--|---|
| 2024   | <ul style="list-style-type: none"> <li>• <b>Petromidia Refinery celebrates 45 years of activity</b>, during which time it has gradually evolved into a modern refinery, capable of supporting a significant part of the Romanian energy sector.</li> <li>• In 2024, the implemented investment projects amounted to a value of 85 million USD, along with additional investments in maintenance and compliance. The reactors in the Diesel Hydrofining Unit were replaced, and hundreds of components and subassemblies from the Hydrogen Plant and the Delayed Coking Unit were modernized and replaced. The reconstruction works of the Mild Hydrocracking Unit (MHC), a facility that allows us to achieve better operational yields, were completed.</li> <li>• Through its development, the Petromidia Refinery remains one of the most important units of its kind in the region and the largest in the country.</li> </ul> |
| <p>... and our story continues, with even more ambitious plans and innovative projects. Together with the companies of the KMG International Group we have the energy to move forward!</p> |   |

**c) Significant mergers or reorganizations**

During the financial year 2024, there were no significant mergers or reorganizations within RRC or in its controlled companies. The company makes part of KMG International Group. RRC controls directly branch offices of Rompetrol Downstream S.R.L. (in a percentage of 99.994688898%), Rompetrol Quality Control S.R.L. (in a percentage of 70.91%), Rom Oil S.R.L. (in a percentage of 99.9998505%), Rompetrol Logistics S.R.L. (in a percentage of 66.1911%), Rompetrol Petrochemicals S.R.L. (in a percentage of 100%) and indirectly Rompetrol Gas S.R.L and Global Security Sistem S.A. through Rompetrol Logistics S.R.L.

**d) Assets acquisitions and sales**

In 2024, the company has not acquired shares in other companies, purchased assets such as fixed assets and did not sell non-current assets. During the analyzed financial year, there were no asset purchases, except for those that were necessary for the operation and development of the activity, reflected in the investment plan and in the budgets approved for this purpose. The total expenditures for investments during 2024 amounted to approximately Lei 675 million.

Assets alienations did not take place, except for the obsolete ones according to the law.





*e) The main results of the assessment of activity of the company*

Rompetrol Rafinare S.A. recorded a turnover of **Lei 15,014,243,836** in 2024, this being mainly impacted by the volatility of the international oil and natural gas market environment transposed into lower quotations for oil products sold in the current year. Also, a negative impact on the Company's net result was triggered by the general turnaround, which began on 8th March lasted for two months. In the 2024 financial year the company recorded a net loss of **Lei (470,813,809)**, mainly due to the decreased net refinery margins recorded during 2024 compared to the levels registered in 2023, on the ground of the decrease in international quotations for petroleum products. Also, a negative impact on the turnover was triggered by the general turnaround, which began on 8th March lasted for two months. This turnaround is a significant event that occurs once every four years and is crucial for our operations. During this period, were conducted comprehensive maintenance, inspections, and upgrades across various units of the refinery to ensure optimal performance and safety standards. It involves shutting down certain operations temporarily to carry out these activities efficiently.

The net result was negatively impacted in 2024 by the loss from exchange rate differences recorded by the company generated by the depreciation of the national currency against the USD during 2024. A positive impact was generated by the positive adjustment of the value of the financial investments of the company recognized at fair value on 31.12.2024, according to the accounting policy adopted by Rompetrol Rafinare starting with 31.12.2021.

In 2024, a specific turnover tax has been introduced in addition to the profit tax for legal entities that conduct activities in the oil and natural gas sectors and that registered turnover over EUR 50 million in the previous year. The company recorded a tax in amount of RON 72.1 million.

A positive impact in net result of the period ended at 31.12.2024 is coming from the recognition of a revenue from deferred income tax in the amount of Lei 43 million.



### 1.1.1. ELEMENTS OF GENERAL ASSESSMENT

#### ECONOMIC ENVIRONMENT<sup>2</sup>

|                                 |         | 2024  | 2023  | %    |
|---------------------------------|---------|-------|-------|------|
| Brent Dated                     | USD/bbl | 80.8  | 82.6  | -2%  |
| CPC Blend CIF                   | USD/bbl | 77.8  | 79.7  | -2%  |
| Brent-CPC Differential          | USD/bbl | 2.9   | 2.9   | 0%   |
| Premium Unleaded 10 ppm FOB Med | USD/ton | 790   | 843   | -6%  |
| Diesel ULSD 10 ppm FOB Med      | USD/ton | 744   | 815   | -9%  |
| RON/USD Average exchange rate   |         | 4.60  | 4.58  | 0%   |
| RON/USD Closing exchange rate   |         | 4.78  | 4.50  | 6%   |
| RON/EURO Average exchange rate  |         | 4.97  | 4.95  | 1%   |
| RON/EURO Closing exchange rate  |         | 4.97  | 4.97  | 0%   |
| USD/EURO Closing rate           |         | 1.04  | 1.11  | -6%  |
| Inflation in Romania*           |         | 5.14% | 6.61% | -22% |

Source: Platts, \* INSSE (Inflation in Romania is calculated based on CPI - i.e. Consumer Price Index)

Over the full year 2024, the average price of **Dated Brent** settled at 80.8\$/bbl making a decrease of 1.9\$/bbl. (-2%) compared to 2023.

For the entire year, the **CPC** average price was 77.8\$/bbl. down by 1.9\$/bbl. (-2%) compared to full year 2023.

In January, geopolitical tensions intensified, with increased attacks on shipping routes in the Red Sea causing disruptions in oil shipments. OPEC's decision to cut oil production, including significant reductions from key producers like Iraq and Kuwait, further tightened supply. Additionally, refinery operations in certain conflict regions were severely impacted by drone strikes, leading to a decline in processing rates.

February saw another attack on shipping routes in the Red Sea, raising concerns over crude production and trade in the region. Meanwhile, strong consumer spending during the Lunar New Year in China signaled a rebound in demand, boosting market optimism.

<sup>2</sup> The information is based on analysis provided by JBC Energy GmbH, OPEC and National Bank of Romania

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

In March, OPEC+ extended existing production cuts through the end of June, while an additional unexpected production reduction was announced, surprising markets with proactive measures. However, tensions escalated further as an attack on a vessel in the Red Sea raised security concerns in the region. Meanwhile, drone attacks on refineries in conflict areas continued, impacting crude-refining capabilities.

Following these events, the Dated Brent price experienced a downward trend, decreasing by 18.6%, from 93.3\$/bbl. at the beginning of April to 75.9\$/bbl. at the beginning of June, the lowest level since December 2023 driven by increased oil inventories and a slowdown in demand. Subsequently, the price increased by +14.4% to 86.8\$/bbl. at the end of June driven by renewed conflicts in the Red Sea region.

During Q3 2024, Dated Brent prices saw a significant drop of -17%, from 88\$/bbl. at the beginning of July to 72.9\$/bbl. at the end of September. The decline was primarily driven by weakening global demand and economic concerns, particularly in China.

In July, China's post-pandemic rebound slowed down, with shrinking factory activity and a marginal contraction in oil demand, which raised worries about global consumption. The International Energy Agency reported the weakest demand growth in over a year, adding to bearish market sentiment.

By August, oil prices continued falling as US manufacturing contracted and European diesel prices hit a 14-month low, reflecting extensive economic weakness. Meanwhile, OPEC+ confirmed plans to restore 2.2 million barrels per day of crude output in Q4, raising concerns about oversupply. Russian exports also fell, but the impact was limited by the overall weak demand.

The downward trend accelerated in September with prices reaching 70.56\$/bbl., the lowest level since December 2021. Despite supply disruptions from Libya and hurricanes in the US Gulf, the market was more focused on oversupply and weak demand. Even escalating tensions in the Middle East failed to offset the bearish sentiment, with hedge funds turning net bearish on Brent for the first time.

Dated Brent prices faced a downward trend in Q4 2024, influenced by geopolitical tensions, concerns over weak demand, and supply-side adjustments.

In October, the Dated Brent prices declined from 81.2 to 71.4 \$/bbl., driven by the absence of new economic stimulus measures and heightened geopolitical risks in the Middle East. Additionally, the record-high U.S. crude production of 13.5 million barrels per day raised concerns about a potential market oversupply heading into 2025. Further uncertainty arose from escalating tensions between Israel and Iran raising fears of potential supply disruptions.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

In November, the Dated Brent price increased to around 76\$/bbl., as Israel's calculated military actions avoided Iranian energy facilities, easing market concerns. OPEC+ also contributed to market stabilization by postponing its planned December production increase by one month. However, during December, the Dated Brent prices slipped again to around 72\$/bbl., driven by a weaker demand outlook in China, a stronger U.S. dollar and ongoing oversupply concerns. Meanwhile, geopolitical uncertainties persisted, with escalating conflicts in Ukraine, including Russian missile strikes on energy infrastructure.

For 2025, Goldman Sachs forecasts Brent crude prices to range between 70 and 85\$/bbl., with an average of approximately 76\$/bbl. Market dynamics will be shaped by production levels in non-OPEC countries, geopolitical factors, such as sanctions and tariffs.

Over the full year, 2024 **European refinery margins** dropped by -37\$/MT (-37%) compared to full year 2023 and settled to an average level of 63.1\$/MT reflecting weaker refinery economics throughout 2024.

Refinery margins showed an upward trend, at the beginning of the year, rising from approximately 80\$/MT to 140\$/MT by February 9<sup>th</sup>. This increase was primarily due to geopolitical tensions impacting diesel supply and maintenance shutdowns in key regions. However, after this peak, the European refinery margins constantly decreased to 57\$/MT at the end of June, as high natural gas prices raised operating costs for many refineries. During Q3 2024, the European refining margins decreased significantly (-75%) from 55.7\$/MT at the beginning of July to 13.8\$/MT at the end of August, reaching their lowest levels since February 2022, due to weak demand and high product inventories. However, by September, margins showed a modest recovery, increasing to 44.4\$/MT at the end of the quarter, as the autumn maintenance season intensified and refinery throughput decreased, providing some relief to the oversupplied market. European refining margins experienced a consistent increase from 35\$/MT at the beginning of October to 57.2\$/MT on 19<sup>th</sup> of November, supported by lower crude prices and seasonal refinery maintenance. However, as maintenance programs concluded and over 1 million barrels per day (Mbd) of refining capacity returning to operations, margins decreased to 28\$/MT by the beginning of December and following this drop, margins recovered, ending the year at 57.5\$/MT.

**European gasoline cracks** displayed significant fluctuations during 2024. Initially, in January and February, gasoline cracks were sustained by increased demand and reduced refinery output due to maintenance activities. The trend continued into March as the market reacted to geopolitical tensions and logistical disruptions. However, by April and May, gasoline cracks faced downward pressure due to significant inventory builds and a slowdown in demand growth, particularly in the OECD countries. The easing of supply constraints and the stabilization of global gasoline production also contributed to a more balanced market. By June, cracks experienced a mild recovery as driving season in Europe and the US began boosting gasoline consumption. In July, cracks hit their lowest level of the year as



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

Nigeria, a major export market, reduced gasoline imports due to financial problems and the removal of fuel subsidies. Exports to the US also slow down because of high stockpiles there. By September, gasoline cracks in Northwest Europe recovered slightly, rising by about 2\$/bbl., but the overall outlook stayed weak. Demand was slowing down with the end of summer, and supply was expected to increase as Nigeria's Dangote refinery boosted its production, limiting further improvement in gasoline cracks. Gasoline cracks were volatile throughout the quarter, initially strengthening in late October before declining as the period progressed. Amsterdam-Rotterdam-Antwerp gasoline stocks surpassed the 5-year average, indicating weaker inland demand and slow export activity. Additionally, the commencement of gasoline shipments from Nigeria's Dangote refinery, signaled a reduced market share for European exports in West Africa. Although gasoline cracks saw a brief rebound in November, they remained under pressure due to persisted oversupply and limited export opportunities.

Throughout 2024, **European diesel cracks** experienced significant volatility, primarily driven by geopolitical tensions and supply disruptions. In early 2024, diesel cracks surged due to concerns over Russian supply and increased demand during the winter months. The EU's sanctions on Russian oil products intensified supply constraints, leading to record-high diesel cracks in January and February. By the end of Q1, the cracks began to stabilize as alternative supply sources were secured, but they remained elevated compared to historical levels. However, refinery maintenance and operational issues, especially in France and Germany, kept the market tight and cracks high throughout the first half of the year. In July, cracks fell due to weak demand from the industrial and construction sectors and rising borrowing costs. By August, diesel cracks hit their lowest levels since April 2023, driven by robust imports from the US and the Middle East, which kept European stocks elevated. Despite some supply disruptions in September, such as flooding in Central Europe, the market remained oversupplied, limiting any potential recovery in diesel cracks. During Q4, diesel cracks fluctuated but showed overall resilience, supported by seasonal demand increases and lower imports. While early Q4 saw some weakness, cracks improved by mid-November due to tight supply conditions, extended outages at the Pernis refinery (Netherlands), and stronger Asian demand limiting arbitrage flows. Supply constraints, including potential reductions in Russian refinery output, further bolstered diesel cracks, particularly in the Mediterranean.

**Jet fuel cracks** in Europe experienced substantial volatility in 2024. Early in the year, jet cracks were high due to robust air travel demand and supply tightness caused by refinery maintenance and geopolitical tensions. This trend continued into the second quarter, although the rate of increase in cracks slowed as the market adapted to new supply chains and strategic reserves were utilized. In April and May, jet cracks were underpinned by seasonal travel demand and a slow recovery in international travel. However, the market remained sensitive to fluctuations in crude prices and refinery outputs. By June, despite some improvements in jet fuel availability, cracks remained elevated, reflecting ongoing demand recovery and limited supply flexibility. In July, cracks increased on the back of strong global demand for jet fuel as the summer travel season peaked. However, by August and September, jet cracks weakened as the demand tail-off became evident post-summer. The European market faced

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

persistent weakness, with flight volumes still below pre-pandemic levels and overflowing supply from East of Suez regions, contributing to ongoing pressure on jet cracks. During Q4, jet fuel demand remained relatively strong for the season, supported by resilient European flight activity post-summer. In the UK, jet fuel consumption reached its highest level since 2016, with jet fuel stocks in the Amsterdam-Rotterdam-Antwerp region declined, aligning with similar trends in the U.S. Despite the seasonal decline in demand, jet cracks found some support as refineries allocated limited capacity to jet fuel production.

In 2025 refining margins are expected to remain volatile, influenced by several market dynamics: gasoline facing headwinds due to increasing electric vehicles adoption and trade disruptions, diesel cracks staying elevated due to seasonal demand and supply constraints, and jet markets struggling with weak demand and ample Asian supply.

In 2024, the **EU Allowances (CO2 certificates)** price averaged at 65.2 EUR/EUA, but had a very volatile evolution, with a lot of severe swings. The EUA prices in 2024 remained under pressure due to weak industrial activity, increased renewable energy adoption, and speculative trading, with only temporary rebounds driven by compliance needs and policy expectations.

During Q1, the EUA prices dropped significantly, from 75 EUR/EUA in January to 50.5 EUR/EUA by the end of February (-33%). The decline was driven by weak industrial demand, an oversupplied market, and concerns over sluggish economic growth in Europe. Warmer-than-expected winter temperatures further reduce energy consumption, adding downward pressure.

After hitting a low of 50.5 EUR/EUA, the prices rebounded to 74.4 EUR/EUA at the end of May (+47%), supported by higher power sector demand, expectations of stricter EU climate policies, and a temporary reduction in auction supply. However, economic uncertainties and slow industrial recovery kept prices volatile.

EUA prices declined again, reaching 60 EUR/EUA by the beginning of October (-19%), as industrial production remained weak and renewable energy capacity increased, reducing emissions from fossil fuels. The market also faced pressure from speculative selling and concerns over future policy adjustments.

During Q4, the prices fluctuated between 60-71 EUR/EUA, with a slight year-end increase driven by cold weather boosting energy demand and compliance buying ahead of the annual deadline. However, ongoing economic challenges, high renewable energy output, and surplus allowances kept gains limited.

Analysts anticipate a significant rise in EU carbon permit prices by 2027 due to policy measures reducing supply. A Reuters survey issued in October 2024 indicates that EUAs are expected to average

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

76.88 EUR/EUA in 2025, 92.48 EUR/EUA in 2026, and 111.14 EUR/EUA in 2027. This projected increase is attributed to the European Commission's "Fit for 55" framework, aiming to cut net greenhouse gas emissions by 55% by 2030 compared to 1990 levels, and the Market Stability Reserve mechanism, which removes surplus permits from the market.

## **Forex & Interest Rates**

### US zone

In 2024, the Federal Reserve cut interest rates three times - by 50 basis points in September (to 4.75% - 5.00%), 25 basis points in November (to 4.50% - 4.75%), and another 25 basis points in December (to 4.25% - 4.50%) - to support economic growth as inflation eased and the labor market showed signs of cooling, while signaling a cautious approach for 2025.

In 2024, the U.S. Dollar appreciated by about 7%, driven by the Fed's rate cuts, strong U.S. economic performance, and global trade dynamics, gaining against major currencies like the Yen and Euro while weakening against some emerging market currencies.

### Eurozone

The European Central Bank implemented a series of rate cuts in 2024, reducing the main refinancing rate to 3% by December, aiming to stimulate economic activity amid sluggish growth and persistent inflation concerns.

Despite these efforts, the euro depreciated by 5.7% against the U.S. Dollar over the year.

### Romania

The National Bank of Romania adjusted its monetary policy in response to domestic economic developments. In July 2024, the National Bank of Romania reduced the policy rate from 7% to 6.75%, followed by another cut to 6.5% in August, as inflationary pressures eased.

The National Bank of Romania maintained this rate through the end of the year, balancing inflation control with economic growth support.

In the foreign exchange market, the Romanian Leu (RON) experienced fluctuations. The USD/RON exchange rate increased from an average of 4.58 in 2023 to 4.60 in 2024, indicating a depreciation of the RON against the U.S. Dollar. Also, the EUR/RON rate averaged at 4.97 in 2024, increasing from 4.95 average 2023 levels.

In December 2024, Romania's annual inflation rate remained at 5.14% despite political turmoil and increased state spending, with the highest price hikes seen in services (7.1%), food (5.09%), and non-



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

food goods (4.38%), while the European Commission expects inflation to gradually decrease and reach the central bank's target of 2.5% by the end of 2026.

**STATEMENT**  
**OF THE MAIN ECONOMIC-FINANCIAL INDICATORS**  
**AND OTHER INFORMATIVE DATA, AS AT 31.12.2024, AS COMPARED TO**  
**THE INCOME AND EXPENDITURE BUDGET APPROVED IN THE**  
**GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY 2024**

| Ref.<br>no. | INDICATOR'S NAME                                   | RON                  |                      |
|-------------|--|----------------------|----------------------|
|             |  | OMFP no. 2844/2016   |                      |
|             |  | Achieved 2024        | Budgeted 2024*       |
| 1           | Crude oil processed and other raw materials (tons) | 4,618,691            | 4,956,092            |
| 2           | Net turnover                                       | 15,014,243,836       | 15,525,920,416       |
| 3           | Cost of sold production                            | (14,413,354,318)     | (15,066,394,053)     |
| 4           | <b>Gross profit</b>                                | <b>600,889,518</b>   | <b>459,526,363</b>   |
| 5           | Distribution and general administrative expenses   | (500,979,963)        | (288,142,553)        |
| 6           | Other operating income/(expenses)                  | (65,376,559)         | (824)                |
| 7           | <b>Operating Profit / (Loss)</b>                   | <b>34,532,996</b>    | <b>171,382,986</b>   |
| 8           | Financial expenses                                 | (539,245,395)        | (320,468,730)        |
| 9           | Financial income                                   | 323,057,464          | -                    |
| 10          | (Losses)/ Gains on exchange rate variations, net.  | (332,065,569)        | -                    |
| 11          | <b>Gross profit/ (Loss)</b>                        | <b>(513,720,504)</b> | <b>(149,085,744)</b> |
| 12          | Income tax   | 42,906,695           | (26,278,033)         |
| 13          | <b>Profit/(Loss) of the year</b>                   | <b>(470,813,809)</b> | <b>(175,363,777)</b> |

\* Equivalent in LEI at exchange rate of 4.41 USD/RON of the values provided in the 2024 Income and Expense Budget

| Ref.<br>no. | INDICATOR'S NAME                   | RON                   |
|-------------|------------------------------------|-----------------------|
|             |                                    | OMFP no. 2844/2016    |
|             |                                    | Balance at 31.12.2024 |
| 1           | Non-current assets                 | 6,933,361,344         |
| 2           | Inventories                        | 1,352,193,135         |
| 3           | Receivables                        | 1,315,421,500         |
| 4           | Cash                               | 401,448,104           |
| 5           | Total debts (including provisions) | 8,518,558,286         |
| 6           | <b>Equities</b>                    | <b>1,483,865,797</b>  |
| 7           | <b>Average number of employees</b> | <b>1,112</b>          |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

From the data presented in the above table, comparing the results recorded at 31.12.2024 with those approved in the Income and Expense Budget (IEB), the following results:

1. In 2024, Rompetrol Rafinare processed a quantity of crude oil and other raw materials of 4,618,691 tonnes, less by 7% compared with that provided in the Income and Expenditure Budget, i.e. 337,401 tonnes less than budgeted, due to the technical incident occurred in June 2023 at the Mild Hydrocracking unit (MHC) following the incident on June 21, 2023, facility that did not operate in the first quarter of 2024, as well as the extension of the period of restarting the technological facilities after the General Turnaround affected the refinery production capacity.
2. Turnover achieved in 2024 was at a level of 3% lower compared to the budgeted value, the negative variation being mainly determined by the decrease in international quotations for oil products compared to the previous year, on the ground of reduced quantities of products sold compared to the budgeted ones.
3. The cost of goods sold recorded in 2024 was 4% below the budgeted level, the variation being mainly determined by the volatility of the international oil and natural gas market environment that generated decreased quotations during 2024 compared to the budgeted ones, on the background of a level of processed raw materials lower by 7% compared to the budgeted level.
4. Financial expenditure registered higher values than those budgeted by 168%, on the background of higher loans and debts exposure by the Company.  
In 2024 the Company recorded financial incomes in the amount of lei 323 million. RON due mainly to the recognition of incomes in the amount of Lei 276 million from the revaluation of investments in subsidiaries as a result of the change in the accounting policy regarding the recognition of the Company's financial investments from the cost method to the fair value method starting with the financial year ended 31.12.2021.
5. Net exchange rate differences recorded during 2024 are unfavourable, their value reaching Lei 332,065,569; due to the depreciation of the national currency against USD during 2024.
6. **At the end of 2024, Rompetrol Rafinare recorded a negative net result, a loss of Lei (470,813,809).**

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

7. The total amount paid during 2024 to the state and local budgets was Lei 7,050,232,759 (equivalent to about USD 1.54 billion) consisting mainly of excise duties, VAT, payroll taxes, local taxes and others, out of which RON 141 million representing solidarity contribution for 2023. From the taxes paid by the Company to the state budget, large amounts, quotas established by the legislation governing local budgets, are directed to the local authorities within the range of which the company operates.

**The income of the company originates mainly from the production and delivery of petroleum products obtained from the processing of crude oil and other raw materials: Lei 15,014,243,836.**

*Financial results*

| Indicators (LEI)   | 2024             |
|--|------------------|
| <b>Loss</b>  | (470,813,809)    |
| Operating result - profit                                      | 34,532,996       |
| Net turnover, of which:  | 15,014,243,836   |
| Export   | 5,208,792,703    |
| Cost of sold production  | (14,413,354,318) |
| Market share (%) <sup>3</sup>                                  | 22%              |
| Liquidity (effective amounts in accounts and cash equivalents) | 401,448,104      |

**a) Loss**

At the end of 2024, Rompetrol Rafinare registered a negative result, a loss of **Lei (470,813,809)**.

**b) Turnover**

In 2024, the company's net turnover was **15,014,243,836 lei**. Turnover in 2024 was mainly impacted by the volatility of the international oil and natural gas market environment transposed into lower quotations for oil products sold in 2024 compared to the previous year, on the ground of decreased production and petroleum products volumes sold in 2024 compared with the ones from 2023. Also, a negative impact on the turnover was triggered by the general turnaround, which began on 8th March lasted for two months, and also by the lack of operation of the Mild Catalytic Hydrocracking (“MHC”) plant in the first quarter of 2024.

<sup>3</sup>Fuels sales (gasoline and diesel) on the domestic market segment are exclusively delivered by the Group authorized trader – ROMPETROL DOWNSTREAM S.R.L.- which owns a 22% market share of Romanian fuel distribution.



***c) Export***

In 2024, the share of international sales in total sales represented approximately 35% (33% previous year). Volumes sold on the foreign market remained in 2024 at levels comparable to those recorded in 2023.

The total amount realized during 2024 from the external sales of finished products was Lei 5,208,792,703, 8% less than that of the previous year (2023: Lei 5,669,992,812), related to the two Petromidia and Vega refineries and the Petrochemical Plant. The lower value of sales in 2024 compared to the previous year is due mainly to the decrease of quotations on international markets, quotations that constitute the basis for calculating the selling prices both on the domestic and on the foreign market.

***d) Cost of sold production***

The cost of production registered in 2024 a decrease of about 14% compared to 2023 due to the decrease in quotations on the oil and natural gas market, on the ground of decreased production and petroleum products volumes sold in 2024 compared with the ones from 2023, determined by the planned shutdown for turnaround activity starting with 8th of March 2024 and finalized in May 2024 and due to a lower throughput of 10.67 kt/day considering operation of Petromidia refinery without Mild Hydrotreater (MHC unit) in Q1 2024.

***e) Market share owned***

From the data which we hold, the market share we estimated in the year 2024 reached about 22% (through distribution to retail).

***f) Liquidity***

The company has made sustained efforts to maintain the capacity to hedge current liabilities from current assets, with the current liquidity indicator registering an decrease from 0.57 in 2023 to 0.46 in 2024.



### ***1.1.2. THE ASSESSMENT OF THE TECHNICAL LEVEL OF THE COMPANY, INCLUDING PRODUCTION***

#### ***THE PRODUCTION ACTIVITY DURING YEAR 2024***

Rompetrol Rafinare is the owner of three production capacities: Petromidia (located in Navodari) and Vega (located in Ploiesti) refineries and Petrochemical plant (located in Navodari).

#### ***Rompetrol Rafinare –Petromidia Refinery work point***

The production plan of ROMPETROL RAFINARE S.A. for 2024 was performed with a total processing of 4,956,092 tons, out of which 4,649,773 tons crude oil and 306,319 tons other raw materials.

This program formed the basis for the preparation of the 2024 income and expense budget.

Total feedstock processed in 2024 was 4,618,691 tons, out of which 4,002,556 tons crude oil and 616,135 tons other raw material.

This processing represents 93.19 % as compared to the schedule set up for the 2024 budget.

*[tons]*

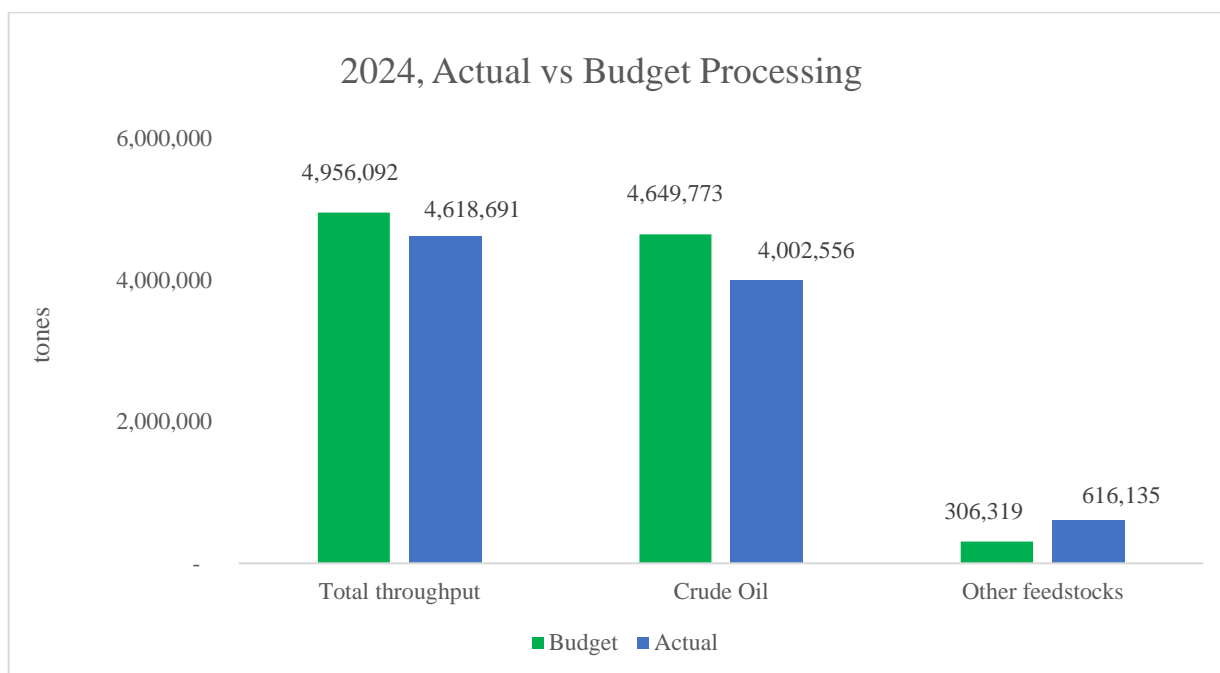
| <b>2024</b>             | <b>Budget</b> | <b>Achieved</b> |
|-------------------------|---------------|-----------------|
| <b>Total throughput</b> | 4,956,092     | 4,618,691       |
| <b>Crude Oil</b>        | 4,649,773     | 4,002,556       |
| <b>Other feedstocks</b> | 306,319       | 616,135         |

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

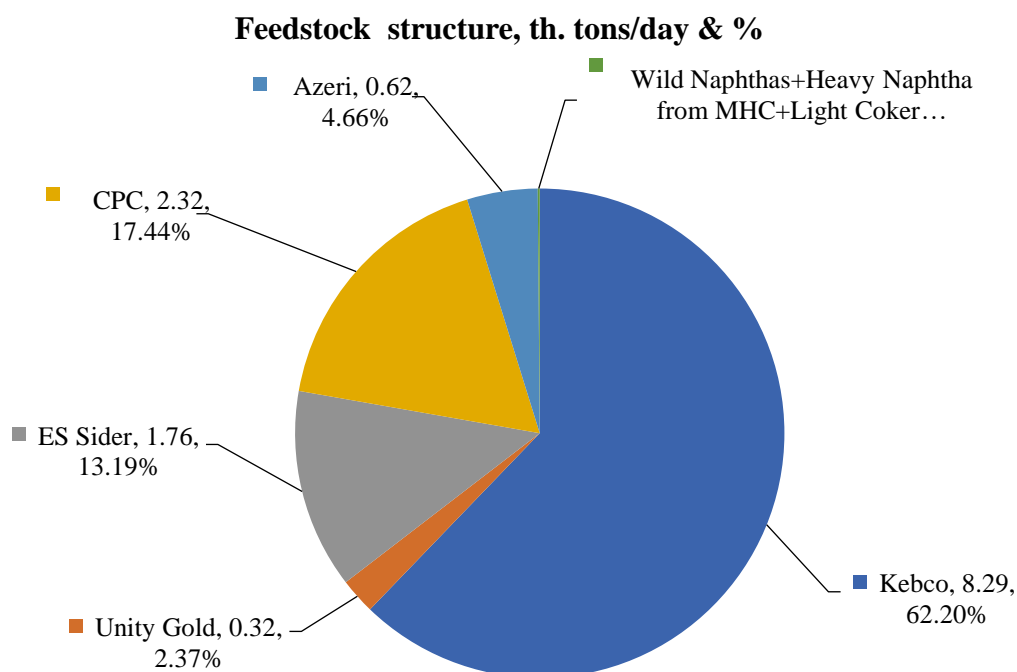
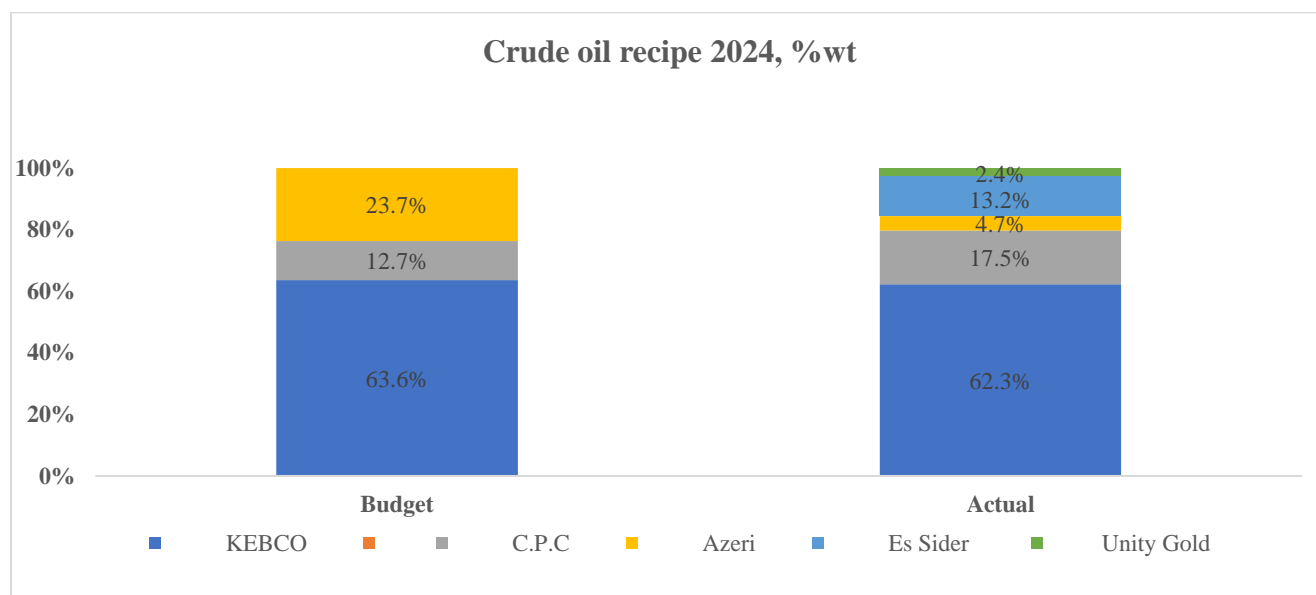


The Refinery throughput was 15,360 tons per day, related to actually worked time, Refinery throughput being influenced mainly due to: unplanned shutdown of the Mild-Hydrocracker (“MHC”) caused by the incident occurred on 21st of June 2023, which was restarted in February 2024, as well due to later restart after the Refinery General Turnaround.

During the year, crude recipe was in accordance with crude availabilities in the market. Given the limited crude availability from Kazakhstan, starting October 25th, we successfully tested Unity Gold from Guyana. This new light sweet crude, similar specification to Es Sider but with better economics, was introduced as part of our crude diversification strategy to maximize throughput. Also, to assure the domestic market demand, it was imported Jet and Diesel components with low density, low Sulphur, and low aromatics to cover market needs and sustain internal production.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

The situation of processing, per quarters, is presented in the below table:

|                   | Q1        | Q2      | Q3        | Q4        | 2024      |
|-------------------|-----------|---------|-----------|-----------|-----------|
| Budget, tons      | 1,082,664 | 901,785 | 1,495,780 | 1,475,862 | 4,956,092 |
| Actual, tons      | 943,048   | 787,729 | 1,430,841 | 1,457,073 | 4,618,691 |
| Actual/Budget (%) | 87.10     | 87.35   | 95.66     | 98.73     | 93.19     |

**For Quarter 1** - Total feedstock processed below Budget by 140 ktons coming from lower crude oil processed by 305 ktons due to later restart of the Mild Hydrocracker Unit (MHC) and partially compensated by higher other feedstock processed by 165 ktons, mainly import of diesel & jet components and higher Naphtha from Vega refinery compared to the Budget.

Mild Hydrocracker Unit (MHC) was successfully restarted, the products were sent to the tank farm on 26th of February. Starting with 8th of March 2024 Petromidia started the General Turnaround according with the Budget.

**For Quarter 2** – Total feedstock processed in the second quarter is below Budget by 114 ktons, considering the extended period for the General Turnaround activities.

Main mechanical activities for the entire Petromidia Platform have been completed by the end of April, creating the unbreakable conditions for restarting the Crude Oil unit (DAV- Atmospheric and Vacuum Distillation), an important step towards the restart of the refinery. In May, activities such as the consolidation of documents were continued and completed, the assembly of the insulation was completed, as well as technological tests necessary for the safe start-up of the plants.

Petromidia Refining was restarted on 12th of May. The first plant which was restarted was DAV (Crude Unit), and the last one was HPM Unit (Diesel Hydrotreater) on 31st of May, after sulfiding the catalyst process.

**For Quarter 3** – Total feedstock processed in the third quarter is below Budget by 65 ktons, due to:

- 125 Diesel Hydrotreater which was stopped on 23rd of July due to an issue with the motor of the 125 P1 feed pump (as compensatory measures, the 122 Diesel Hydrotreater runrate was increased to the maximum design capacity & Coker runrate decreased to minimize production of Coker gasoil and Crude Unit runrate at max 15 ktons/day);
- intervention in the vacuum system of the Vacuum Distillation unit. During that period, the Atmospheric Distillation operated at ~10 kt/day with a 50/50 % mix of KEBCO and CPC;

**For Quarter 4** – Total feedstock processed in the fourth quarter is below Budget by 19 ktons, due to issues at the vacuum system from Crude Distillation Unit.

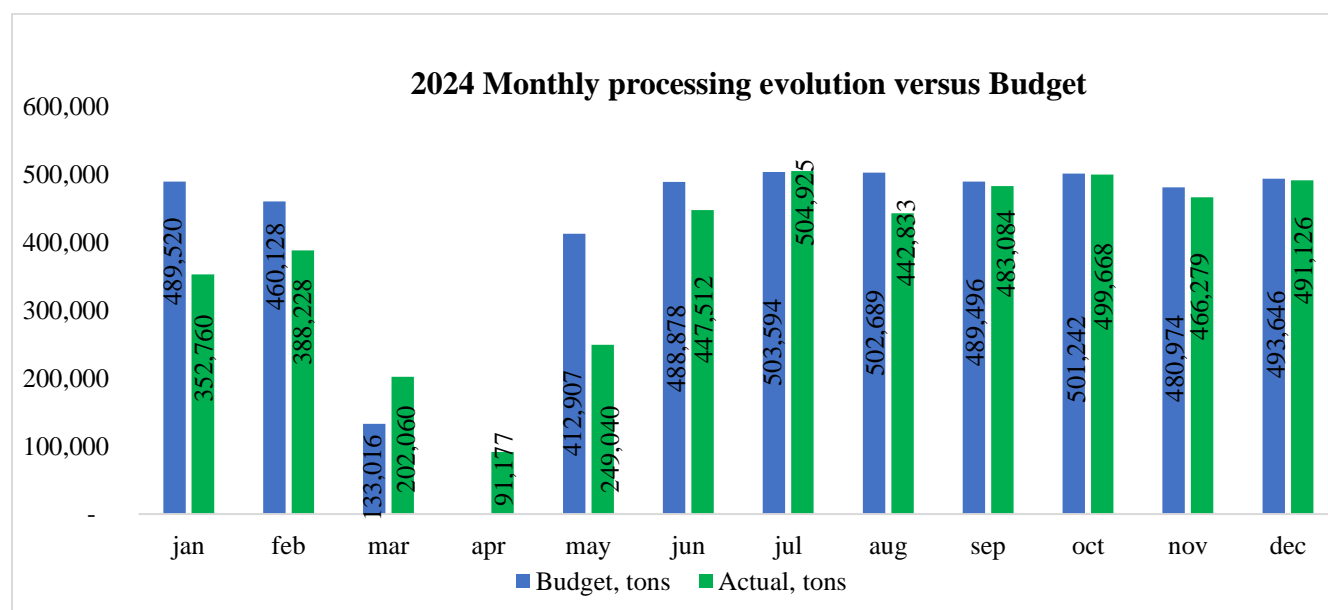


**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

After the intervention from 26th of November, these issues from the Vacuum Distillation Unit have been successfully solved, enabling us to:

- gradually increase the refinery runrate close to the design capacity;
- optimized yield performance by processing the high stock of vacuum residue through the Delayed Coker.

In December 2024, Petromidia refinery achieved a record winter daily crude unit runrate, averaging 15 ktons per day (crude oil only).



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

The structure of the physical production as compared to the Budget, in 2024, is as follows:

| 2024 Year                 | Budget           |              | Actual           |              |
|---------------------------|------------------|--------------|------------------|--------------|
|                           | tone             | %            | Tone             | %            |
| <b>Finished Products:</b> | <b>4,832,523</b> | 97.51        | <b>4,521,422</b> | 97.89        |
| Gasoline                  | 1,338,282        | 27.00        | 1,266,053        | 27.41        |
| Diesel auto               | 2,183,668        | 44.06        | 2,044,297        | 44.26        |
| Jet                       | 312,000          | 6.30         | 400,043          | 8.66         |
| Fuel Oil                  | 151,186          | 3.05         | 111,758          | 2.42         |
| Propylene                 | 121,032          | 2.44         | 82,740           | 1.79         |
| LPG                       | 226,464          | 4.57         | 180,550          | 3.91         |
| Coke                      | 203,911          | 4.11         | 200,238          | 4.34         |
| Sulfur                    | 52,404           | 1.06         | 43,404           | 0.94         |
| Other products            | 243,576          | 4.91         | 192,338          | 4.16         |
| <b>Total Loss :</b>       | <b>123,569</b>   | <b>2.49</b>  | <b>110,405</b>   | <b>2.39</b>  |
| <b>White products</b>     |                  | <b>85.85</b> |                  | <b>86.88</b> |

**Gasoline Yield:** Leveraging lighter crude oils, the flexibility of the Petromidia refinery and market conditions, we achieved an annual gasoline yield of 27% in 2024, reflecting our adaptability to market dynamics.

**Jet Fuel & Diesel Exports:** Starting July, we consistently exported Jet fuel instead of Diesel, aligning with market demands and economics. From October 2024, small batches of Diesel were also exported to sustain high refinery throughput, given limited domestic Diesel sales to DWS;

**Record Jet Yield** The annual yield of jet fuel in 2024 reached a record level of 8.7% of the total processed, significantly exceeding the previous record from 2019. With a record production of 11.4% in August 2024 and the highest yield of Jet produced during the winter, the value of 400,000 tons of Jet produced throughout the year was reached despite lower total feedstock processed;

**Optimized Products Structure:** We adapted refinery operations to prioritize valuable products, reducing Propane-Propylene mixture production, also utilized the Propane-Propylene mixture as an LPG component, demonstrating refinery and petrochemical area capability to respond to market dynamics.

**White products yield** for 2024 was 86.9%wt, above Approved Plan by 1.6%wt considering:  
- the consumption stock of unfinished products from the beginning of the year;

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

- import of diesel fuel component during the general overhaul period, necessary to ensure automotive fuel for the domestic market.
- optimal recipe for crude oil processed.

**Technological loss** good level for 2024 of 0.77 % wt, below Budget by 0.03 % wt mainly from:

- lower Hydrogen Plant technological loss as consequence of not having MHC in operation in first two month from 2024;
- better control of losses of petroleum products by gradually shutting down the units, the first plant being stopped on March 5 and the last on March 10, which led to the lowest historical value of technological consumption during the period of a General Turnaround.

**Energy Intensity Index** achieved in 2024 was 97.5 lower than previous year by 3.2 points considering good refining operation in second Half of the year (EII achieved 92.4 - record value) and energy efficiency measures implemented during 2024.

Actual 2024 **energy consumption** in PEM refinery by 2.99 GJ/t of throughput, lower than previous year (3.06 GJ/t of throughput) by 2.5% considering energy efficiency measures taken during the year, mainly in steam consumption and also energy efficiency projects implemented during turnaround.

In 2024, **utilities cost** was 16.9 \$/mt, lower by 20% than 2023 (21.13 \$/mt) mainly from lower utilities prices and also lower consumptions considering energy efficiency measures taken during the year, mainly in steam consumption and also energy efficiency projects implemented during turnaround.

In 2024 **mechanical availability** was 89.75% being influenced by Turnaround Activity and lower throughput in January and February.

The operation of the refinery facilities is carried out in accordance with the highest performance standards ensuring at the same time the fulfilment of the commitments assumed relating to the environmental protection.

### ***Rompetrol Rafinare –Vega Refinery work point***

The production schedule of ROMPETROL RAFINARE S.A. work point Vega Refinery for the year 2024 has been designed with a total processing capacity of 413,137 tons, raw materials from the Group.

This schedule has been the basis for the preparation of the income and expenditure budget for the year 2024.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

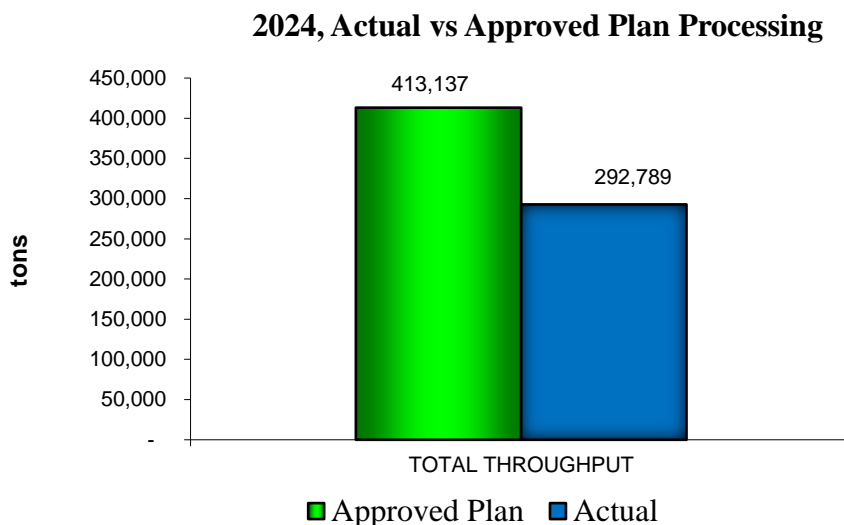


**rompetrol**

KazMunayGas  
International  
Group Member

The processing carried out in 2024 is of 292,789 tons.

This processing represents 70.87 % of the program set up for the 2024 Approved Plan, in accordance with the raw materials available in



The situation of the processing, on quarters, is mentioned in the table below:

| Throughput         | Quart I | Quart II | Quart III | Quart IV | All     |
|--------------------|---------|----------|-----------|----------|---------|
| Achieved,tonnes    | 61,112  | 56,322   | 85,139    | 90,216   | 292,789 |
| Budget,tonnes      | 75,547  | 93,383   | 124,040   | 120,167  | 413,137 |
| Achived/Budget (%) | 80.9%   | 60.3%    | 68.6%     | 75.1%    | 70.9%   |

In 2024, the processed quantity was approximately 29.1% lower than the planned amount, the monthly average being 24,399 tons as compared to 34,5428 tons provided under the approved plan.



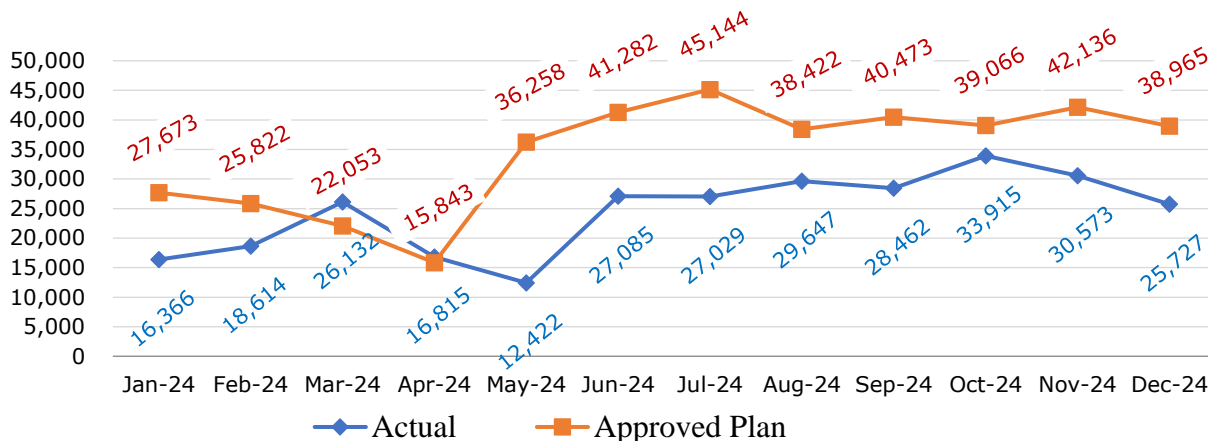
**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

**Monthly evolution compared to approved plan (tons)**



The structure of the physical production as compared to the budget, in 2024, is as follow:

| YEAR 2024                | Budget<br>[tonnes] | Actual<br>[tonnes] |
|--------------------------|--------------------|--------------------|
| <b>FINITE PRODUCTS</b>   | <b>410,679</b>     | <b>287,805</b>     |
| Gasoline & Solvents      | 174,738            | 115,187            |
| n-Hexan                  | 90,104             | 65,128             |
| White spirit & Petroleum | 4,915              | 4,625              |
| Calor Extra I            | 6,185              | 4,196              |
| Light liquid fuel        | 9,825              | 11,027             |
| Fuel oil                 | 19,366             | 12,608             |
| Bitumen                  | 105,546            | 75,034             |

| White products obtained, %    | BUDGET | ACTUAL |
|-------------------------------|--------|--------|
| Related to total throughput   | 65.3   | 66.0   |
| Related to comercial products | 65.7   | 60.4   |

From the comparison approved plan – carried out, the concern is noted regarding the obtaining of products in accordance with the market requirements.

In 2024, the ratio of energy consumption to the tonne increased by approximately 15.2% as compared to 2023, due to the lower throughput and higher specific consumptions.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

***Rompetrol Rafinare –Năvodari work point (the Petrochemicals area)***

The production plan for Petrochemicals area in 2024 was prepared for the operation of the Polymers plants: Polypropylene plant (PP) and Low Density Polyethylene plant (LDPE), with a production of 146,130 tons polymers as follows: PP – 79,690 tons and LDPE – 66,440 tons.

This schedule formed the basis for the preparation of the 2024 income and expenses budget.

The polymer production achieved in 2024 was 60,456 tones, out of which PP – 60,456 tons and LDPE – 0 tons.

**The structure of the physical production as compared to the 2024 Budget** is as follows:

| <b>YEAR 2024</b>                   | <b>Budget<br/>[tons]</b> | <b>Achieved<br/>[tons]</b> |
|------------------------------------|--------------------------|----------------------------|
| <b>Finished products</b>           | <b>160,879</b>           | <b>62,162</b>              |
| Polymers production                | 146,130                  | 60,456                     |
| PP                                 | 79,690                   | 60,456                     |
| LDPE                               | 66,440                   | 0                          |
| Polymerizable propylene production | 14,749                   | 1,706                      |

In 2024, achieved PP production was 75.9% compared to the budget and LDPE production was 0 considering managerial decision to maintain stopped LDPE unit, production it was 0.

**The situation of polymer production, as per quarters** is presented in the table below:

|      |                     | <b>Q I</b> | <b>Q II</b> | <b>Q III</b> | <b>Q IV</b> | <b>2024</b> |
|------|---------------------|------------|-------------|--------------|-------------|-------------|
| PP   | Budget (tons)       | 17,680     | 14,950      | 23,530       | 23,530      | 79,690      |
|      | Achieved (tons)     | 16,016     | 8,367       | 18,416       | 17,657      | 60,456      |
|      | Achieved/Budget (%) | 91%        | 56%         | 78%          | 75%         | 76%         |
| LDPE | Budget (tons)       | 14,740     | 12,540      | 19,580       | 19,580      | 66,440      |
|      | Achieved (tons)     | 0          | 0           | 0            | 0           | 0           |
|      | Achieved/Budget (%) | 0%         | 0%          | 0%           | 0%          | 0%          |

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

The main deviations at the level of quarters are:

**In Quarter 1-** the actual PP production obtained was below budget by 1,664 tons coming from discontinuous operation due to shutdowns for mechanical works, ~ 5.5 days vs 1 day planned until general turnaround at Z501 extruder, Z502 mixer and S400 section interventions and technological shutdowns and slowdowns for intervention on transfer line between D201 and D202 reactors.

- No production for LDPE based on economics.

**In Quarter 2** - lower production by 6,583 tons for PP Plant, due to lack of feedstock from Refinery and from shutdowns and slowdowns based on cooling capacity constraints, 306 electrical station problems and technological intervention on transfer line between D201 and D202 reactors.

Petromidia Refinery was restarted on 12th of May due to extended period for the General Turnaround activities.

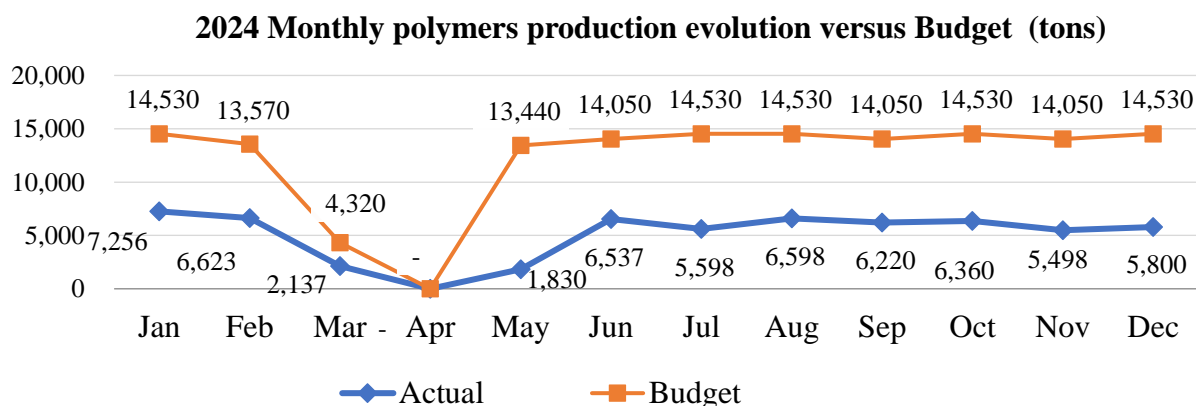
- No production for LDPE based on economics.

**In Quarter 3** - lower production by 5,114 tons for PP Plant, due to shutdowns and slowdowns for mechanical interventions at Z501 extruder, Z502 mixer and C-401 blower equipments and technological intervention to unplug the transfer line between D201 and D202 reactors.

- No production for LDPE based on economics.

**In Quarter 4** - lower production by 5,873 tons for PP Plant mainly due to slowdown based on managerial decision to lower the run rate of the PP unit at ~ 8 to/h beginning with 13th of November, but also for mechanical interventions at Z502 mixer and technological intervention to unplug the transfer line between D201 and D202 reactors and clean the 400 section.

- No production for LDPE based on economics.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

The structure of processed raw materials as compared to the 2024 Budget is as follows:

| YEAR 2024                 | Budget  | Achieved |
|---------------------------|---------|----------|
|                           | tons    | tons     |
| <b>Raw materials</b>      | 189,000 | 82,606   |
| Propane propylene mixture | 121,032 | 82,606   |
| Ethylene                  | 67,968  | 0        |

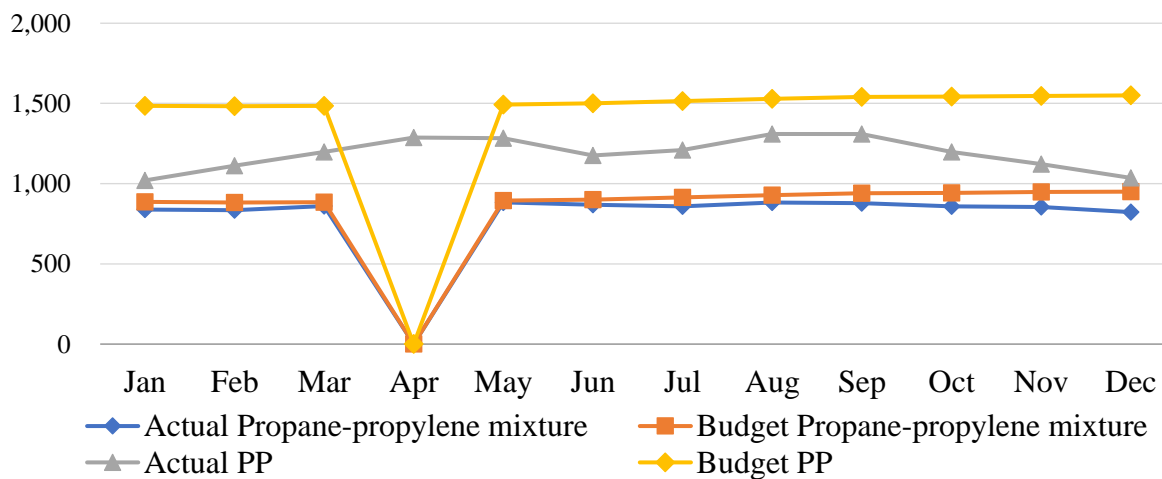
The average value of the cost for processed raw materials, in 2024, was for:

- Propane-propylene mixture – budgeted at 918 USD/tonne and 855 USD/tonne was achieved
- Ethylene - budgeted at 982 USD/tonne and no ethylene acquisition on actual.

The average sale price for finished products, in 2024, was for:

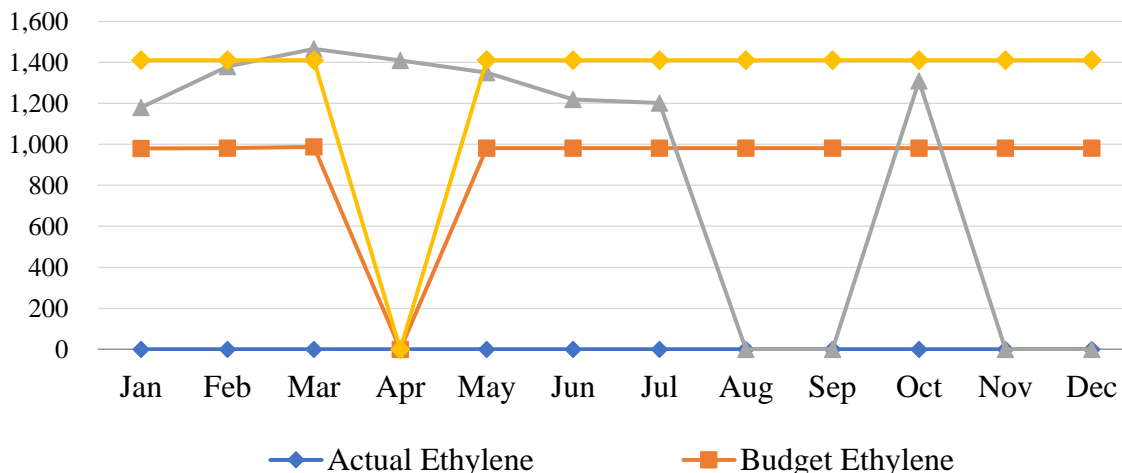
- PP - budgeted at 1,518 USD/tonne and 1,154 USD/tonne was achieved
- LDPE - budgeted at 1,411 USD/tonne and 1,315 USD/tonne was achieved

**Propane-propylene cost/ PP selling price, 2024 monthly evolution  
(USD/tonne)**





**Ethylene cost/LDPE selling price, 2024 monthly evolution (USD/tonne)**



### ***The main products produced by Rompetrol Rafinare S.A. in 2024***

The Production Nomenclature of *Rompetrol Rafinare S.A.* includes a wide range of finished products.

The products marketed in 2024 by Rompetrol Rafinare – Petromidia Refinery work point, are grouped in the following categories:

#### **1. Liquid fuels**

##### **a) Gasoline**

- Gasoline Euro Super 98
- EFIX Gasoline 95
- Natural Gasoline RON 92
- Gasoline RON 98
- Gasoline Efix S RON 98
- EuroPlus Gasoline with Bioethanol
- EuroPlus Unleaded Gasoline Euro 5
- Raffinate



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

**b) Diesel fuels**

- Diesel Euro 5
- 51 EFIX Diesel
- Super Diesel Euro 5
- Super Diesel Euro 5 marked
- 55 Diesel
- 55 Efix S Diesel
- Slurry
- SRGO

**c) Jet**

- Aviation Turbine Fuel Jet A1

**d) Fuel Oil**

- Fuel Oil type 1
- Fuel Oil type 1 marked
- Fuel Oil
- FCC Residues

**2. Gaseous fuels****a) Liquefied Petroleum Gas**

- LPG
- Automotive LPG
- Propane fuel
- Commercial Propane-Butane

**b) Chemical grade gas**

- C5-C6 cut
- Fuel gas
- Propylene/Propane-Propylene mix

**3. Solid products**

- Petroleum Coke
  - Petroleum Coke
  - Sorted Petroleum Coke for domestic use
- Petroleum Sulphur



The products marketed in 2024 by Rompetrol Rafinare – Vega Refinery work point, are grouped in the following categories:

**1. Liquid fuels**

**a) Solvents**

- Ecological solvents
- N-Hexane
- Naphtha gasoline
- Light naphtha type II
- Aromatic extract

**b) White spirit and petrol**

- White spirit

**c) Diesel**

- Calor Extra I
- Diesel -15

**d) Fuels**

- Light liquid fuel type III
- Calor Economic 3

**e) Fuel oil**

**f) Bitumen**

- Road bitumen
- Special bitumen
- Polymer modified bitumen

The production classification of *Rompetrol Rafinare S.A. - Navodari work point – Petrochemical complex*, contains a large array of petrochemical finished products, grouped into the following categories:

**1. Polypropylene (PP)**

- a) Injection grades - J500, J600, J700, J800, J900, J1000, J1100, J1200, J1300, J1400, J1450, RHC40, J1500, J1550, J1600, J1600 RH
- b) Raffia grades - F301, F401, F501
- c) Thermoforming grades - RTF-3

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

- d) Film grades - F500, F600, RCF9, F400BO
- e) Fiber grades - S711, S1001
- f) Nonwoven fiber grades - RSB25, RSB35H, RSB40H, RSB45H, RMB30H

**2. Low density polyethylene (LDPE)**

- a) Thin film grades - B20/2, B21/2, B20/3, B21/3
- b) Thick bags film grades - B20/03
- c) Liquid packaging film grades - B21/05
- d) Heat-shrinkable film grades - B22/025, B22/07
- e) Greenhouse film grades - RGH-035 UV

***Main services rendered by Rompetrol Rafinare in 2024***

During 2024, the company provided the following services within the Utilities Unit, for the companies located on the Petromidia platform as well as for other companies outside the platform:

- electricity distribution, service provided by the Electric Department.
- utility distribution, service provided by the Thermo-Hydro Section consisting in the distribution of: instrumental air, technical air, fire water, potable water, hot water, returned condensate, raw water, filtered water, fuel refinery gases, thermal energy;
- wastewater treatment in the wastewater treatment plant of the Thermo-Hydro Section.

All these utilities are transported and distributed through the own pipeline network operated by the Utilities Plant. Tariffs for the distribution of electricity, drinking water and wastewater treatment are regulated by the competent authorities:

- electricity - electricity distribution tariffs on the two voltage levels, respectively low and medium voltage, regulated by the National Energy Regulatory Agency;
- drinking water - distribution tariffs regulated by the National Regulatory Agency for Public Utilities Community Services;
- wastewater treatment service - tariffs regulated by ANRSC (National Regulatory Agency for Public Utilities Community Services).

The sales prices for the rest of the utilities are established taking into account the production cost of the respective utilities as well as the distribution expenses.



**1.1.2.1.      *The main distribution markets for each product and methods of distribution***

In the year 2024, sales on domestic market accounted 65% of total sales, the share being slightly lower than that of the year 2023. Share of motor fuels (gasoline and diesel) reached 77% of total finished products sales. Domestic market absorbed about 73% of total motor fuels sold in 2024. Sales of gasoline and diesel for domestic market intended for national consumption through the gas stations network covered all Romanian areas. The highest share (abt 80%) of total motor fuels sold nationwide was represented by diesel sales.

The external sales had as final destination both European Community area and Non European Community areas. Intra-Community deliveries accounted for about 22% of the total finished products sold on the external market, higher than in 2023 (9%).

Sales had the following main country destinations:

|                        |  |
|------------------------|--|
| Gasolines              | - Gibraltar, Georgia, Moldova, Italy, Malta, Egypt, Morroco, Albania, Turkey |
| Diesel                 | - Moldova, Bulgaria, Georgia, Greece, Turkey                                 |
| Jet fuel               | - Georgia, Moldova, Turkey, Bulgaria, Albania                                |
| Petcoke                | - Moldova  |
| Sulphur                | - Morroco, Egypt, Lebanon, Turkey  |
| Carbon black feedstock | - Hungary, Italy   |

**The distribution** of products on domestic market was mostly made by tanktrucks and railcars, and by barges. On external market, most part of distribution was made by sea (Midia and Constanta ports) and by tanktrucks and railway.

Sales of polymers on the external market were destined for both the EU and non-EU markets. Intra-EU deliveries accounted for approximately 82% of the total finished products sold on the external market, the difference being export sales on non-EU markets.

The most important markets for polymers (PP, PE) are: Romania (53%), Bulgaria (12%), Turkey (10%) and Italy (5%).

**The distribution of petrochemical** products sold by Rompetrol Rafinare was made by road and rail in the case of sales on the internal market, and in the case of sales on the external market, the distribution of these products was carried out both by road and by sea through the ports of Agigea and Constanța.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

**1.1.2.2. The share of each category of products or services in the revenue and in the total turnover of the company, for the last 3 years**

| Indicators                     | Value-million RON |               |               | % in turnover |               |               |
|--------------------------------|-------------------|---------------|---------------|---------------|---------------|---------------|
|                                | 2022              | 2023          | 2024          | 2022          | 2023          | 2024          |
| <b>Net turnover, of which:</b> | <b>23,027</b>     | <b>17,121</b> | <b>15,014</b> | <b>100.0%</b> | <b>100.0%</b> | <b>100.0%</b> |
| Gasoline and diesel fuels      | 18,017            | 13,574        | 11,706        | 78.2%         | 79.3%         | 78.0%         |
| Other petroleum products       | 3,993             | 2,931         | 2,857         | 17.3%         | 17.1%         | 19.0%         |
| Petrochemical products         | 939               | 569           | 331           | 4.1%          | 3.3%          | 2.2%          |
| Goods                          | 44                | 2             | 81            | 0.2%          | 0.0%          | 0.5%          |
| Utilities                      | 17                | 27            | 31            | 0.1%          | 0.2%          | 0.2%          |
| Services                       | 17                | 17            | 8             | 0.1%          | 0.1%          | 0.1%          |

The most part of the Rompetrol Rafinare S.A. income is represented by the sale of petroleum products, mainly automotive fuel.

**1.1.2.3. The new products considered in the future financial year as well as the development stage of these products**

In the year 2024, **Rompetrol Rafinare** continued the delivery on the domestic market of Euro 5 fuels (sulphur content max. 10 mg/kg) and with a biofuel content of at least 8% by volume for gasoline and at least 6.5% by volume for diesel (according to GEO 33/2023).

In 2025, **Rompetrol Rafinare** will continue to deliver to the domestic market only Euro 5 fuels (sulphur content max. 10 mg/kg) and does not consider increasing the automotive fuel portfolio.

In 2024, the new grades produced by the **Petrochemical Division** within Rompetrol Rafinare represented 16,5 % of the total polymer production, decreasing by 4,7 % compared to previous year. New grades developed for special applications, representing a total of 8 grades from the extended range of Polypropylene plant portfolio, brought an additional benefit of around 364,000 USD (calculated as the difference between the sale price of special grades and the price of general-purpose grades).

To find an alternative to the current catalyst used in the Polypropylene production plant, starting with 2023 a study for the possibility of using a new catalytic complex was started. The benefits of the



initiative consist in obtaining finished products with improved characteristics and increasing the operational availability of the plant. In 2023, a first industrial trial with positive results was carried out. In 2024, the second test was carried out in the Polypropylene plant, which covered all PP grades (without grades produced with NWMD catalyst) from portfolio with good results. In 2025, the new catalyst will be implemented in the Polypropylene plant.

In 2024, **Vega Refinery** continued to be focused on the production of solvents (SE 30/60, n-Hexane, White spirit), naphtha, light and heavy liquid fuels for heating, normal road bitumen and polymer modified bitumen.

For the year 2025 was not foreseen the introduction of new products in the manufacture program of **Vega Refinery**.

### ***1.1.3. THE TECHNICAL AND MATERIAL SUPPLY ACTIVITY***

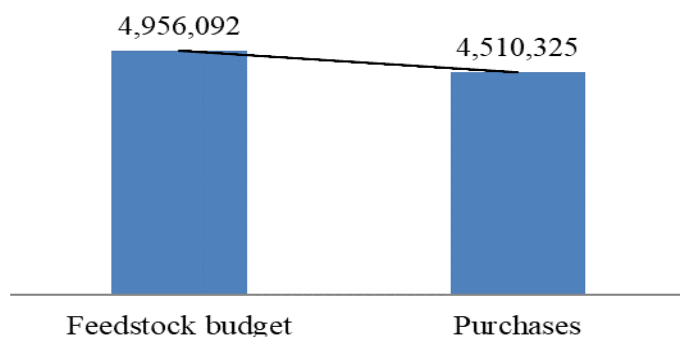
The technical-material supply regarding materials and products necessary to develop the activities is achieved by both internal and import sources.

RRC has the supply sources for the development under good conditions of its activity, and the inventories of raw material and materials are accordingly dimensioned to ensure the continuation of operation of the two Refineries in Navodari and Ploiesti, respectively as well as the Petrochemicals Plant activity.



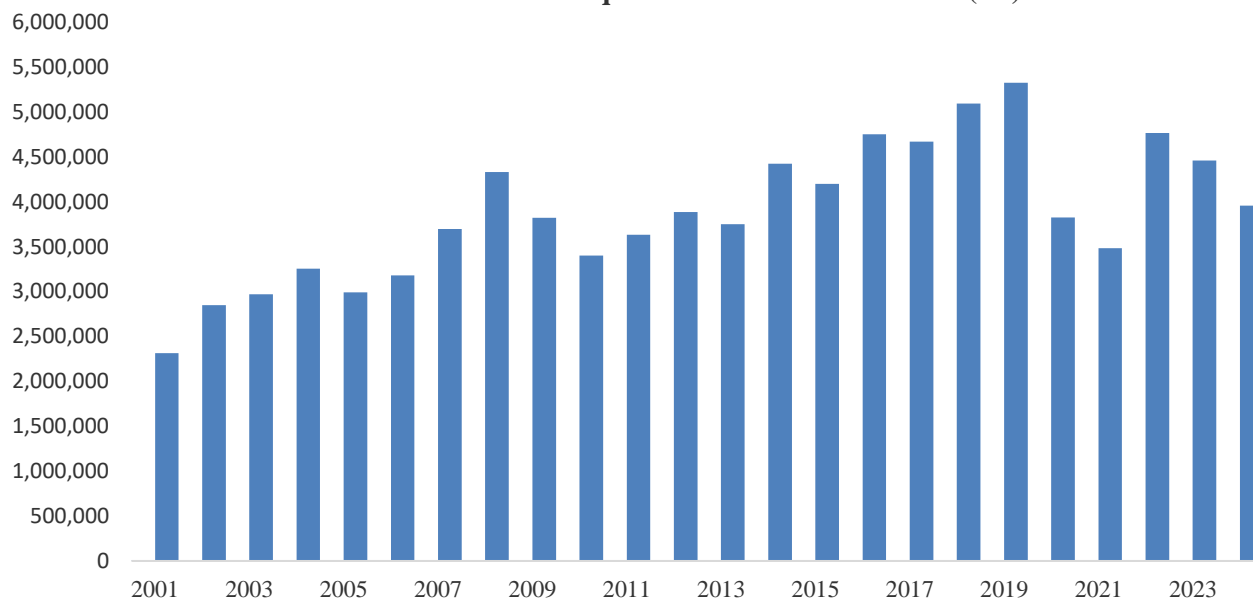
***Raw material supply activity for Rompetrol Refining – Năvodari work point  
 (Petromidia Refinery)***

Feedstock acquisitions vs budget (tons)



The quantity of feedstock purchased in 2024 was lower than budget throughput level (which includes also other feedstock than those purchased), due to the technical revision carried out in the months of march-may 2024.

**Evolution of crude oil acquisitions from 2001 forward (mt)**



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



In the year 2024, crude oil acquisitions were lower (3,956,887 tons) than in the last year (4,459,830 tons). Crude acquisitions have been exclusively carried out by the trading company of the Rompetrol Group - Kazmunaygas Trading AG.

All feedstock volumes purchased in 2024 from external sources (4,510,325 tons) were lower than in 2023 (5,056,728 tons).

Average price of acquisition for crude was in 2024 was lower (576 \$/ton) than in 2023 (592 \$/ton). In 2024, the average for Brent was 81 \$/bbl (611 \$/ton) compared to 83 \$/bbl (625 \$/ton) in 2023.

Domestic acquisitions in 2024 amounted to 114,272 mt, compared to 135,324 tons in the previous year. Added to these, there were also volumes transferred from Vega refinery in amount of 31,498 tons compared to 51,672 tons in 2023.

Domestic rawmaterials suppliers have been:

- |  |              |
|--|--------------|
| • Socar Petroleum S.A.                   | - methanol   |
| • Bunge Biocombustibil S.R.L.;Expur S.A. | - biodiesel  |
| • Clariant S.R.L.                        | - bioethanol |

***Information regarding the safety of sources of purchase, the prices of raw material and to the dimensions of raw material stocks and materials***

The acquisition of feedstock needed for refinery production process is based on firm contracts both from external and domestic markets. Crude oil – the main refinery raw material is purchased from import sources only, being secured by a firm contract that was concluded in 2021 for a period of 5 years, this ensuring the stability and safety of the refinery's operating process under optimal conditions. The main source for crude oil is Kazakhstan market, and when it's not sufficient for operating at high or maximum capacity, the complementary sources are those from the Black Sea area (with the exception of Russia), Azerbaidjan, the Mediterranean Sea, North and West Africa, as well as the Middle East area; these contracts are executed through KazMunayGas Trading AG based in Paradiso, Switzerland, following a market analysis process and auctions for spot and term contracts.

The volumes of crude oil purchased are received through the Midia Marine Terminal S.R.L., being discharged in the modern marine terminal owned by the KMG International Group and located in the immediate vicinity of the Petromidia Refinery. The other raw materials come from both external and internal sources

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

The acquisition prices for all raw materials are calculated based on international quotations considered as benchmarks on the oil market. The level of quotations on the international markets is induced by the fluctuation and the global situation influenced by economic and geopolitical factors and this fact is also reflected in the level of the purchase prices of raw materials. These prices are established by mutual agreement between the Supply Chain & Trading and Refinery and are based on technical and economic foundations.

For the loading and unloading of raw materials and oil products in Constanta and Midia ports, contracts are also concluded with service providers, such as Midia Marine Terminal S.R.L, Conpet S.A., Oil Terminal S.A. and, respectively Deciom S.A. (for solid products).

The other raw materials needed in the process of operating the refinery are purchased both from external sources and from the domestic market. And in their case, firm annual contracts are concluded in order to ensure the safety of the refinery's operating process. Among other raw materials, biocomponents (bioethanol and biodiesel) are purchased for the production of automotive fuels required for consumption on the domestic market, in line with the legal regulations that establish the obligation of suppliers to sell gasoline and diesel with a minimum content of biofuels to final consumers.

Ethylene is a raw material for polyethylene (LDPE, HDPE) and is purchased from the foreign market at prices that follow the trend of quotations.

The chemicals purchased by Rompetrol Rafinare S.A. (for the two refineries) during 2023 can be grouped into:

- catalysts
- additives
- chemical services for water treatment
- other chemicals (inhibitors, process chemicals, etc.)
- reagents
- oils



#### 1.1.4. SALES ACTIVITY

##### *Rompetrol Rafinare –Petromidia Refinery work point*

The quantitative structure of the deliveries in 2024 is summarized in the following table:

| OIL PRODUCTS              | TOTAL<br>DELIVERIES | DELIVERIES       |              |                  |              |                |             |
|---------------------------|---------------------|------------------|--------------|------------------|--------------|----------------|-------------|
|                           |                     | DOMESTIC *       |              | EXPORT           |              | TRANSFER**     |             |
|                           |                     | [tons]           | [%]          | [tons]           | [%]          | [tons]         | [%]         |
| Gasoline                  | 1,057,558           | 311,434          | 29.45        | 746,124          | 70.55        | -              | 0           |
| Gasoline for chemical use | 182,365             | -                | 0            | 30,656           | 16.8         | 151,709        | 83.2        |
| Petroleum                 | 391,570             | 302,006          | 77.13        | 80,324           | 20.51        | 9,240          | 2.36        |
| Auto diesel fuel          | 2,036,346           | 1,583,855        | 77.78        | 452,491          | 22.22        | -              | 0           |
| Fuel oil                  | 101,203             | 12,222           | 12.08        | -                | 0            | 88,981         | 87.92       |
| Propane Propylene         | 82,740              | -                | 0            | -                | 0            | 82,740         | 100         |
| Liquefied Petroleum Gas   | 181,352             | 181,352          | 100          | -                | 0            | -              | 0           |
| Petroleum Coke            | 194,082             | 165,666          | 85.36        | 28,416           | 14.64        | -              | 0           |
| Petroleum Sulphur         | 45,290              | 58               | 0.13         | 45,232           | 99.87        | -              | 0           |
| Other Products            | 98,134              | 48,016           | 48.93        | 11,491           | 11.71        | 38,627         | 39.36       |
| <b>TOTAL</b>              | <b>4,370,641</b>    | <b>2,604,610</b> | <b>59.59</b> | <b>1,394,734</b> | <b>31.91</b> | <b>371,297</b> | <b>8.50</b> |

\* domestic deliveries include oil products sold on the domestic market,

\*\* deliveries to Vega and Petrochemicals, being entered under the heading "transfer"

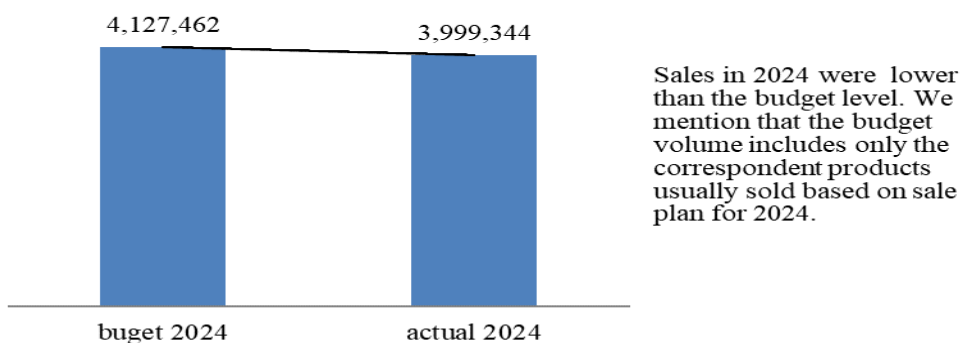
In 2024 the sales were lower than budgetted.



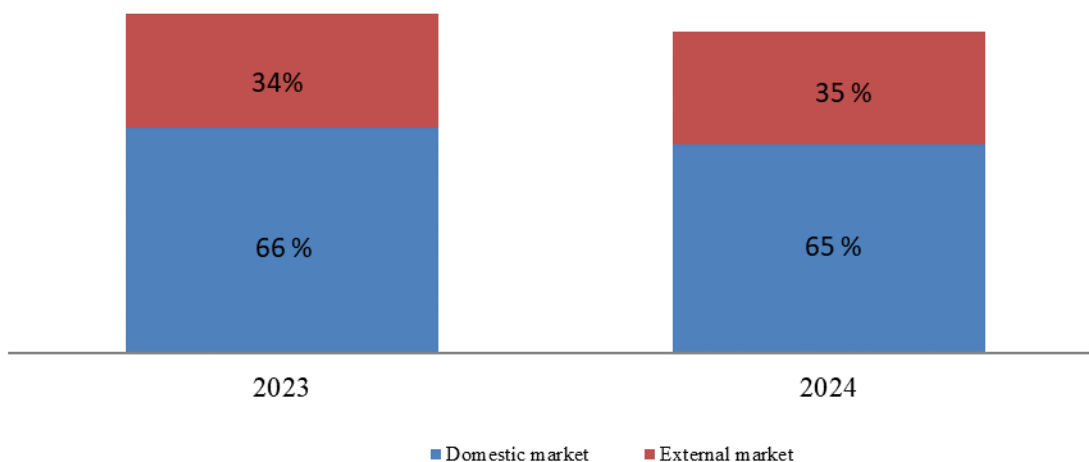


**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

Sales of finished products vs budget (tons)



Structure of total sales



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



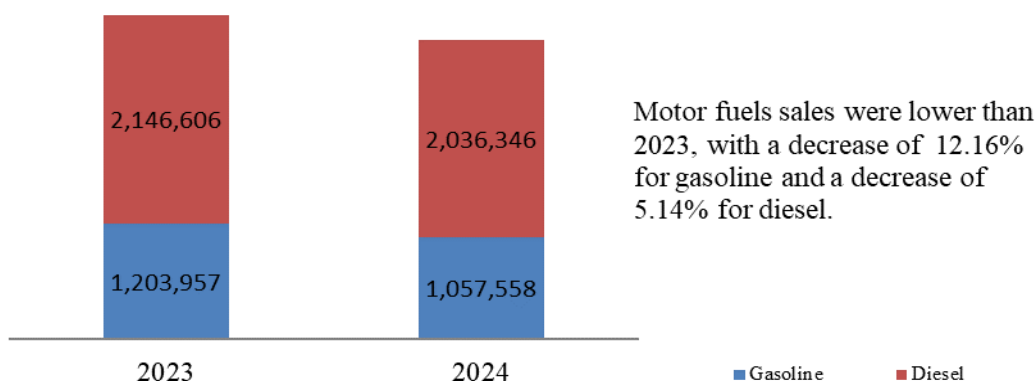
**rompetrol**

KazMunayGas  
International  
Group Member

Gasoline + Diesel sales (tons)

Total 3,350,563 tons

Total 3,093,904 tons



***Rompetrol Rafinare –Vega Refinery work point***

The quantitative structure of the deliveries of oil products in 2024 is summarized in the following table:

| Products group      | Total deliveries 2024 |                      | INTERNAL       |              | EXTERNAL       |              |
|---------------------|-----------------------|----------------------|----------------|--------------|----------------|--------------|
|                     | Tonnes                | % of the total sales | tonnes         | %            | Tonnes         | %            |
| Naphtha gasoline    | 80,099                | 27.98                | 27,736         | 34.63        | 52,363         | 65.37        |
| Bitumen             | 74,916                | 26.17                | 74,916         | 100.00       | -              | -            |
| Heating oil         | 15,661                | 5.47                 | 15,661         | 100.00       | -              | -            |
| n-Hexane            | 67,648                | 23.63                | 4,311          | 6.37         | 63,337         | 93.63        |
| Fuel oil            | 12,532                | 4.38                 | 12,532         | 100.00       | -              | -            |
| White spirit        | 4,663                 | 1.63                 | 1,897          | 40.68        | 2,766          | 59.32        |
| Ecological Solvents | 30,760                | 10.74                | 713            | 2.32         | 30,047         | 97.68        |
| <b>Total</b>        | <b>286,279</b>        | <b>100.00</b>        | <b>137,766</b> | <b>48.12</b> | <b>148,513</b> | <b>51.88</b> |

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

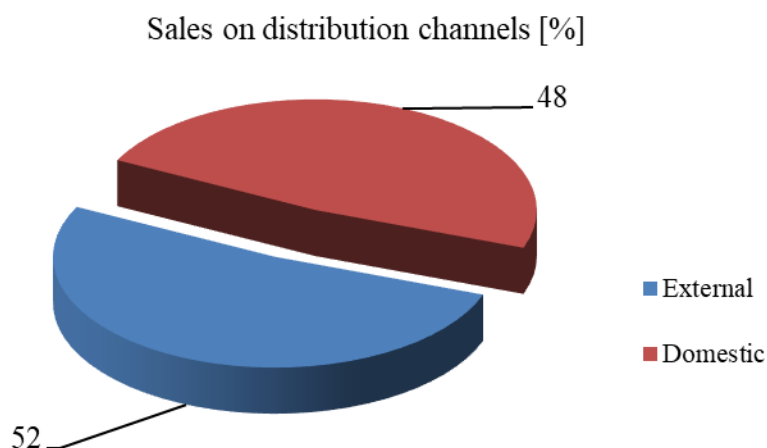
KazMunayGas  
International  
Group Member

## Sales market

The main markets for external channel were:

- Olanda, Hungary, Germany, Austria, France, Poland, Moldavia - for naphtha;
- Turkey, India, Ukraine, Bulgaria, Poland - for hexane;
- Germany, Hungary, Ukraine, Poland, Moldavia - for ecological solvents;
- Bulgaria, Moldavia, Ukraine - for white spirit;

In 2024 sales amounted to 286,279 tons, on domestic market 137,766 tons and on external markets 148,513 tons . Share on domestic market was lower than external market.



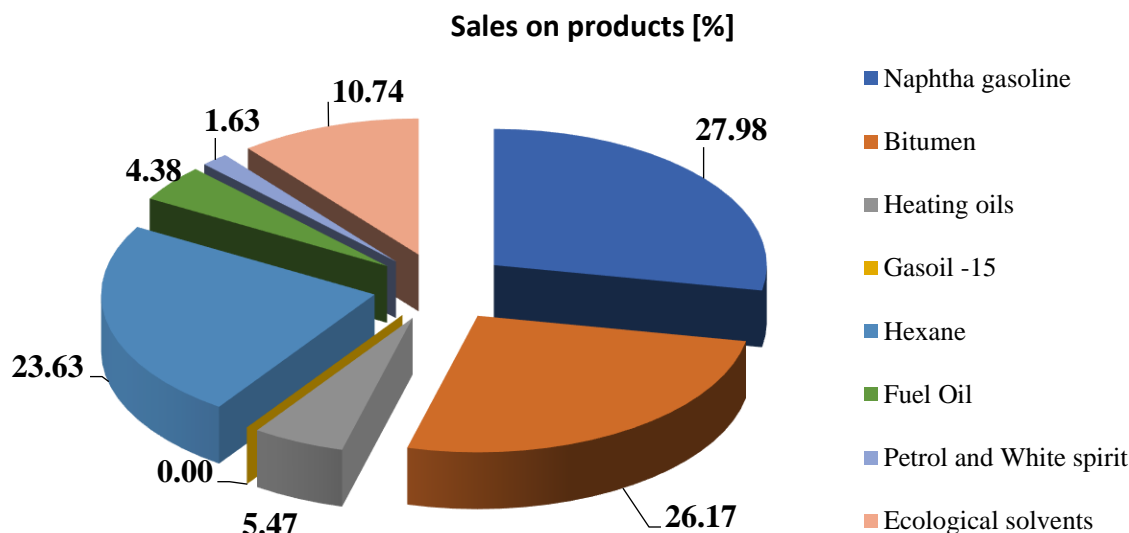
**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

White products sales (naphtha, ecological solvents, n-hexane and white spirit) represented about 64 % of total sales in 2024.



***Rompetrol Rafinare –Năvodari Work point, Petrochemical complex***

The quantitative structure of the deliveries of polymers in 2024 is summarized in the following table:

| Products | Deliveries       |          |      |          |     |
|----------|------------------|----------|------|----------|-----|
|          | Total deliveries | Domestic |      | Products |     |
|          | tons             | tons     | %    | tons     | %   |
| PP       | 57,936           | 29,109   | 50%  | 28,827   | 50% |
| LDPE     | 2,862            | 2,862    | 100% | 0        | 0%  |

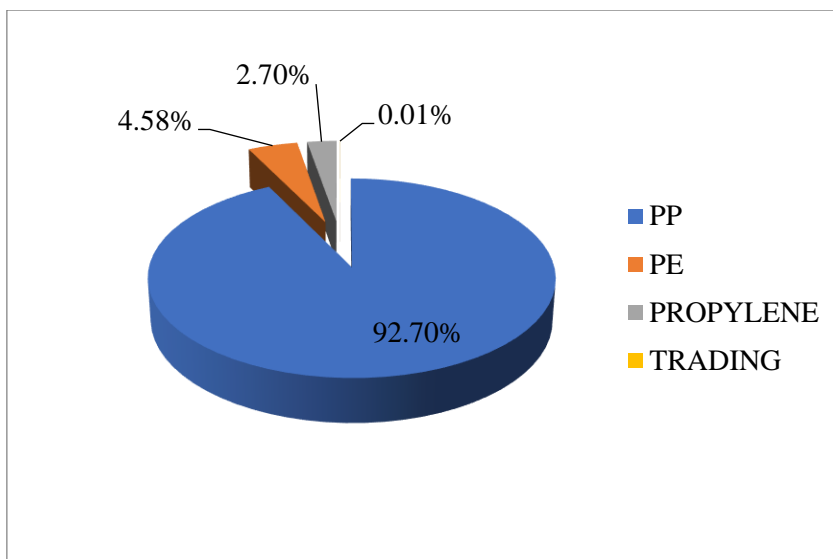
Rompetrol Rafinare – Petrochemicals Area is the single producer of polypropylene (PP) and polyethylene (PE: LDPE and HDPE) in Romania.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

Besides its own products, the Company is now actively selling a wide range of petrochemical products which are not currently produced by the Rompetrol Rafinare – the Petrochemical Plant, but which are in demand on the Romanian market, namely: High density polyethylene variants (HDPE pipe variants), linear low density polyethylene (LLDPE), PVC, PET and PP.

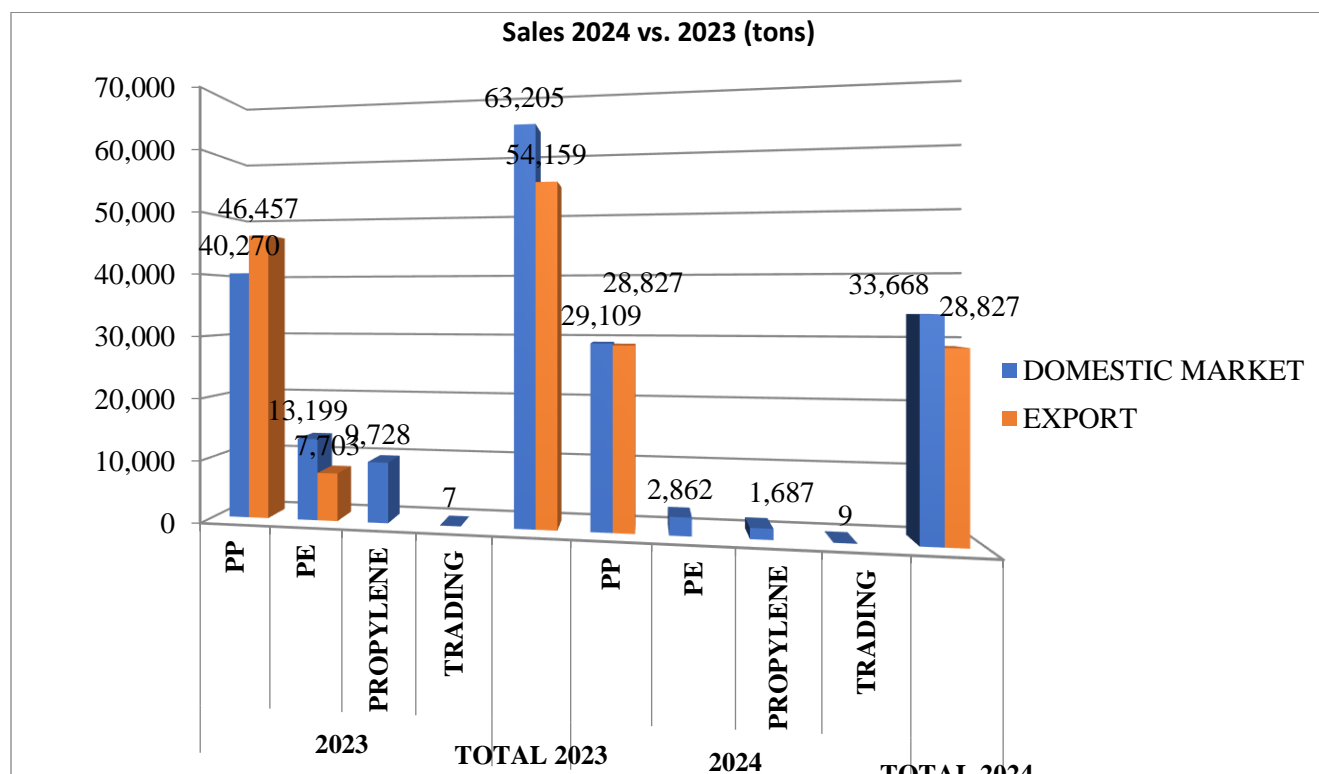
The sales of the Petrochemicals Area in 2024 amounted to a total quantity of 62,495 tons, down by 47% compared to last year, the availability of materials being impacted by the non-operation of the facilities during the general overhaul and non-operation of LDPE plant.

In 2024, 92.7% of the total sales were represented by polypropylene (PP), 4.58% by polyethylene (PE) and the remaining 2.71% represents the sales of propylene and trading activity.

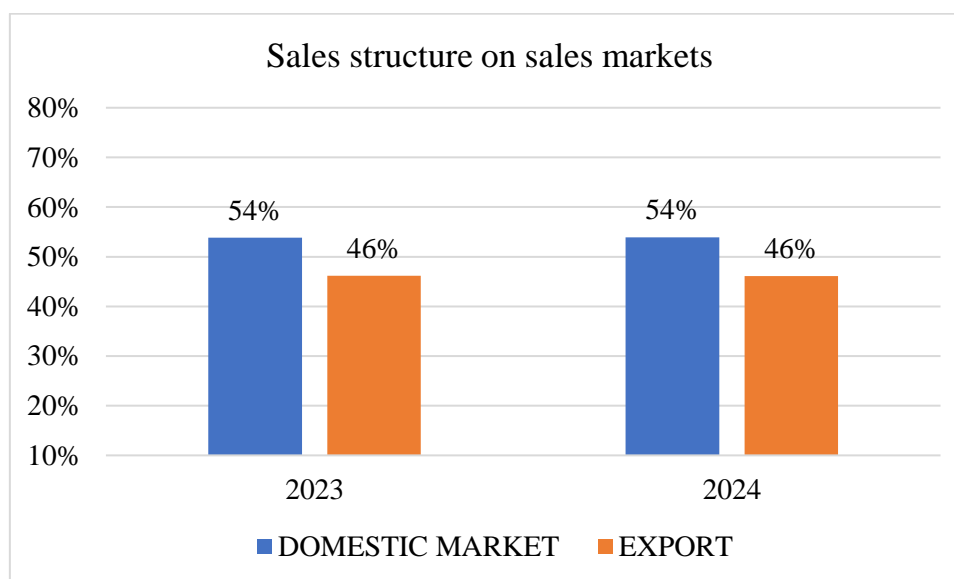




**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



Of total sales, 54% represent sales on the domestic market and the remaining 46% represent export sales.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



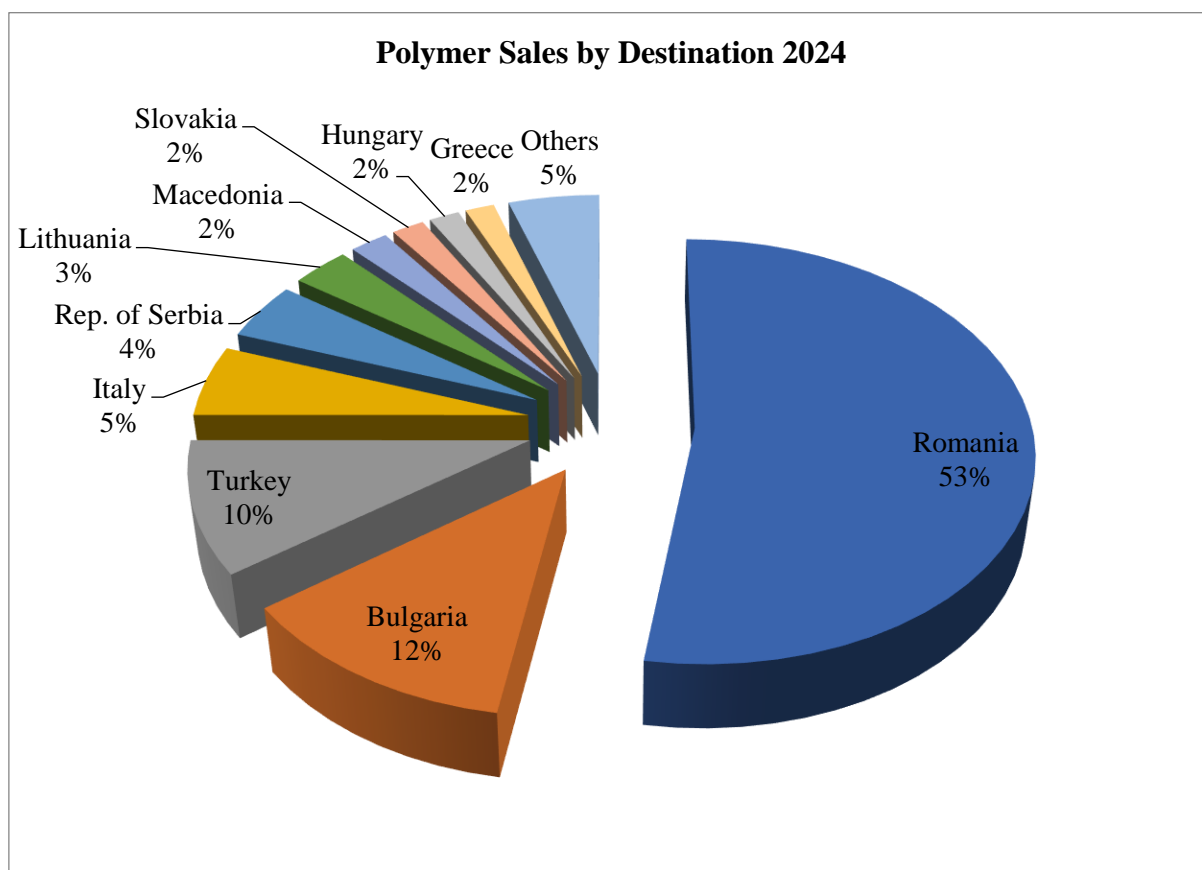
**rompetrol**

KazMunayGas  
International  
Group Member

The most important distribution channels for polymers (PP, PE) are: Romania-53%, Bulgaria-12%, Turkey-10% and Italy-5%.

The external sales of polymers were targeted to both the European Union and third countries. The intra-communitarian deliveries represented approx. 82% of the total export sales of finished goods, the difference representing the export sales on the non EU markets.

The distribution of petrochemical products sold by Rompetrol Rafinare SA was done by means of auto and railway in the case of sales on the domestic market and, in the case of sales on the foreign market, the distribution of these products was made both by means of automotive and maritime transport through the ports of Agigea and Constanta.







***a) Competition situation, market share of the company products and the main competitors***

The main competitors on the domestic market are the other two main producers: OMV Petrom and Petrotel Lukoil but also the other international companies with subsidiaries in Romania: MOL and SOCAR, but also other car fuel importers in Constanta Port (Oscar Downstream, Vitol, Euronova, etc.)

The main competitors on the external market are:

Regional producers:

- LITASCO (Romania, Bulgaria);
- OMV PETROM (Romania, Austria);
- MOL (Hungary, Slovakia);
- SOCAR (Turkey);
- GAZPROM (Serbia)

But also international traders, present on all markets: VITOL and TRAFIGURA.

For petrochemical products, the main competitors (who are also producers but are not located in Romania) on the internal and external market are:

- TVK
- Slovnaft
- HIP Pancevo
- Lukoil Burgas
- Borealis
- Sabic
- DOW
- Petkim

***b) Significant dependency of the company towards a single customer or group of customers, the loss of which would have a negative impact on the income of the company***

From the point of view of significant dependence on a single customer or group of customers:

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

- ✓ KazMunayGas Trading A.G., related entity of Rompetrol Rafinare S.A.- holds more than 10% of the company's external sales.
- ✓ Customers with more than 10% of the company's sales on the internal market: Rompetrol Downstream S.R.L. (subsidiary of Rompetrol Rafinare S.A.)

Rompetrol Rafinare, as member of KMG International Group, increased its customer base with part of the related entities within KMG International Group. The transactions with these companies are made based on the market value principle and are submitted in the stand-alone financial statements of Rompetrol Refinery and reported to the Bucharest Stock Exchange and the Financial Supervisory Authority (FSA) according to the requirements and regulations of FSA.

### ***1.1.5. HUMAN RESOURCES ACTIVITY***

Our mission is to bring people together to find inspiration and create opportunities for them to grow. Their enthusiasm in contributing to people initiatives showed us they are the leaders we are waiting for. We set out to achieve our mission together with the people of KMG International Group, who embark on a journey of individual transformation to reach authentic and conscious leadership, catalyzing together our energy toward growing our community.

We strongly believe that education and professional training for young people are the key to a stable future for the energy industry and our community. We continue to support and invest in the development and growth of our current and future employees every year through our program and project.

#### ***a) Number, level of training of the company employees and the degree of unionizing the employees***

On 31.12.2024, Rompetrol Rafinare, Năvodari Business Unit (Petromidia Refinery) had 990 active employees, of which: 240 - staff with higher education.

On 31.12.2024, at the Vega refinery, Ploiesti, the company had 186 active employees, of which: 50 - staff with higher education.

**TOTAL:** On 31.12.2024, Rompetrol Rafinare S.A. had a total of 1,176 employees, of which: 290 - staff with higher education.

The unionisation of the workforce was 76.53% (900 employees are union members).

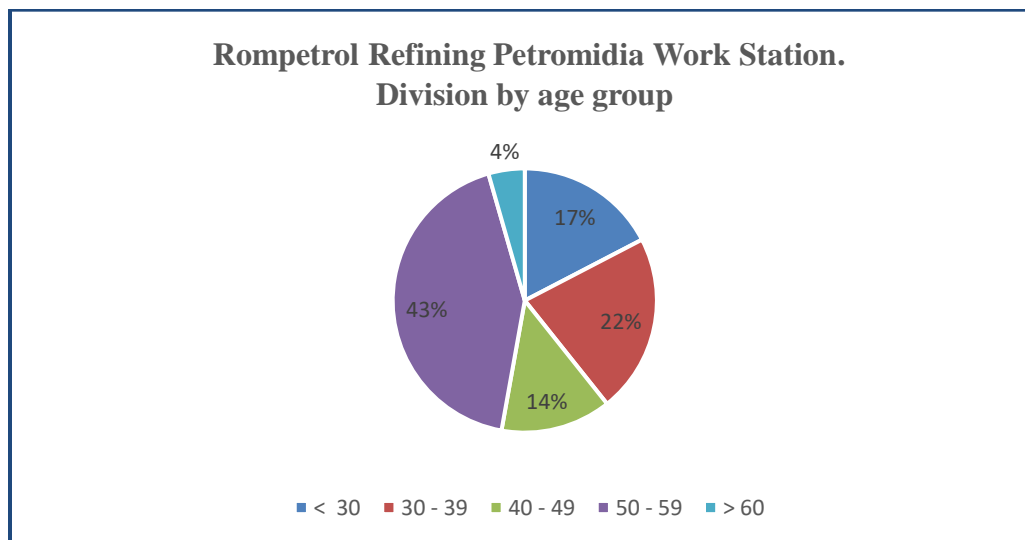
**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

The following trade union organisations are active in the Company: Free Petrochemical Union (573 members), Vega Free Union (19 members), Midia Năvodari Industrial Platform Workers' Union (308 members).

**Breakdown of employees by age group:**

**- Rompetrol Rafinare Petromidia Business Unit**

| Age Range | Number of employees | Percentage of total staff |
|-----------|---------------------|---------------------------|
| < 30      | 172                 | 17%                       |
| 30 – 39   | 217                 | 22%                       |
| 40 - 49   | 134                 | 14%                       |
| 50 - 59   | 423                 | 43%                       |
| >60       | 44                  | 4%                        |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

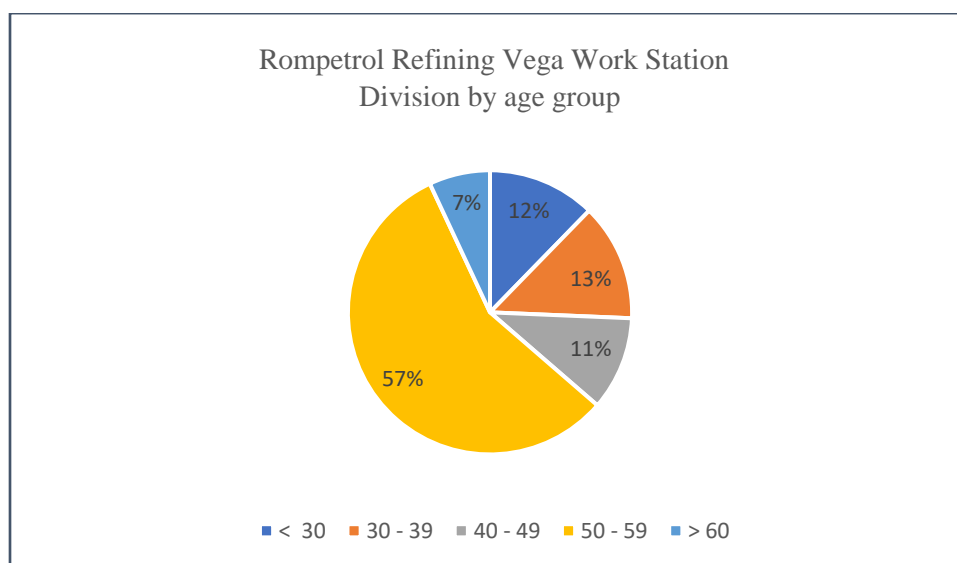


**rompetrol**

KazMunayGas  
International  
Group Member

- **Rompetrol Rafinare Vega Business Unit**

| Age range | Total Staff | Percentage of total staff |
|-----------|-------------|---------------------------|
| <30       | 23          | 12%                       |
| 30 - 39   | 25          | 13%                       |
| 40 - 49   | 20          | 11%                       |
| 50 - 59   | 106         | 57%                       |
| >60       | 12          | 7%                        |



During the reporting period, certain training programmes were conducted within the Company in the areas of: functional skills; general knowledge; communication; QHSE certifications; safety; professional knowledge - support functions, etc.

A total of 659 (non-unique) employees participated in training programmes totalling 10,082 hours, which means an average of approx. 15.29 training hours/employee.

The total training cost în 2024 was USD 175,805 million

***b) Relations between management and employees as well as any conflicting elements which characterize these relations***

The rights and obligations of employees are stipulated in the Collective Employment Agreement („CCM”) of Rompetrol Rafinare, in the Individual Employment Contracts („CIM”) and in the Internal Regulations of the Company.

The employees carry out their activity in accordance with the established working schedule, the job description as well as the Rules for Organization and Operation („ROO”).

The relations between the company's management and employees are normal, not negatively influencing the company's economic performance. There is a regular social dialogue between the management of the company and the union.

At the end of 2024, Rompetrol Rafinare and the Free Petrochimistul Union ("FPU") finalized the negotiation of a new Collective Labor Agreement ("CLA"), valid for a period of 2 years, according to Law 62/2011. It was mutually agreed that, starting with 01.01.2025, the CCM will enter into force with the following amendments: increase in individual basic salaries by 7%, but not less than 400 RON net, increase in vacation bonus from 4,000 RON net/year to 5,000 RON net/year and granting 2 (two) paid days off in the event of the death of the employee's son-in-law or daughter-in-law.

***1.1.6. ACTIVITY RELATED TO ENVIRONMENTAL PROTECTION AND QUALITY, HEALTH AND SAFETY***

The Company owns and operates the Petromidia Refinery, located in Năvodari, Constanța County and the Vega Refinery located in Ploiești, Prahova County.

Through the nature of the activities carried out (processing of the crude oil), the company has an impact on the environment, and for this reason the management is continuously preoccupied with the prevention and control of the impact of the activities carried out, on the environment factors, allocating considerable financial resources for investments to this purpose.

The environmental strategy of Rompetrol Rafinare SA is based on compliance with legal and regulatory requirements, both through permanent monitoring and periodic reporting of the degree of compliance, as well as the continuation of investment programs, through the use of the best techniques available in the field (BAT BREF), having the following principles:

- Compliance with legislation and other applicable requirements, the permanent monitoring of the degree of legal compliance.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

- The use of the environmental management system to integrate into the company's decisions performance criteria for the protection of air, water, soil and the conservation of natural resources.
- Continuation of the investment program in order to comply with the regulatory requirements in the field of environmental protection and to reduce the impact of the activity on the environment.
- The assessment of the environment performances of the company, the communication with the interested parties including the local communities, with regard to the continuing improvement of the environmental performances.
- Promoting information and awareness among the employees of the company, with regard to the measures for prevention and reduction of the emissions in the atmosphere, water and soil, including the measures concerning the waste management and dangerous substances for the activities carried out and which may have an impact on the environment.
- Informing the public about the risks associated with hazardous chemicals and the security measures and behavior in case of major accident;
- Participation in voluntary projects and social responsibility projects in the neighboring communities.

**Integrated Environmental Permit**

During 2024 Rompetrol Rafinare SA - Petromidia working point operated based on the Integrated Environmental Authorization no. 1/10.05.2013 updated on 18.02.2019 and renewed by the competent authority with no. 5/20.07.2023, for an unlimited period, with an annual visa. The annual visa was obtained with validity - 10.05.2025.

Vega Refinery functioned based on the Environment Integrated Permit no 9/08.07.2015 issued by APM Prahova, reviewed on 09.11.2022 with an annual visa for the period 07.08.2023 - 07.08.2024, which was extended in the first stage for two months, later by the decision of the APM maintaining the AIM provisions until 14.02.2025, under the conditions of compliance with the BAT decisions regarding waste water management.

On 30.09.2024, a request for AIM review was submitted.

**Environmental Agreement**

During 2024 all investment projects were completed within the assessment procedure of impact on the environment together with the receipt of the regulation documents (decisions/environmental agreements on the project category level) from the competent authority on environmental protection.

The project “Rehabilitation and layout of the field area on the premises of ROMPETROL RAFINARE S.A. - Vega Refinery Ploiești on which we have located acid tars and oil residues” continued, having the Environment Agreement no 1/18.02.2015, reviewed on 14.01.2021.

The works on the lagoons 17 & 18 have been completed.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

For the lagoons 19 and 20, based on a service contract having as object the execution by the Contractor, by its own means of the works related to these lagoons, the works it was started in January 2025, with site organization.

In parallel, for the works related to the lagoons 7-16 and 19 and 20, it was started the development of a new approach for quick closure of lagoons according with Ordinance 2/2021 (alternative solutions).

On 30.09.2024, a request for revision of the the Environmental Agreement for the lagoons (request for the simplified closure of the lagoons) was submitted to the APM PH, which was rejected by the Authority. Therefore, on 22.11.2024, a new agreement was requested from APM PH regarding the intention to carry out the project "Simplified closure of the lagoons containing acid tars and oil residues".

### **The Water Permit**

In 2024 Rompetrol Rafinare SA - Petromidia working point operated based on the Water Management Authorization no. 174/27.11.2023, valid for 3 years.

Rompetrol Rafinare SA - Vega Refinery operated on the basis of the Water Management Authorization no. 42/26.02.2021 issued by SGA Prahova with a validity of 3 years (until 01.03.2023) and revised on 28.02.2023, valid until 01.03.2025. Taking into account the changes on the site regarding the discharge of waste water to the Petrotel Lukoil treatment plant, the Water Management Authorization no. 26/28.02.2025 issued by SGA Prahova for Vega refinery, valid until 01.03.2027 was obtained.

### **The Greenhouse Gas (CO<sub>2</sub>) Permit**

During 2024, Rompetrol Rafinare SA-Petromidia working point operated on the basis of the Authorization regarding the greenhouse gas emissions no. 89/01.03.2021 for the period 2021 - 2030.

Rompetrol Rafinare S.A. - Vega working point operated based on the Authorization regarding the greenhouse gas emissions no. 139 / 02.06.2021 for the period 2021 - 2030 and on the plan for monitoring greenhouse gas emissions approved by the competent authority.

According to National Authority for Environmental Protection (ANPM) requirements and the schedule for implementing the requirements of the EU-ETS2 Directive (parallel scheme with EU-ETS1 for the marketing of greenhouse gas emissions for buildings, transport and other sectors), were issued and submitted the documents for obtaining a new Greenhouse Gas Permit for these activities (EU ETS2 monitoring plan and EU-ETS2 CO<sub>2</sub> emissions management procedures)

In 2024, the compliance procedure was completed by returning to the European Register of Greenhouse Gas Emissions (EUTL), the CO<sub>2</sub> emissions certificates for 2023.



**Compliance with the REACH Regulation** – as required by the European Chemicals Agency (ECHA) regarding registration of produced / imported substances as well as of the information communicated through the safety data sheets.

During the year 2024, the revision process of the Safety Data Sheets for our own products (PEM and VEGA) continued, in accordance with the requirements of Regulation no. 878 / 2020 amending Annex II to Regulation (EC) no. Regulation (EC) No 1907/2006 of the European Parliament and of the Council on the registration, evaluation, authorization and restriction of chemicals, as a result of internal / external requests (clients) and the new applicable regulatory requirements.

Also, was finalized the REACH lead registrant dossiers update process.

Regarding the portion of land contaminated with oil product located in Vadu (Boxes 1 and 2, designed according to the project data for the storage of dredged biological sludge from Pond 1), during 2019 Environment Protection Authority (EPA) Constanța was designated as a regulatory authority for the procedure for decontamination, for the two boxes, the applicable procedure being the one regulated by Law 74/2019 on the management of potentially contaminated and contaminated sites. According to the regulatory requirements, respectively of Law 74/2019, the “Preliminary Investigation Report” (2020), the “Detailed Investigation Report & Risk Assessment” (2021) were elaborated and submitted to the EPA.

Based on the mentioned investigation studies, during 2021 APM Constanta issued Decision no. 1 / 22.04.2021 by which the mentioned location was classified as a "contaminated site" respectively Decision 1R/ 08.11.2021 regarding the remediation of the contaminated site and notified Rompetrol Rafinare SA regarding the continuation of the procedure by developing the feasibility study and the remediation project. The feasibility study was developed and submitted to APM Constanta (29.12.2021), later completed (May 2022) and the authority's point of view is currently awaited regarding the approval of the scenario / remedial solution identified in the study and the initiation of the technical remediation project.

Following the issuance by the Environmental Protection Agency of the Initial Evaluation Stage Decision no. 127/23.03.2023 for the project "Greening of the site boxes1&2Vadu ", by which it was decided to initiate the procedure for assessing the impact on the environment, respectively the submission of the completed presentation memorandum according to the content-framework provided in annex 5E of Law no. 292/2018 regarding the assessment of the impact of certain public and private projects on the environment during 2023, in order to prepare the requested documentation and argue the solution identified in the feasibility study, laboratory tests were carried out on undisturbed samples taken from the boxes, for testing the in-situ bioremediation technology.

The supporting documentation requested by the decision mentioned above, which also integrates the results of the laboratory tests, was submitted to the regulatory authority on 31.10.2023, which by address no. 12628/29.11.2023 requested the submission of the technical remediation project.

The technical remediation project carried out by an authorized developer was submitted in May 2024 to the regulatory authority, which later requested the updated Presentation Memorandum according to the data from the project, that was submitted to the Constanta Environmental Protection Agency.

During 2024, the application of LDAR-Leak Detection and Repair techniques continued, in order to identify fugitive emissions / losses associated with equipment, which can be reduced through maintenance activity.

### ***Activity regarding Quality, Occupational Health and Safety and Environmental Protection (QHSE)***

Major activities carried out in 2024 in order to achieve the QHSE objectives (details of the environmental, health, safety and emergency situations activities are to be found in the relevant chapters of this report):

- Rompetrol Rafinare certifications/authorizations were maintained, for:
  - Quality - Environment - Occupational Health and Safety Management System (QHSE) and Energy Management System, according to ISO 9001, 14001 & ISO 45001& ISO 50001 standards
  - ISCC Management System (International Sustainability & Carbon Certification), from the point of view of the sustainability requirements provided in Directive 2009/28 / EC (RED II)
  - Car fuels and bitumens, according to legal and regulatory requirements
  - Rescue Stations, according to legal requirements
- A number of 76 documents of the integrated management system were elaborated / reviewed / verified (Policies, Process Sheets, Procedures, Instructions, Operational Regulations). Also, documentation was prepared regarding the new work permit system that will allow better control of activities, adequate risk assessments and increased staff awareness, and checklists were developed to be used in thematic inspections.
- There were no work accidents with fatalities and no occupational diseases; there were registered 4 (four) accidents with temporary incapacity for work, 3 (three) accidents no work related, 1 (one) road accident, a property damage as a result of the fire in Naphtha Hydrotreater Unit and a spill.
- To improve process safety, HAZOP studies were carried out for 5 (five) technological installations.
- 1044 internal inspections & audits and 987 safety audits were performed, in order to identify both the weaknesses and opportunities for improvement.
- There were 42 inspections and external audits performed by authorities and certification bodies.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

- Complaints for delivered products were handled according to internal procedures.
- The implementation stage of the actions from both the QHSE Execution Plan and other specific plans and programs was monitored and specific statistics and reports were prepared, with established frequencies (weekly / monthly / quarterly / half-yearly/ annually ) or on request, in order to meet both the internal and external requirements of the relevant stakeholders (authorities, customers, suppliers).
- For the preparation of the 2024 Sustainability Report, a series of internal meetings were held, specific data were collected and transmitted to KMGI Group and the documents for the calculation of CO2 emissions were prepared.
- The activity at the two work points – Petromidia and Vega refineries have been monitored for purposes of environment protection, pursuant to the Integrated Environment and Water Management Authorizations, as well as in what regards the compliance requirements under the Greenhouse Gas Authorization issued according to the requirements of the EU-ETS1 Directive.
- The QHSE Training Plan for 2025 was developed based on the "Training Matrix", to identify the specific QHSE training needs for each position in the organizational chart.
- To improve the competencies from QHSE point of view, employees of the QHSE department participated in various internal/external training courses on occupational safety and environmental protection topics (“Process Safety“ & “Safety Leadership; NEBOSH; First aid (SMURD); CBAM (Carbon Borders Adjusted Mechanism); ESRS (European Sustainability Reporting Standards) course (organized by CSR Group Department).

### ***1.1.7. RESEARCH AND DEVELOPMENT ACTIVITY***

***The expenses during the financial year 2024 as well as those anticipated for the next financial year for the research and development activity***

**Expenditure carried out in the year 2024**

Expenditure for studies and technical assistance 246,048 USD

**Expenditure planned for the year 2025**

Expenditure for studies and technical assistance 981,243 USD

**The main studies performed in 2024:**

- *Member of CONCAWE Association (European Petroleum Refiners Association)*
- *UOP Technical Assistance for Licensed Units*

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

- *Elaboration of Energy audit report required to maintain the green certificates payment exception agreement in accordance to HG 495/2014*
- *P&IDs (Process & Instrumentation Diagram) in Nitrogen – Oxygen (N<sub>2</sub>-O<sub>2</sub>) and Compressed Air Units*
- *HAZOP (Hazard and Operability) and LOPA (Layers of Protection Analysis) Studies*
- *Technical project for soil decontamination works for the "Cassette Vadu" contaminated site*

From the studies list proposed by Rompetrol Rafinare to be carried out in 2025 we can mention:

- *UOP Technical Assistance for Licensed Units*
- *Member of CONCAWE Association (European Petroleum Refiners Association)*
- *Elaboration of Energy audit report required to maintain the green certificates payment exception agreement in accordance to HG 495/2014*
- *Study for increasing design capacity for the following units: Naphtha Hydrotreater, Catalytic Reforming, Saturated Gas Plant and Kerosene Hydrotreater*
- *Study to verify the integrity of underground perimeter wall*
- *HAZOP (Hazard and Operability) and LOPA (Layers of Protection Analysis) Studies*
- *Technical studies resulted from HAZOP (Hazard and Operability) and LOPA (Layers of Protection Analysis) Studies*
- *APC (Advanced Process Control) program maintenance*
- *Study for solvent replacement in Hexane and Dearomatisation Units*
- *Study for additive system up-grade in PP Unit (PolyPropylene)*

### **1.1.8. RISK MANAGEMENT ACTIVITY**

#### ***Company's exposure to the price risk, credit risk, liquidity risk and cash flow risk***

The company is exposed to the risk induced by the high volatility of the prices of crude oil and petroleum products, with a direct impact on the gross margin on sales. For this reason the management developed a hedge policy, which was implemented within Rompetrol Rafinare S.A. starting with January 2011. According to the hedge policy, on the raw materials and petroleum products side, the flat price risk for priced inventories above a certain threshold (called base operating stock in case of Rompetrol Rafinare) can be hedged using future contracts traded on ICE Exchange and some OTC instruments.

From the point of view of liquidity, on the background of a volatile market of petroleum and refined products, the company has made efforts to maintain the coverage of current debts from current assets, the current liquidity indicator being in 2024 at a value of 0.46.

### ***Policies and objectives of the company regarding the risk management***

The Company's activities expose it to a variety of risks including the effects of: changes in the international quotations for crude oil and petroleum products, foreign currency exchange rates and interest rates. The Company's overall risk management main objective is to minimize the potential adverse effects on the financial performance of the Company.

#### **Interest rate risk**

Interest rate price risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates relative to the interest rate that applies to the financial instrument. Interest rate cash flow risk is the risk that the interest cost will fluctuate over time. The Company has long-term debt and short-term debt that incur interest at fixed and variable interest rates that exposes the Company to both fair value and cash flow risk.

#### **Foreign exchange risk**

The Company's reporting currency is Romanian LEU (RON). The fact that most of the acquisitions represented by crude oil imports and other feedstock, also a significant part of petroleum products sold are all denominated principally in US Dollars, but more than 60% of the Company's sales are made in national currency (RON), generates a significant foreign currency exposure risk. Certain assets and liabilities are denominated in foreign currencies, which are translated at the prevailing exchange rate at each balance sheet date. The resulting differences are charged or credited to the income statement but do not affect cash flows. Treasury department is responsible for handling the Company's foreign currency transactions.

#### **Liquidity and cash flow risks**

The liquidity risk consists in not having financial resources available in order to fulfill company obligations when they are due. Based on the forecasted cash flow, the management of the company checks daily the liquidity level and ensures the fulfillment of obligations to suppliers, to the state budget, to the local tax authorities etc. according to their maturity. The current and immediate liquidity ratios are monitored permanently.



### **Credit risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily for trade receivables and from its financing activities including bank deposits, foreign exchange transactions and other financial instruments.

- *Trade receivables*

The company is exposed to credit risk, which is why it applies a credit control and collection policy aimed for reducing credit risks and increasing the level of debt collection. Thus the Company analyzes the financial creditworthiness of customers in order to grant credit limits for the sales made to them and determines the need to secure credit limits with different guarantee instruments. It also applies a process of collection of debts in stages, depending on the value, maturity and guarantees provided for securing them. Overdue customer receivables are regularly monitored. The requirement for impairment is analyzed on a regular basis, being undertaken on an individual basis as well as collectively on the basis of aging.

- *Financial instruments and bank deposits*

Credit risk from balances with banks and financial institutions is managed by the treasury department in accordance with existing policies.

### **Commodity price risk**

The Company is affected by the volatility of crude oil, oil product and refinery margin prices. Its operating activities require ongoing purchase of crude oil to be used in its production as well as supplies to its clients. Due to significantly increased volatility of crude oil, the management developed a hedge policy which was presented to the 's Board of Directors and was approved in most significant aspects in 2010 and with some further amendments in February 2011. Following this approval, the Company started on January 2011 to hedge commodities held by Rompetrol Rafinare.

According to the hedge policy, on the raw materials and petroleum products side, the flat price risk for priced inventories above a certain threshold (called base operating stock in case of Rompetrol Refinery) can be hedged using future contracts traded on ICE Exchange and some OTC instruments. The base operating stock is the equivalent of priced stocks that are held at any moment in time in the Company, hence price fluctuations will not affect the cash-flow.

Trading activities are separated into physical effective transactions (purchase of raw materials and sales of petroleum to third parties or Intercompany) and paper trades (for economic hedging purposes). Each physical effective transaction can be covered through a related futures position according to the exposure parameters set by management (i.e. based on physical quantities sold or purchased). The Company can sell or buy the equivalent number of future contracts based on the current position at that particular moment. This paper trade is done only to hedge the risk of the Physical Trade and not to gain from the trading of these instruments. The company manages price risk hedging operations on EUA certificates for which futures instruments are used.

### **Operational risk**

The operational risk derives from the possibility that accidents, errors, malfunctions may occur, as well as from the influences of the environment upon the operating and financial results. Rompetrol Rafinare S.A. has continued a broad revamp process on the refinery technology, for the purpose of increasing the production, reducing the technological losses, as well as eliminating the accidental shut-downs in the industrial process. Also, the Company has implemented a quality-environment-safety integrated system meeting the legal requirements for quality – environment – security.

In order to identify, assess and minimize the risks to our communities, employees, contractors, the environment and our business, Rompetrol Rafinare is an active part in strengthening the culture of risk awareness by approaching preventive risk management in a disciplined, iterative, accessible and consistently manner.

**1.** Was implemented the risk policy and methodology developed by KMG International Grup, aligned with the best practices and professional standards from a global perspective, policy that established the goals, objectives, basic principles of risk management, as well as the roles and responsibilities of the participants in the Corporate Risk Management System.

**2.** The implementation of the risk management system continued through the seven interdependent processes that are integrated into the company's general activities:

**a) Establishing the objectives** - an essential process in the company, during which at the beginning of the year the strategic objectives, in the medium and short term, were established, which were then cascaded and aligned.

**b) Identification of risks/risk factors** - the process of analyzing business activities and processes and determining threats, which, if they appear, can have a negative impact on the ability to achieve the objectives/goals.

The identification of the risks and the corresponding risk factors was carried out by the risk owners and the owners of the risk factors at all management levels (Directors / Managers of processes/objectives/departments). In order to identify the risks and the corresponding risk factors, combinations of different techniques and tools , the Methodology regarding risk management, the Methodology regarding the selection of risk management methods, the Methodology regarding the determination of risk appetite were used.

**c) Assessment and analysis of risks/risk factors** - was carried out to determine their extent and impact on the achievement of the company's objectives. The operational/non-operational risks and the corresponding risk factors are analyzed according to the probability of their occurrence (probability of realization) and the degree of impact (potential damages). The evaluation of the risk profile (of a quantitative or qualitative nature) was carried out by the risk owners (Directors/process managers/objectives/departments) by applying the evaluation matrices. In 2024, they were registered in the Risk Register 10 critical risks (red), 7 medium risks (yellow) and 3 low risks (green).



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

**d) Establishing risk mitigation measures** - the process of developing and implementing measures to mitigate the negative effects and/or the probability of occurrence of risks and the corresponding risk factors or to obtain reimbursement in the event of losses associated with business risks. To ensure the effectiveness of the risk management process and to reduce its implementation costs, the Company focused on critical risks/risk factors that can most significantly affect its financial condition and the achievement of established objectives.

**e) Monitoring and reporting**

- Monitoring of risk management was carried out quarterly by:
  - Monitoring the dynamics of risk parameters and changes in risk factors
  - Monitoring the implementation of risk management measures and control procedures.

To ensure the quality of the information, Rompetrol Rafinare uses the standard format of the Risk Register used within the KMG International Group.

Company managers (process/objective owners) carry out continuous monitoring activities, including current operational control of activities in real time. Any data regarding the deficiencies of the risk management process were brought to the attention of the risk owners and Group Risk Management Department and timely corrective actions are taken to remedy the identified deficiencies.

- For all critical risk factors, Key Risk Indicators were developed according to the Methodology regarding the development of key risk indicators; KRIs allow timely measures to be taken to avoid the occurrence of risk events or to mitigate their impact on the Company's operations,

Based on the results of the monitoring process, the measures were adjusted / supplemented / developed quarterly.

- Reporting

After approval by the company's management, the Risk Reports and Risk Registers were sent quarterly to Risk Management Department of the KMG International Group. Registers and Risk Reports comply with the rules described in the Risk Management Procedures.

These company reports are consolidated in the Group Risk Report (Consolidated Risk Report covering KMG International NV, Subsidiaries and affiliates), and presented to the Board of Directors of KMG International NV at least once a year.

**f) Information and communication** - The Risk Management System uses an appropriate flow of information, both vertically and horizontally. The information meets the criteria of content quality, promptness, relevance, accuracy, availability.

The information transmitted from the bottom up was not subjected to distortions or other types of transformations. The risk identification and assessment process used operational information from internal and external sources, as well as internal/external audit/inspection reports and financial/economic activity or KMG International Group Internal Audit Service reports

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

The information transmitted vertically ensures the dissemination of data related to: shareholders, expectations, goals, strategies and established objectives.

Information and communication about risk management provides participants in the process with accurate and timely information related to risks, raising the level of risk awareness within the company

**g) Building a risk-aware internal environment**

The implementation of the above components of the risk management process contributed in 2024 to the development of a risk culture in Rompetrol Rafinare, ensuring adequate risk awareness and accountability of risk owners/owners of risk factors, as well as active risk management and timely reporting.

The organization continued in 2024 the identification and assessment of major hazards resulting from normal operation and accidental situations, as well as the assessment of their probability and severity, in this sense performing, with an external consultant, risk analyzes type HAZOP for 5 technological units, the resulting recommendations to be prioritized and implemented through CAPEX programs.

In order to achieve the objectives regarding occupational health and safety and emergency situations adequate actions have been taken, as well as activities necessary to comply with legal and regulatory requirements.

Through the communication channel "1.Life/1.Viata" as part of the project to strengthen the culture regarding safety at work, important information for the safe development of activities was transmitted on the Platforms, and interesting warnings were disseminated, both through Safety Bulletins and Safety Alerts with incidents that happened at other KMG International operators, as well as lessons learned, to be used as a "safety contact" at the beginning of the operational meetings and in the monthly safety meetings with the top management and the operational staff.

First aid courses were organized with the SMURD volunteer foundation and a demo truck was also organized with complex and high-performance equipment for working in safe conditions - portable gas detection, respiratory protection equipment, self-rescue caps, drink alcohol, drug test.

According to the legal requirements and those of ISO 45001 standard, emphasis was placed on the participation and consultation of workers and their representatives in evaluating aspects and decisions related to health and safety at work through CSSM (Health and Safety at Work Committee) quarterly meetings, assessing the risks of accidents and occupational diseases (MERP application), training for access to the platforms, annual retraining of the own staff (Iknow application in which new training and testing modules were introduced), participation in the performance of risk analyses, respectively in the training and communication of dangers (Toolbox Talk) performed by the issuers of work permits prior to the execution of the works,, monitoring the health status of employees, accidents investigations by using "5 WHY" methodology , reviewing OSH-ES plans, etc.



In the context of the planned turnaround works, for their preparation and proper development from the HSE point of view, were developed an HSE plan and a waste management plan, exemptions from the HSE Convention (annex to the service contracts concluded with the general contractor), participation in risk analyzes for high-risk works, development of training materials for employees regarding changing working conditions, HSE training materials for subcontractors, training/retraining sessions of contractors/subcontractors to obtain access to the Platforms, LOTO training session for own employees, retraining session for work permit issuers, periodic meetings with representatives of contractors/subcontractors, "STOP WORK" actions, recognition and motivation actions. After the completion of the revision works, the safety review before starting the installations were performed (PSSR - Pre Startup Safety Review).

Regarding Emergency Situations, "the operation authorization" of the Rescue Stations from both Industrial platforms, has been maintained through the surveillance audit carried out by INCD INSEMEX Petroșani.

The operative staff who work within the Rescue Stations were authorized/reauthorized by INSEMEX Petroșani.

Regarding the set of the management of emergency situations documents, the Security Report for Rompetrol Rafinare-Petromidia Platform was reviewed and approved by the competent authorities (Risk Secretariat) and the Internal Emergency Plan is being revised according to the observations received from the competent Authority.

For the training of the staff operating on platforms and on the basis of the scenarios from the Internal Emergency Plan, 139 simulation exercises of a major accident were carried out; an external drill was organized by the competent authorities (IGSU, SMURD, National Environmental Guard, National Environmental Agency, Ambulance, Police, Gendarmerie) with Petromidia Platform Emergency cell activation, based on a scenario included in PUE (External Emergency Plan) on crude tanks (8x50,000)

In order to improve emergency preparedness and response capabilities on both platforms, a study is being developed to identify and address any gaps or deficiencies in current emergency response systems and procedures compared with industry best practices/standards and regulatory standards, emergency situations,

### **1.1.9. ELEMENTS OF PERSPECTIVE REGARDING THE ACTIVITY OF ROMPETROL RAFINARE S.A.**

#### **INVESTMENT ACTIVITY IN 2024**

**Total investments** realized value for **2024** is **144,982,641 USD**, following splitting per programs according below table:

| <b>USD amount</b>                 | <b>Actual 2024</b> |
|-----------------------------------|--------------------|
| <b>Petromidia, from which:</b>    | <b>138,667,201</b> |
| Development                       | 2,658,125          |
| Operational Support               | 8,598,184          |
| Compliance                        | 24,647,177         |
| Capital maintenance               | 102,763,715        |
| <b>Vega, from which:</b>          | <b>6,315,440</b>   |
| Compliance                        | 2,388,985          |
| Capital maintenance               | 3,926,455          |
| <b>Refinery Total Investments</b> | <b>144,982,641</b> |

**The main projects which have implemented and/or are in implementation in 2024 in Rompetrol Refinery:**

- **Petromidia Refinery, Petrochemicals and Vega Refinery 2024 General Turnaround**

For refinery, shutdown means a scheduled large-scale maintenance activity wherein an entire process unit is taken off stream for an extended period for comprehensive revamp and renewal. This operation involves many preparations and requires many precautions, especially at during startup.

Rompetrol Refinery Board of Directors adopted in May 15, 2018 a new strategy for planning the General Turnarounds and Shutdowns between 2018-2026 by reducing the actual cycle of 5 years to 4 years for General Turnaround, respectively to establish a Shutdown between 2 General Turnarounds, every 2 years. This was helpful and seen in Key Business Drivers.

To reach refinery goal by having a high mechanical availability, refinery must have high reliability at low cost. This can be assured only by having periodically refinery turn around.

The main works packages consist of:

- Catalyst Replacement / Regeneration and Catalyst Services - all work related to the replacement of end-of-life catalysts with new or regenerated catalysts - to maintain a high gasoline / diesel production efficiency, and to obtain products with high economic value.
- Operational works - The other activities, which do not refer to maintenance repairs or modernization, but which are required in order to achieve good efficiency in the refinery,



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

mandatory activities in order to prevent possible damage or defects of equipment due to corrosion, erosion, deposits in the technological process

- Maintenance – Usual repairs and inspection necessary for equipment static/dynamics and pipes that cannot be performed during units operation;
- Capital Maintenance – equipment's that will be replaced only in shutdown period.
- Capex or Improvement project – implementation of CAPEX projects that can be done only with plants shutdown.
- Unexpected/found works – works that appear after the equipment opening.

**Within this project, the benefits are as follows:**

- Maintain Refinery at its nominal monthly capacity.
- Maintain the efficiency of the units from the perspective of mechanical availability, at a high percentage;
- Increase reliability / availability of equipment during operation.
- Safety—zero incidents (human accidents or damage to equipment)

The project was finalized according to the planned implementation assumptions.

• **Replace Refinery static equipment Program - 2024 Package**

The „Refinery static equipment rehabilitation” program was started to create conditions for operating of the Refinery at maximum capacity of crude oil processed, by ensuring efficient cooling of gaseous fractions converted into gasoline, an improvement of the technological process, higher efficiency and an increase in quality and production. Main activity of the program was manufacturing and replacement of static equipment for a proper functioning of the refinery units.

- Static equipment's replacement - 2024 Package (13 items) started in 2023 and consider the following:
- 313V S3: New subassemblies for 313V S3 heat exchanger (shell, distribution chamber) (purchasing and mounting activities);
- 220-E302: New air preheater on 220-E302 (purchasing and mounting activities);
- 138-FV14: New ventilation vessel on the 138-FV14 (purchasing and mounting activities);
- 130-S16: New heat exchanger for 130-S16 (purchasing and mounting activities);
- 135-S12A: New tubular bundle for 130-S12 (purchasing and mounting activities);
- 147-S5 147-S6: New tubular bundles for 147-S5 and 147-S6 (purchasing and mounting activities);
- 138F-V16, 138F-NV17A, 138F-NV17B, 138F-NV18: New equipment's for 138F-V16, 138F-NV17A, 138F-NV17B, 138F-NV18 (purchasing and mounting activities);
- 121-V7: New vessel for 121-V7 (purchasing and mounting activities);
- The equipment was installed during 2024 Refinery General Turnaround

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

- Economizer Eco640: 10 new tubular bundles purchase for ECO 640 equipment. The equipment was delivered according to the planned assumptions.

- **Refinery Catalyst Change**

The activities with the objective of changing catalysts in the Petromidia Refinery in 2023 consist of replacing the following catalysts:

- 125 DHT unit delivery of regenerated catalyst, supply new guard and make-up.
- 122 DHT unit delivery of catalyst.

Preparation for 2024 Refinery General Turnaround:

- Catalyst replacement 352- Flare Gas Recovery Unit.
- Catalyst replacement 220-MHC Unit.
- Catalyst Replacement 125 DHT.
- Catalyst Replacement 120 NHT.
- Catalyst replacement 147-MTBE Unit.
- Catalyst replacement 130-Platforming Unit.
- Replacement of adsorbent from 120-V101 Guard vessel.
- Replacement of molecular sieve and ceramic balls D214 and D707 in PP unit.
- Replacement of molecular sieve and ceramic balls for dryers F211 in Steam Cracker.
- POSORB catalyst replacement for the R229 reactor in Steam Cracker.
- The procurement process was completed, and the purchase contracts was signed in 2023. The catalysts were delivered as per contracts assumptions before 2024 Refinery General Turnaround.

- **Expire authorization ISCIR for static equipment (ISCIR 2023-2024)**

Project consists in aligning to legislation requirements in terms of safety functionality of the refinery equipment.

By project implementation, the following benefits are expected:

- Running with the refinery units in safety conditions according to legislation in force, as a result of detailed verifications which will be performed during this evaluation program which will have as a result the technical evaluation of the equipment after specified years of service, as well as repair or elimination of the faults which will appear after the inspections;
- Obtaining the functioning authorization for the pressurized equipment, pipes and lifting equipment as per Technical Prescriptions.
- The project was finalized according to the planned implementation assumptions.





- **Tanks rehabilitation program**

The scope for 2024 is to rehabilitate the following tanks:

- A vacuum hydrofined distillate tank, with a capacity of 5,000 cubic meters with inspection and detail design activities started in 2023 and construction related works planned to be finalized in year 2025 (DV21 tank);
- A diesel tank with a capacity of 10,000 cubic meters with design and execution related activities planned to be performed during 2024 (C101 tank) scheduled to be until end of year 2025.

- **Replace coke drilling-cutting system in the DCU unit**

Project Scope of Work consist in design stage execution, materials purchasing and installing a new coke cut/drilling system for Delayed Coker Unit from Refinery. Project is correlated with 2024 Refinery General Turnaround.

- In 2024, following activities were performed:
  - New coke cut/drilling system delivered and replaced during Refinery General Turnaround 2024;
  - Calibration of new system, scheduled for a period of 6 months after start-up;
  - Project was finalized in November 2024.

- **Replace subassembly of reformer heater 352-H201**

The project scope of work consist in acquisition and replacement of 352-H201 reformer subassemblies (outlet subleaders – 3 pieces, catalyst tubes – 114 pieces, distributors – 3 pieces and inlet pigtails – 114 pieces, S2103 preheater, etc.), which is correlated with 2024 Refinery General Turnaround.

- In 2024, all subassemblies were delivered in Refinery and replaced during Refinery General Turnaround 2024;
- Project was finalized in May 2024.

- **Acquisition and install of 2 new Reactors -125-DHT unit**

The project scope of work consist in replacement of the actual reactors 125R1, R2 from Diesel Hydrotreater Unit with new ones, designed and manufactured in accordance with current date standards.

- In 2024, following activities were performed:
  - Mechanical, civil, electrical and instrumentation works to install new reactors and related infrastructure.
  - Commissioning and start-up with technical assistance from unit licensor





**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

- Project was finalized according to the plan during 2024 Refinery General Turnaround.

○ **Flue gas pipe support system expertise and replacement of the flue gas pipe N-PG-138F-030**

Project was correlated with 2024 Refinery General Turnaround, with set scope of work to replace flue gas pipe, together with lenticular expansion compensator, expecting following benefits:

- Reducing maintenance costs;
- Safe operation of the installation.

In 2024, following activities were performed:

- construction and installing activities to replace the pipeline during Refinery General Turnaround 2024;
- Project was finalized according to the plan during 2024 Refinery General Turnaround.

• **New Traveling crane with clamshell bucket**

Delayed Coker Unit is equipped with two portal cranes (big grid with lattices). These have the role of extracting the coke resulting from the production process from the evacuation basin and storing it in the drying and storage silo. This storage provides storage for approximately 15 days of operation of the Coking plant and has the role to handle the coke from the silo, to be delivered by rail or car to domestic consumers.

The project considers the replacement of the Portal Crane with clamshell bucket (double beam with brackets) M2, the project is initiated in 2023 and will be completed in 2024.

In 2024, following activities were performed:

- construction and installing activities executed during Refinery General Turnaround 2024;
- Project will be finalized in June 2024.
- Project was finalized according to the plan during 2024 Refinery General Turnaround.

• **Safety measures package for Petromidia Refinery hydrotreaters units**

Project objectives consist in development and implementation of a safety measures package for separation points between high-pressure and low-pressure sections for Refinery hydrotreaters units.

In 2024, following activities were performed:

- construction and mounting works, commissioning activities were executed during Refinery General Turnaround 2024;
- Project was finalized according to the plan during 2024 Refinery General Turnaround.

• **Safety package - phase II (sampling systems) - Up-grade sample points in Petromidia Refinery units**

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



Project consist in acquisition and installing of new sampling points in Refinery units, with following activities performed during 2024:

- Acquisition of bulk materials and mechanical works related to tie-in's execution, correlated with 2024 Refinery General Turnaround.
- The installing works related current execution stage, corelated with 2024 Refinery General Turnaround, were finalized.

***OTHER SIGNIFICANT PROJECTS DEVELOPED BY THE COMPANY – DOLPHIN PROJECT***

In 2024, the implementation of both the initiatives developed in the previous stage and the new initiatives continued heaving four interdepartmental work teams: Energy, Continuous Improvement, Maintenance and Organizational Efficiency.

**The goal of the 2024 project was established at the end of 2023 and was oriented towards the following areas:** reducing utilities consumption and improving energy efficiency, increasing the refinery's utilization capacity, optimizing blends, improving product yields, reducing technological losses, for which it is estimated a \$ 8 million benefit.

All teams had one single goal:

- Increasing the operational performance of Petromidia and Vega - *maximizing refinery profitability without capital investment;*
- Developing, updating and implementing new processes / structures / systems - *implementing a modern way of working and supporting constant development;*
- Identifying new opportunities, generating continuous improvements - *evaluating and developing profitable ideas and investments for the future.*

At the end of **2024**, there were achieved **USD 11 million** benefits through the implementation of the initiatives by the project teams, which exceeded the planned amount by USD 3 million.

The benefits recorded during January - December 2024 resulted from the following directions:

- Reduction of utilities (especially steam)/energy consumption in the current market conditions where their price increase
- Optimization of valuable products (especially Jet) and increase of the production of refinery gas in order to reduce the purchase of natural gas.

## ***STRATEGY***

The KMG International Group's strategy, initially approved in March 2022, emphasized the transition from a traditional oil and gas downstream company to a diversified downstream player. This strategy, chosen after a thorough assessment of multiple options, is designed to align with the Group's strategic goals, decarbonization targets, and long-term business sustainability. It supports gradual diversification, particularly into biofuels, renewable energy generation and the expansion of the electric vehicle (EV) charging network.

In response to the dynamic geopolitical, fiscal, and market changes in 2025, the Group's primary focus this year has shifted towards operational efficiency, increasing vertical integration for better value along the Group's value chain, and increasing performance of key businesses, with highest attention and priority to be paid to safety of all operations throughout the Group. These priorities are critical to ensure the Group maintains strong financial performance and adapts to the evolving market conditions. Decarbonization projects, while continuing to develop, will remain an ongoing part of the Group's strategy for long-term sustainability.

In 2024, the KMG International Group made significant progress with the implementation of projects from the approved list of priority initiatives. Ongoing construction of ultrafast charges at Rompetrol stations, project co-funded by European Union, which will enable Rompetrol to enter the market of EV chargers operators, to meet growing demand for charging infrastructure and legislative requirements. Technical solution study launched for two projects, co-processing of advanced biodiesel and sustainable aviation fuel (SAF) and existing unit of Petromidia refinery aiming to increase the content of new generation biofuels. To meet legislative requirements, KMG International Group continues assessment of the green hydrogen production project at Petromidia platform. By 2030, this transition is expected to reduce CO<sub>2</sub> emissions, contributing to the Group's longer-term decarbonization goals while enhancing operational sustainability.

Overall, the KMG International Group is committed to adapting its strategy to current market realities, focusing on operational excellence, while maintaining a long-term commitment to sustainability and decarbonization through ongoing projects.

2025 will mark the completion and launch of the large investment project of the Group, the cogeneration plant on the Petromidia platform. The plant will secure the stable supply of electricity and steam to Petromidia refinery, with possibility to inject the surplus electricity into the national grid. The new plant will comply with the highest technological standards of energy efficiency. It is being built and will be operated by Rompetrol Energy, majority owned by the Kazakh-Romanian Energy Investment Fund, along with Rominserv and the Midia Thermal Power Plant (currently owned by the Ministry of Energy (56.58%) and KMG International (43.42%). The project, worth over 164 million USD, is financed by the Kazakh Romanian Energy Investment Fund.



Major investment projects of the Group in Romania will be implemented on the basis of Kazakh-Romanian Investment Fund in the Energy sector established in November 2018 together with the Romanian State, represented by the Management Company of the Shares Owned within Energy Sector (S.A.P.E.), which holds 20% in the equity of the Fund, 80% belonging to KMGI.

## ***OUTLOOK FOR 2025***

Group operations: The Rompetrol Rafinare Group will continue to further improve its operational performance and carry on the operational initiatives which were identified and put in motion since several years ago, such as: Refining planning and production optimization, energy efficiency and organizational effectiveness, Retail gas stations network development, increase of non-fuel profitability, as follows:

- ✓ Petromidia 2025 Feedstock Target performance set at 5.305 million tons, corresponding to ~15 ktons/day of operation, with +0.69 million tons above achieved level of 4.62 million tons (general turnaround activities in 2024);
- ✓ White products 2025 yield target of 86%.
- ✓ Downstream Romania sales target set at 1.84 million tons.
- ✓ Downstream Romania Non-Fuel Margin performance 2025 targeted at USD 56.8 million, +9% versus 2024.

Based on the Rompetrol Rafinare Group's budget for 2025, it's Medium-Term Development Strategy and other matters mentioned above, Group Management considers that the preparation of the financial statements on a going concern basis is appropriate.

### ***a) Factors of uncertainly which could affect the liquidity of the Company***

The year 2024 was impacted mainly due to the volatility of the market environment of oil and natural gas, which led to lower quotations compared to the previous year for crude oil and other feedstock, as well as for the petroleum products resulting from their processing.

Refining margins experienced a decrease during 2024, on the ground of the decrease in international quotations for petroleum products.

In 2024, a specific turnover tax has been introduced in addition to the profit tax for legal entities that conduct activities in the oil and natural gas sectors and that registered turnover over EUR 50 million in the previous year. The company recorded a tax of RON 72.1 million in 2024.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

The company has made sustained efforts to maintain the capacity to hedge current liabilities from current assets, the current liquidity indicator registering a decrease in 2024 to the level of 0.46 compared to that of 2023 of 0.57.

The liquidity risk derives from the possibility that the financial sources may not be available in such a way as to meet the obligations of the company in due time. The Company management follows the liquidity level daily, as well as ensuring that its obligations towards suppliers, the state budget, local budgets, etc. are met in accordance with their maturity, with the aid of the expected cash. The coefficients of current and immediate liquidity are monitored at all times.

Among the factors that can influence the Company's liquidity in the future, are:

- Oil and gas international market volatility with impact on refinery margins;
- The potential amendments to the Romanian and/or EU legislative framework in the field of carbon gases reduction, environment protection and energy;
- The fluctuations in interest rates and exchange rates;
- The volume of maintenance and development investments;
- The taxation rates, including introduction of new taxes.

***b) Capital expenses, current or anticipated on the financial situation of the company***

The investment activity within 2024 year has focused, in accordance with the investment program, on the following:

- General Turnaround for the two refineries, as well as for the petrochemicals division;
- Replacing necessary catalysts;
- Detailed inspections and obtaining the functioning authorization for the pressurized equipment, pipes and lifting equipment as per Technical Prescription (ISCIR);
- Purchase and replacement of new reactors;
- Static equipment replacement within refinery;
- Implementation of facility safety measures packages;
- Tanks rehabilitation.



**c) *Events, transactions and economic changes that affect revenues from the main activity***

Rompetrol Rafinare S.A. recorded a net turnover of **Lei 15,014,243,836** in 2024, this being mainly impacted by the volatility of the international oil and natural gas market environment transposed into lower quotations for oil products sold in 2024 compared to the previous year, on the ground of decreased volumes sold in 2024 compared with the ones from 2023. Also, a negative impact on the Company's net result was triggered by the general turnaround, which began on 8th March lasted for two months. In the 2024 financial year the company recorded a net loss of **Lei (470,813,809)**, due to decreased refinery margins recorded during 2024, on the ground of the decrease in international quotations for petroleum products and also due to the lack of operation of the Mild Catalytic Hydrocracking ("MHC") plant in the first quarter of 2024.

**d) *Others***

1. On August 22, 2016, a technical incident took place at the Atmospheric and Vacuum Distillation (AVD) unit followed by a fire that was extinguished by the refinery staff and private and public fire services. Following the event, two employees of Rominserv S.R.L., a member company of the KMG International Group, suffered burns and two more people died. Following the completion of the criminal investigation and the administration of the technical expertise, Rompetrol Rafinare S.A., Rominserv SRL and 3 employees of the 2 companies were sent to court for: negligent failure to take measures regarding safety and health at work, culpable bodily injury, culpable homicide, accidental pollution. The Company is also a civilly responsible party in the file. At the date of issuing this report, the litigation is pending before the court.

2. On July 2, 2021, an explosion took place, followed by a fire at Petromidia refinery, Diesel hydrotreater unit. As a result of the accident, 3 company employees died and another employee suffered a hip fracture. The criminal investigations are carried out by the Prosecutor's Office attached to the Court of Constanta. The file is in the evidentiary administration stage, with the technical expertise report by the expert committee within INSEMEX being submitted, as well as the point of view of the expert appointed by the Company. At the same time, the collective work accident was investigated by the Territorial Labor Inspectorate. The Minutes of the investigation were issued in 2022.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

3. As part of the investigation carried out by the Directorate for the Investigation of Organized Crime and Terrorism ("DIICOT"), the investigation that is the subject of criminal file 279/D/P/2020, the Company received during 2021 of a series of ordinances by which it was requested to make available to the criminal investigation bodies some documents related to the works contracted for the greening of lagoon 18 of the VEGA Refinery. The Company obtained the Environmental Agreement no. 1/18.02.2015, revised on 14.01.2021, issued by the competent environmental authority for all 14 lagoons, for their greening. At the date of the preparation of the financial statements for auditing (March 2025), the Company has the status of injured party in the criminal case before the preliminary chamber, reserving the right, in relation to the evolution of the criminal case that is the subject of the criminal file 279/D/P/2020, to formulate a request for the establishment of a civil party if the case arises.

4. On May 13, 2023, an incident occurred in the Polypropylene ("PP") plant in the Petromidia refinery, as a result of which 2 company employees died. Criminal investigations are carried out by the Prosecutor's Office of the Constanța Court (Judecatorie). In the criminal case, the company has no quality, up to this moment a series of hearings have been held of the employees involved in the event or present at the workplace in the facility. At the same time, the work accident is investigated by the Territorial Labor Inspectorate according to the legislation on work incidents.

5. On June 21, 2023, a fire occurred in the Petromidia refinery, in the Mild Mydrocracking ("MHC") plant, with no recorded casualties. Criminal investigations are carried out by the Prosecutor's Office attached to the Constanța Court. The company, as the injured party, formulated and filed a criminal complaint for destruction. Also, at the request of both the Company and the Prosecutor's Office attached to the Constanța Court, INCD INSEMEX Petroșani has prepared and filed a technical-judicial expertise in order to establish the causes of the incident. At the same time, the incident, which falls under the category of major incidents in accordance with the legislation in force, is also being investigated by the Constanța Territorial Labor Inspectorate.



## **2. TANGIBLE ASSETS OF ROMPETROL RAFINARE**

### ***2.1. LOCATION AND CHARACTERISTICS OF THE MAIN PRODUCTION CAPACITIES***

The company ROMPETROL RAFINARE S.A. is located about 20 km North of the Constanța County, between the Black Sea and the lake Năvodari (Tașaul), on a plot of land partly recovered from the sea and from the lake, in the vicinity of the port Midia and the Poarta Albă – Midia channel.

The **Petromidia Refinery** is the only profiled unit in Romania located at the Black Sea, and thus having a competitive advantage due to the immediate access to the sea and river transport routes, namely:

- Strategic placement in the Black Sea area, near the Constanța port - one of the biggest in the region;
- Direct access to the Danube - Black Sea Channel;
- Direct access to the Midia Port;
- Near the network of crude oil pipes;
- Own railway infrastructure system;
- Logistical facilities (Midia Marine Terminal S.R.L.) which allow for reception and delivery of the liquid products by ships, barges, rail tankers and tank wagons.

The project capacity of Petromidia Refinery, following the refining capacity expansion project from 1991 is 5.32 million tonnes raw material/year.

➤ **Infrastructure:**

The Petromidia platform has a surface of 480 hectares where more than 20 companies (also including sub-contractors from outside the Group) operate in various business areas.

The supply of crude oil and other raw materials is mainly carried out through the marine terminal located in the vicinity of the Petromidia Refinery, at a distance of about 8 km from shore and through the Midia port. As an alternative, the supply may also be made through the port of Constanța (one of the biggest in the region), through the pipe of OIL TERMINAL S.A., for a distance of approximately 40 km.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



KazMunayGas  
International  
Group Member



As of 2014 the **Petrochemical sector** joined the Refinery in the Refining Business Unit. The **Petrochemical sector** is specialized in the production of polymers, with a production capacity of 80,000 tonnes /year of polypropylene, 60,000 tonnes/year of high-density polyethylene and 60,000 tonnes/year of low density polyethylene. It is the sole national producer on this market segment. It delivers on both internal and external markets (the Black Sea and the Mediterranean regions, Central and Eastern Europe).

Strategically located on the Black Sea coast, the Petrochemistry section includes a maritime terminal for the unloading of ethylene, cryogenic ethylene and propylene storage tanks, and various solutions for delivery to ships, rail wagons or trucks.

As of December 2007, the **VEGA Refinery** was transformed into a production tax warehouse for Rompetrol Rafinare SA.

The **VEGA Refinery** is located on the national road DN 1A, at a distance of approximately 60 km from Bucharest, the capital of Romania, near the European road E 60, with access to both the road and the railway network.

The Vega Refinery is located in the northern part of Ploiești city, about 1 km from the Ploiești North railway station, with which it is directly connected.

The Vega Refinery is currently operating the following facilities: Vacuum distillation, Bitumen, Hexane, Rectification, Dezaromatization Unit, AFP Unit. Auto platforms and railways related to AFP Unit are operated by Midia Marine Terminal S.R.L.

Currently, the raw materials are brought in the refinery in railway reservoirs from the Petromidia Refinery and are discharged through raw material-specific railway platforms. From the specially prepared platforms, the raw material is pumped through the pipes towards the storage reservoirs of the AFP area, where they are taken up by each plant separately.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

The Refinery has a fleet of reservoirs of raw material and finished products, auto platforms and the railway platform for the delivery of petroleum products. At the moment, the supplies of petroleum products from the Vega Refinery are made in both rail wagons cars and trucks.

## ***2.2. THE DEPRECIATION DEGREE OF THE ASSETS***

At the end of 2024, the accumulated depreciation of the tangible non-current assets (expressed in RON) is as follows:

| <b>Depreciation of tangible non-current assets</b> | <b>Balance on<br/>01.01.2024</b> | <b>Balance on<br/>31.12.2024</b> |
|--|----------------------------------|----------------------------------|
| Lands-(developments)                               | -                                | 6,107,665                        |
| Constructions                                      | -                                | 140,018,006                      |
| Technical equipment and machinery                  | -                                | 320,045,500                      |
| Other facilities, equipment and furniture          | -                                | 978,773                          |
| <b>Total</b>                                       | <b>-</b>                         | <b>467,149,944</b>               |

*Note: On 31.12.2023, the accumulated depreciation in the amount of RON 933,147,024 was cancelled at the date of revaluation of the property, plant and equipment in relation to their gross book value as part of the process of recording the results of the revaluation in the company's accounts.*

By Decision no. 3 of the Board of Directors dated May 15, 2018, it was approved the proposal of the Executive Management and for the period 2018 - 2026, a new schedule of General Turnarounds and Planned Shutdowns was approved, in the sense of reducing the cycle of 5 years between two General Turnarounds to the cycle of 4 years and for establishing a Planned Shutdown every 2 year, between General Turnarounds.



### ***2.3. POTENTIAL ISSUES RELATED TO THE OWNERSHIP RIGHT REGARDING THE TANGIBLE ASSETS OF ROMPETROL RAFINARE S.A.***

1. On September 10, 2010, The Fiscal Administration (ANAF) issued a decision to establish the precautionary seizure on all the shares held by Rompetrol Rafinare in its affiliated companies, as well as on the movable and immovable assets of Rompetrol Rafinare, except for the stocks.

On June 15, 2021, Rompetrol Rafinare S.A. filed with the Court of Appeal of Constanta a request to oblige ANAF - General Directorate for the Administration of Large Taxpayers to issue (i) the decision to lift the precautionary seizure instituted on the assets of the plaintiff ROMPETROL RAFINARE S.A. by the Decision establishing precautionary measures no. 1059301/10.09.2010 and (ii) the decision to revoke the Enforceable Title no. 8993/17.11.2010.

On December 21, 2021, the court admitted the request made by Rompetrol Rafinare S.A., but, against this decision, ANAF filed an appeal that was admitted on May 25, 2023 by the High Court of Cassation and Justice, and the case was sent for retrial to the Court of Appeal, so that the Ministry of Finance could also be introduced into the case.

The request made by Rompetrol Rafinare S.A. was retrial resettled in the first instance, the Court of Appeal of Constanta admitting it and ordering the National Agency for Fiscal Administration - General Directorate for the Administration of Large Taxpayers to issue the decision to lift the precautionary seizure. The solution pronounced issued in the retrial by the first court was appealed by the National Agency for Fiscal Administration - General Directorate for the Administration of Large Taxpayers, being granted a deadline for solving the appeal on January 31, 2025, when the Supreme Court rejected the appeals and confirmed the first court resolution by which ANAF should issue a decision to cancel the enforcement order and lift the precautionary seizure. On 3 March 2025 ANAF started the appropriate formalities to lift the seizure from refinery installations and further Management will assess the potential implications derived from this as stated in the Memorandum of Understanding concluded with the Romanian State.

At the date of formulation of this document, we can report that ANAF's appeal has been rejected, so that, definitively, the National Agency for Fiscal Administration-General Directorate for the Administration of Large Taxpayers is obliged to issue the Decision to lift the precautionary seizure of the assets of the company Rompetrol Rafinare SA. We point out that the National Agency for Fiscal Administration already started the needed formalities in this respect.

2. Marway Fertilchim SRL, company later named Novifert SRL, filed the following actions in court with Rompetrol Rafinare S.A.:

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

A boundary action pending before the Court of Constanta, regarding the establishment of the boundary line that separates the secondary headquarters of Rompetrol Rafinare S.A. in Navodari from the building belonging to the company Novifert SRL, with an area of 51,873 sqm, identified with cadastral number 103053 and the obligation of Rompetrol Rafinare to leave in full ownership and possession the land area that will result from the measurements as belonging to Novifert. The action is pending on the date of formulation of these clarifications, the next settlement deadline being in April 25, 2025. The risk of a final solution, issued by the court, unfavorable to Rompetrol Rafinare SA, does not imply a significant exposure for it and does not impact the company's activity.

Novifert S.R.L. has filed a new lawsuit before the Court of Constanta, in contradiction with Rompetrol Rafinare S.A., requesting the obligation of Rompetrol Rafinare S.A. to reposition and repair the pipeline system owned by Novifert disused by Rompetrol. The case is being resolved at the date of formulation of these clarifications. The risk of a final solution, issued by the court, unfavorable to Rompetrol Rafinare SA, does not imply a significant exposure for it and does not impact the company's activity.

Also, during 2020, the company Novifert SRL filed an action with the Court of Constanta to establish a right of easement for car and pedestrian passage on a plot of land with an area of 8,844 sqm, with CF number 101506, in the locality of Navodari, so that the Novifert company has access from its property to the public road. The action is being resolved, the case will continue to be judged in 2025. The risk of a final solution, issued by the court, unfavorable to Rompetrol Rafinare SA, does not imply a significant exposure for it and does not impact the company's activity.

**3.** The land related to the Fuel Distribution Station located in Constanta, Primăverii Street corner with Soveja Street, is in the private domain of the State, in relation to which the Company acquired a right of use under a joint venture agreement, concluded in 2000, between the Constanta Territorial Administrative Unit, through the mayor and the company Rompetrol Rafinare S.A., having the name, in that period, Petromidia S.A. During 2024, Rompetrol Rafinare SA requested the UAT Constanta through the mayor to carry out the necessary formalities for the signing of a surface contract, by the same parties, for the 400 sqm land on which the fuel distribution station is built, instead of the association contract whose validity period had expired. During this year (2025), the UAT Constanta informed us that the superficies contract will no longer be concluded and asked Rompetrol Rafinare SA to start the demolition procedure of the fuel distribution station. Subsequently, following the discussions held at the level of the local administration, it expressed its intention to find solutions for maintaining the Fuel Distribution Station on the current location, meaning that it was agreed to initiate the steps for solving the urban problem. After solving this issue, the procedure for the completion of the superficies agreement on the land related to the station will be initiated.



### **3. SECURITIES ISSUED BY THE COMPANY**

#### **3.1. MARKETS IN ROMANIA AND IN OTHER COUNTRIES WHERE SECURITIES ISSUED BY THE COMPANY ARE TRADED**

Starting April 7, 2004, the Company's shares are traded on the regulated market administered by the Bucharest Stock Exchange S.A. (BVB) under the issuing symbol RRC and ISIN code ROPTRMACNOR5.

Rompetrol Rafinare shares are traded in the Standard category of the Bucharest Stock Exchange. On 31.12.2024, the total number of shares issued by Rompetrol Rafinare is 26,559,205,726, representing a total value of the share capital of 2,655,920,572.60 Lei. The Company's shares are common, registered, issued in dematerialized form, the records of which are kept by DEPOZITARUL CENTRAL S.A. Bucharest, as an independent register, authorized by the Financial Supervisory Authority.

##### **3.1.1. RRC ACTIVITY ON BVB**

The activity carried out by RRC in 2024, as an issuer of securities on the capital market in Romania, is presented as follows:

- ❖ In 2024, there were a total of 2,627 transactions with RRC shares, with an average daily number of approx. 11 transactions, compared to 2023 with a total of 1,743 transactions with RRC shares;
- ❖ The total volume of RRC shares traded in 2024 was 23,629,179 shares (approx. 71% more than in 2023 when a total volume of 13,827,615 shares was recorded);
- ❖ The total value of transactions in 2024 with RRC shares was 1,762,057 Lei (approx. 55% more than in 2023 when a total value of transactions of 1,137,610 Lei was recorded);
- ❖ The price of a share during 2024 was between a maximum value of 0.085<sup>4</sup> Lei and a minimum of 0.061 Lei<sup>5</sup>, decreasing compared to the values recorded in 2023 when the maximum value was 0.089 Lei and the minimum value was 0.076 Lei.
- ❖ The RRC transactions in 2024 were concluded only on the REGS market;

---

<sup>4</sup> Registered on January 9, 2024

<sup>5</sup> Registered on December 3, 2024

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

- ❖ Stock market capitalization<sup>6</sup> on the last trading day of 2022, 2023 and 2024 is presented in the table below. The stock market capitalization on the last trading day of 2024 was at the value at 1,792,75 million Lei, decreasing from 2,230.97 Lei at the end of 2023.

| Acțiunile Rompetrol Rafinare                  | 2022           | 2023           | 2024           |
|---|----------------|----------------|----------------|
| Număr de acțiuni                              | 26.559.205.726 | 26.559.205.726 | 26.559.205.726 |
| Capitalizare bursieră, mil. Lei <sup>7</sup>  | 2.124,74       | 2.230,97       | 1.792,75       |
| Capitalizare bursieră, mil. Euro <sup>8</sup> | 429,60         | 448,47         | 360.25         |
| Preț la sfârșitul anului, Lei                 | 0,080          | 0,084          | 0,0695         |

The weighted average price (WAP)<sup>9</sup> of RRC shares during 2024 = 0.0746 Lei/share, taking into account the transactions made at the Bucharest Stock Exchange on the main market of the regulated market (REGS).

***ROMPETROL RAFINARE SHAREHOLDERS***

During the analyzed period, there were no changes that could influence the value of the Company's share capital.

**On December 31, 2024**, the share capital of Rompetrol Rafinare S.A. had a value of **2,655,920,572.60 lei**, representing **26,559,205,726 shares**, with a nominal value of **0.10 lei** each.

<sup>6</sup> Capitalization represents the total market value of the Company (number of shares \* market price of the share)

<sup>7</sup> Calculated based on the share price on the last trading day of the year under review, namely December 30, 2024, December 29, 2023 and December 30, 2022

<sup>8</sup> Calculated at the EURO exchange rate (4.9764 lei) applicable in the last trading session of the year under review, namely December 30, 2024

<sup>9</sup> Calculated as a ratio between Total Value traded and Total volume traded.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

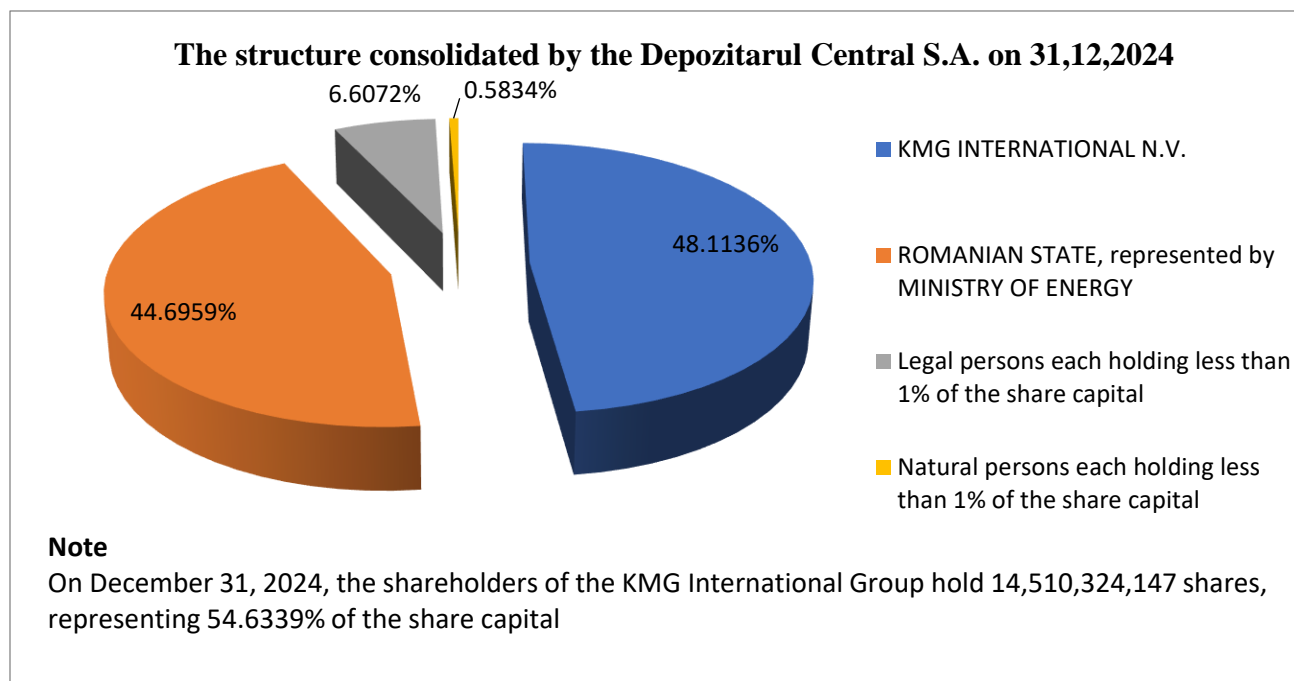


**rompetrol**

KazMunayGas  
International  
Group Member

According to the **Shareholders' Register with the consolidation date of December 31, 2024**, made available by the Central Depository, the structure of the Company's significant shareholders is presented in the table and graph below:

| <b>Name of holder of financial instruments<br/>on 31.12.2024</b>        | <b>Number of<br/>holdings (shares)<br/>on 31.12.202</b> |
|---|---|
| KMG INTERNATIONAL N.V.  | 12,778,577,732  |
| ROMANIAN STATE, represented through THE MINISTRY OF ENERGY              | 11,870,877,580  |
| Legal Entities that individually own less than 10% of the share capital | 1,754,810,682   |
| Individuals who individually own less than 1% of the share capital      | 154,939,732   |
| <b>TOTAL</b>  | <b>26,559,205,726</b>                                   |



Source: Depozitarul Central, Rompetrol Rafinare S.A.



At the end of 2024, the Depozitarul Central recorded a total number of 19,070 holders of financial instruments (shares) issued by Rompetrol Rafinare, of which 19,008 were residents and 62 were non-residents.

Of the total number of holders, 19,010 were natural persons and the rest legal persons (60).

As for the resident holders, 18,953 were natural persons and 55 legal persons, and the non-resident holders were 57 natural persons and 5 legal persons.

### ***3.1.2. COMMUNICATION WITH SHAREHOLDERS AND INVESTORS***

The Investor Communication and Relations activity is carried out in accordance with the legal provisions in force contained in Law no. 31/1990 republished, with up-to-date amendments and additions, Law no. 24/2017 regarding issuers of financial instruments and market operations, republished, Regulation no. 5/2018 regarding issuers of financial instruments and market operations, the Code of the Bucharest Stock Exchange and the Code of the Depozitarul Central as well as other regulations of the Financial Supervisory Authority.

At internal level, the aim is to communicate information of financial, legislative, corporate governance and social responsibility nature to investors and shareholders (mandatory requirement of a company listed on the stock exchange or following a request from shareholders, investors or other third parties interested in the evolution of the Company). The major goal is the establishment of trust-based relationships between the company and investors, shareholders, which reflect the company's fundamental values, timely and transparent provision to shareholders/investors of financial information, about investments, various projects, so that the decision to invest is based on correct and relevant data.

Communication actions with shareholders and investors in 2024:

- ❖ The prompt submission of information at the requests of shareholders/potential investors;
- ❖ Organization of General Meetings of Shareholders and other actions related to guaranteeing the rights of shareholders.
- ❖ Collecting information, drawing up current reports, submitting them to the competent authorities (Bucharest Stock Exchange (BSE) and the Financial Supervisory Authority (FSA)) and publishing them on the Company's website in compliance with the deadlines imposed by the legislation in force;
- ❖ Constant updating of information on the RRC website to improve access to relevant information for shareholders and investors.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

To ensure a high level of transparency, all Rompetrol Rafinare reports, releases and important information for shareholders, analysts and investors are promptly disseminated on the BVB website, transmitted to the FSA, and uploaded to the Company's website, in the Investor Relations section.

### **3.2. DIVIDENDS**

**On December 31, 2022**, ROMPETROL RAFINARE recorded a **net profit of 666,277,159 lei**, proposed by the Board of Directors of Rompetrol Rafinare to be distributed as follows:

- *Legal reserve* **62,195,597 Lei**
- *Covering the accounting loss from previous years* **604,081,562 Lei**

**On December 31, 2023**, ROMPETROL RAFINARE recorded a **net loss of (550,355,167) lei**, due to which the Company could not grant dividends to shareholders for the financial year 2023.

**On December 31, 2024**, ROMPETROL RAFINARE recorded a **net loss of (470,813,809) lei**, due to which the Company could not grant dividends to shareholders for the financial year 2024.

If Rompetrol Rafinare will register a profit in the following financial years, it can register and pay distributed dividends from the net profit, only after the approval of the annual financial statements by the General Meeting of Shareholders and the proposal for the distribution of the profit.

Information regarding Dividends and the annual distribution of dividends (if applicable) or other benefits to shareholders, will be proposed by the Company's Executive Management (General Manager and Economic Director) and adopted by the Board of Directors.

The profit distribution proposal (when applicable) will be subject to approval during the Annual Ordinary General Meeting of Shareholders. The Company will publish the principles of the annual dividend distribution policy (when the Company registers this indicator) on the RRC website, in the Investor Relations section/ Shares and shareholders subsection / Information about shares/Dividends.

The information regarding the payment of dividends (if it will be possible to calculate and grant them after the approval of the annual financial statements and the proposal for the distribution of the net profit), the way in which the payment will be made, as well as the dates on which the dividend payment will be prescribed (when applicable) will be published on the RRC website.



### **3.3. OWN ACTIONS**

At the end of 2024, ROMPETROL RAFINARE held a total number of 3,698,582 own shares, with a nominal value of 0.10 lei each, for a total value of 369,858.2 lei, representing 0.01393% of the issued share capital.

From the total of 3,698,582 shares registered in the Company's account on 31.12.2024, a number of 4,733 shares resulted from the registration of the reduction of the share capital on December 8, 2021, in proportion to the shareholders' participation quota on the registration date of December 7, 2021, and of the rounding down method used for the above-mentioned operation, approved by EGMS Resolution no. 7/2021 as of August 6, 2021.

During the financial year, ended on December 31, 2024, the Company did not trade (bought or sold) its own shares.

In 2024, Rompetrol Rafinare S.A. it did not redeem or cancel its own shares.

### **3.4. THE NUMBER AND NOMINAL VALUE OF THE SHARES ISSUED BY THE PARENT COMPANY, HELD BY THE SUBSIDIARIES**

In 2024, the company's subsidiaries did not hold shares issued by Rompetrol Rafinare S.A.

### **3.5. OTHER INFORMATION**

#### ***Changes in the management of the Company - the Board of Directors***

**In 2024**, the following changes took place at the Board of Directors level:

- **April 26, 2024:** By Decision No. 2/2024 taken by the Ordinary General Meeting of Shareholders, following the expiry of the terms of office of the provisional directors appointed according to the Decision of the Board of Directors of July 24, 2023 and Decision No. 1 of the Board of Directors of September 25, 2023, the election of Ms. Tamila Mikulich, Mr. Constantin Saragea and Mr. Pavel Romanenko as permanent members of the Board of Directors for a term of office as from April 26, 2024 (the date of the OGMS) to April 30, 2026 (the date of expiry of the term of office of the other permanent members of the Board of Directors) was approved. On April 25, 2024, the terms of office as provisional directors of the following persons expired: Ms. Tamila Mikulich and Mr. Constantin Saragea appointed by the Decision of the Board of Directors of July 24, 2023, and Mrs. Zhamilya Meshitbay appointed by the Decision No. 1 of the Board of Directors of September 25, 2023, respectively.

The abovementioned approvals taken by the shareholders at the meeting held on April 26, 2024, were reported to the capital market institutions as well as to the shareholders and investors through Current Report No. 2755/April 29, 2024.

Through Current Report No. 2755 published on April 29, 2024, the Company has informed the shareholders and investors about the above-mentioned Decisions adopted at the OGMS held on April 26, 2024, including Decision No. 2/2024 regarding the changes in the composition of the Board of Directors as of April 26, 2024.

- **October 15, 2024:** through Current Report No. 6180 published on October 15, 2024, the Company informed shareholders and investors about the **Decisions of the Board of Directors of October 14, 2024**, regarding changes in the Board of Directors and the Strategy Committee, namely, the appointment of Mr. Sergey Khegay as provisional director and Chairman of the Board of Directors, following the resignation of Mr. Batyrzhan Tergeussizov from the mandate as member and Chairman of the Board of Directors starting with October 14, 2024 (last day of mandate).

According to the provisions of Article 137<sup>2</sup> of the Companies Law No. 31/1990, republished, as amended, and Article 14.6 of the Articles of Association of Rompetrol Rafinare SA, upon the proposal of the members of the Board of Directors, Mr. Sergey Khegay was appointed as a provisional member of the Board of Directors, as from October 15, 2024, until the next

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

Ordinary General Meeting of the Company's Shareholders which will debate on the confirmation of the mandate of the provisional director or the election of another director.

According to Article 140<sup>1</sup> para. 1 of the Companies Law No. 31/1990, republished, as amended, and Article 14.1 of the Articles of Association of Rompetrol Rafinare S.A., Mr. Sergey Khegay was appointed Chairman of the Board of Directors of the Company, effective as from October 15, 2024.

At the same time, the Board of Directors approved the appointment of Mr. Sergey Khegay as a member of the Strategy Committee of Rompetrol Rafinare S.A., for a term of office starting October 15, 2024. At the same meeting, the Board of Directors approved the appointment of Mr. Pavel Romanenko as a member of the Strategy Committee of Rompetrol Rafinare S.A., for a term of office from October 15, 2024, to April 30, 2026 (end date of the current term of office of the Company's directors).

As a result, in 2024, the composition of the Board of Directors changed as follows:

From January 1, 2024, to April 25, 2024, the Board of Directors consisted of seven directors, as follows:

- **Batyrzhan Tergeussizov**, citizen of Kazakhstan, Chairman of the Board of Directors
- **Adrian Tohănean**, Romanian citizen, member of the Management Board
- **Nicolae Bogdan Codruț Stănescu**, Romanian citizen, member of the Management Board
- **Bogdan-Cătălin Steriopol**, Romanian citizen, member of the Management Board
- **Tamila Mikulich**, citizen of Ukraine, provisional member of the Management Board
- **Constantin Saragea**, Romanian citizen, provisional member of the Management Board
- **Zhamilya Meshitbay**, citizen of Kazakhstan, provisional member of the Management Board

From April 26 to October 14, 2024, the Board of Directors consisted of seven directors, as follows:

- **Batyrzhan Tergeussizov**, citizen of Kazakhstan, Chairman of the Board of Directors
- **Adrian Tohănean**, Romanian citizen, member of the Management Board
- **Nicolae Bogdan Codruț Stănescu**, Romanian citizen, member of the Management Board
- **Bogdan-Cătălin Steriopol**, Romanian citizen, member of the Management Board
- **Tamila Mikulich**, citizen of Ukraine, member of the Management Board
- **Constantin Saragea**, Romanian citizen, member of the Management Board
- **Pavel Romanenko**, citizen of Kazakhstan, member of the Management Board.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



From October 15, 2024, the Board of Directors consisted of seven non-executive members, as follows:

- **Sergey Khegay**, citizen of Kazakhstan, provisional member and Chairman of the Board of Directors
- **Adrian Tohănean**, Romanian citizen, member of the Management Board
- **Nicolae Bogdan Codruț Stănescu**, Romanian citizen, member of the Management Board
- **Bogdan-Cătălin Steriopol**, Romanian citizen, member of the Management Board
- **Tamila Mikulich**, citizen of Ukraine, member of the Management Board
- **Constantin Saragea**, Romanian citizen, member of the Management Board
- **Pavel Romanenko**, citizen of Kazakhstan, member of the Management Board

*Changes in the Company management – Executive Directors*

In 2024, the following changes in Executive Management took place:

**General Manager**

*September 10, 2024:* by this Current Report 5449 published on September 11, 2024, RRC informed the shareholders and investors about Decision No. 1 of the Board of Directors of September 10, 2024, regarding the extension of the term of office of the General Manager of Rompetrol Rafinare S.A., Mr. Florian-Daniel POP, for one (1) year, i.e. from October 1, 2024, to September 30, 2025 (last day of term of office). Mr. Florian-Daniel POP served as General Manager from September 30, 2023, to September 30, 2024.

**Financial Manager**

*February 27, 2024:* Through Current Report No. 1193 published on February 28, 2024, the Company informed the shareholders and investors about Decision No. 2 of the Board of Directors of February 27, 2024, regarding the appointment of the Financial Manager of Rompetrol Rafinare SA, namely Mr. **Alexandru Stavarache**, for a term of office from March 1, 2024, to April 30, 2026 (the date of expiration of the terms of office of the members of the Board of Directors who made this appointment). Mr. Alexandru Stavarache served provisionally as Financial Manager from December 1, 2023, to February 29, 2024.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

#### 4. INDIVIDUAL FINANCIAL STATEMENT AS AT 31.12.2024

The individual financial statements are attached. Extracts containing the main elements are presented below.

##### a) *THE INDIVIDUAL FINANCIAL POSITION STATEMENT*

***THE SITUATION OF THE MAIN INDICATORS DURING THE PERIOD***  
***31.12.2022 to 31.12.2024***

|                                 | 2024                  |             | 2023                  |             | 2022                  |             |
|---------------------------------|-----------------------|-------------|-----------------------|-------------|-----------------------|-------------|
|                                 | Lei                   | %           | Lei                   | %           | Lei                   | %           |
| Intangible assets               | 69,802,263            | 1%          | 111,338,667           | 1%          | 13,497,269            | 0%          |
| Goodwill                        | 152,720               | 0%          | 152,720               | 0%          | 152,720               | 0%          |
| Tangible assets                 | 2,982,313,211         | 30%         | 2,775,931,136         | 27%         | 4,163,154,164         | 40%         |
| Rights of use assets            | 47,814,036            | 0%          | 50,440,933            | 0%          | 53,769,901            | 1%          |
| Investments in subsidiaries     | 3,741,084,832         | 37%         | 3,531,898,492         | 35%         | 3,170,968,557         | 31%         |
| Deferred tax asset              | 64,440,282            | 1%          | 21,533,586            | 0%          | -                     | 0%          |
| Long-term receivables           | 27,754,000            | 0%          | 41,254,000            | 0%          | -                     | 0%          |
| <b>Total non-current assets</b> | <b>6,933,361,344</b>  | <b>69%</b>  | <b>6,532,549,534</b>  | <b>63%</b>  | <b>7,401,542,611</b>  | <b>72%</b>  |
| Inventories, net                | 1,352,193,135         | 14%         | 1,411,718,964         | 14%         | 1,226,387,029         | 12%         |
| Debts and expenses              | 1,315,421,500         | 13%         | 1,719,861,179         | 17%         | 1,676,716,096         | 16%         |
| Derivatives                     | -                     | 0%          | -                     | 0%          | 11,856,741            | 0%          |
| Cash at bank and in hand        | 401,448,104           | 4%          | 613,521,713           | 6%          | 23,243,490            | 0%          |
| <b>Total current assets</b>     | <b>3,069,062,739</b>  | <b>31%</b>  | <b>3,745,101,856</b>  | <b>37%</b>  | <b>2,938,203,356</b>  | <b>28%</b>  |
| <b>TOTAL ASSETS</b>             | <b>10,002,424,083</b> | <b>100%</b> | <b>10,277,651,390</b> | <b>100%</b> | <b>10,339,745,967</b> | <b>100%</b> |

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



KazMunayGas  
International  
Group Member

|   | 2024                  |             | 2023                  |             | 2022                  |             |
|---|-----------------------|-------------|-----------------------|-------------|-----------------------|-------------|
|   | Lei                   | %           | Lei                   | %           | Lei                   | %           |
| Subscribed Share Capital                        | 2,655,920,573         | 27%         | 2,655,920,573         | 26%         | 2,655,920,573         | 26%         |
| Premium related to capital                      | 232,637,107           | 2%          | 232,637,107           | 2%          | 232,637,107           | 2%          |
| Revaluation reserve, net of deferred tax impact | 508,991,799           | 5%          | 648,509,953           | 6%          | 1,205,293,893         | 12%         |
| Other reserves                                  | 3,466,473,085         | 35%         | 3,474,407,165         | 34%         | 3,467,988,066         | 34%         |
| Reported loss                                   | (4,909,342,958)       | -49%        | (4,498,505,945)       | -44%        | (5,308,123,759)       | -51%        |
| Result of the current financial year            | (470,813,809)         | -5%         | (550,355,167)         | -5%         | 666,277,159           | 6%          |
| <b>Total Equity</b>                             | <b>1,483,865,797</b>  | <b>15%</b>  | <b>1,962,613,686</b>  | <b>19%</b>  | <b>2,919,993,039</b>  | <b>28%</b>  |
| Long-term loans from banks                      | 1,317,919,120         | 13%         | 1,195,433,220         | 12%         | -                     | 0%          |
| Provisions                                      | 501,826,097           | 5%          | 499,613,187           | 5%          | 518,326,405           | 5%          |
| Long-term lease debts                           | 50,193,790            | 1%          | 52,429,915            | 0%          | 54,700,998            | 1%          |
| Deferred tax liability                          | -                     | 0%          | -                     | 0%          | 214,628,629           | 2%          |
| <b>Total non-current liabilities</b>            | <b>1,869,939,007</b>  | <b>19%</b>  | <b>1,747,476,322</b>  | <b>17%</b>  | <b>787,656,032</b>    | <b>8%</b>   |
| Trade and other payables                        | 6,168,801,187         | 62%         | 5,956,570,269         | 58%         | 5,648,166,879         | 55%         |
| Contract liabilities                            | 210,990,531           | 2%          | 274,823,341           | 3%          | 98,232,193            | 1%          |
| Short-term lease debts                          | 2,855,664             | 0%          | 2,693,673             | 0%          | 2,859,828             | 0%          |
| Derivatives                                     | 16,188,271            | 0%          | -                     | 0%          | 21,584,319            | 0%          |
| Short-term borrowings from related parties      | 30,820,089            | 0%          | -                     | 0%          | -                     | 0%          |
| Short term bank loans                           | 218,963,537           | 2%          | 192,674,641           | 2%          | 283,618,888           | 3%          |
| Income tax payable                              | -                     | 0%          | 140,799,458           | 1%          | 577,634,789           | 6%          |
| <b>Total current liabilities</b>                | <b>6,648,619,279</b>  | <b>66%</b>  | <b>6,567,561,382</b>  | <b>64%</b>  | <b>6,632,096,896</b>  | <b>64%</b>  |
| <b>TOTAL LIABILITIES AND EQUITY</b>             | <b>10,002,424,083</b> | <b>100%</b> | <b>10,277,651,390</b> | <b>100%</b> | <b>10,339,745,967</b> | <b>100%</b> |

- i) Within the assets, an important share (30%) it represents the **tangible non-current assets** – lands, buildings, technical equipment, construction in progress. At the end of 2024, these reached the value of Lei 2,982,313,211, higher by 7% than that recorded in 2023, respectively lower 28% than that recorded in 2022 especially influenced by the following factors:
- continuation of the new investments;

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

- depreciation and impairment of fixed assets;
  - the results of the valuations process of tangible non-current assets as of 31.12.2023 according to the accounting policy adopted by the Company on the recognition and measurement of all tangible non-current assets, from the cost model to the fair value model starting with the financial year ended on 31.12.2021.
- ii) Within the **Investments in subsidiaries** (37%), the entire value (Lei 3,741,084,832) is represented by shares held in the affiliated entities. Their value was revalued at 31.12.2024 as a result of the change in accounting policy regarding the recognition of the Company's financial investments from the cost method to the fair value method starting with the financial year ended on 31.12.2021.
- iii) **Receivables and prepayments** (13%) are lower than those booked at 31.12.2023 by 24%.
- iv) **Share capital** (27%) registers a value similar to that at the end of 2023.
- v) **Equity** registered the value of Lei 1,483,865,797, reaching a level with 24% lower than the value on 31.12.2023 and 49% than the equity at the end of 2022. The reduction in the level of equity is mainly due to the negative result recorded in 2024 (loss of RON 471 million).
- vi) **Trade and other payables** at the end of 2024 register an increase of 4% compared to their value recorded on 31.12.2023 and 9% compared to the end of 2022.
- vii) With regard to **short-term loans (from banks)** their level reached at the end of 2024 a total value of Lei 249,783,626, up by 30% compared to the end of 2023. Compared to the end of 2022, they decreased by 12%.
- viii) With regard to **long-term loans (from banks)** the level at the end of 2024 is in total value of Lei 1,317,919,120 (up 10% compared to the level recorded at the end of 2023), represented by the utilization of the new loan agreement of up to USD 600 million revolving facility (with maturity April 2026).



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

**b) THE PROFIT AND LOSS ACCOUNT**

*Lei*

| Continuous activities                                    | 2024                    | 2023                    | 2022                    |
|--|-------------------------|-------------------------|-------------------------|
| <b>Net Turnover</b>                                      | <b>15,014,243,836</b>   | <b>17,120,703,327</b>   | <b>23,026,777,606</b>   |
| Gross incomes from the sales of petroleum finished goods | 19,495,441,462          | 21,232,017,845          | 27,262,684,386          |
| Income from sales of goods                               | 80,111,597              | 2,047,197               | 43,815,508              |
| Income from sales of utilities                           | 21,501,822              | 27,445,317              | 17,256,728              |
| Income from sales of other products                      | 564,060                 | 392,531                 | 492,997                 |
| Income from rents and other services                     | 18,285,348              | 17,482,320              | 17,272,901              |
| Gross turnover   | 19,615,904,288          | 21,279,385,210          | 27,341,522,521          |
| Minus sales associated taxes                             | (4,601,660,452)         | (4,158,681,883)         | (4,314,744,915)         |
| <b>Total</b>   | <b>15,014,243,836</b>   | <b>17,120,703,327</b>   | <b>23,026,777,606</b>   |
| <b>Cost of sold production</b>                           | <b>(14,413,354,318)</b> | <b>(16,688,163,711)</b> | <b>(21,069,220,156)</b> |
| of which:  |                         |                         |                         |
| Crude oil and other raw materials                        | 13,098,926,105          | 14,940,352,794          | 18,050,794,740          |
| Utilities  | 673,206,936             | 919,008,059             | 1,003,551,251           |
| <b>Gross Profit</b>                                      | <b>600,889,518</b>      | <b>432,539,616</b>      | <b>1,957,557,450</b>    |
| Distribution and general administrative expenses         | (500,979,963)           | (423,197,026)           | (446,821,707)           |
| Other operational incomes/(expenses)                     | (65,376,559)            | (668,830,546)           | (184,607,583)           |
| <b>Operational Profit / (Loss)</b>                       | <b>34,532,996</b>       | <b>(659,487,956)</b>    | <b>1,326,128,160</b>    |
| Financial expenses                                       | (539,245,395)           | (460,970,175)           | (383,275,538)           |
| Financial income   | 323,057,464             | 458,110,750             | 582,374,723             |
| Net (Losses)/ gains on exchange rate difference          | (332,065,569)           | 124,797,627             | (323,129,338)           |
| <b>Gross Profit / (Loss) before taxation</b>             | <b>(513,720,504)</b>    | <b>(537,549,754)</b>    | <b>1,202,098,007</b>    |
| Income tax   | 42,906,695              | (12,805,413)            | (535,820,848)           |
| <b>Exercise Profit / (Loss)</b>                          | <b>(470,813,809)</b>    | <b>(550,355,167)</b>    | <b>666,277,159</b>      |

- i. **The net turnover** registered in 2024 was lower by 12% compared to 2023, respectively 35% compared to 2022. The turnover in 2024 was mainly impacted by the volatility of the environment by the international oil and natural gas market transposed into lower quotations for oil products sold compared to the previous year and compared to 2022, on the background of a lower volume of sales.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

- ii. In respect of the **cost of production sold**, it registers a decrease of approximately 14% compared to 2023 and of 32% compared to the value recorded in 2022. The variations of 2024 compared to 2023 and 2022 were mainly determined by the volatility of the international oil and natural gas market environment, which generated decreased quotations during 2024 compared to 2023 and 2022, on the background of lower level of processed raw materials.
- iii. At 31.12.2024, Rompetrol Rafinare S.A. recorded an **operational profit of Lei 34,532,996**, compared to the negative result recorded in 2023 in the amount of Lei (659,487,956), and to the positive result recorded in 2022 in the amount of Lei 1,326,128,160.  
The positive operating result in 2024 is recorded on the background of increased gross profit margins translated into RON compared to those recorded in 2023 and unaffected by other exceptional operating expenses as recorded in 2023 due to the revaluation process of tangible assets. According to the accounting policy adopted by the Company starting with the financial period completed at 31.12.2021, Rompetrol Rafinare SA performed the valuation process of property, plant and equipment as of 31.12.2023. Considering this, a net loss from revaluation was recorded in amount of RON 687 million, being related to items for which the revalued amount was lower than the carrying amount and no previous revaluation reserve was recorded or revaluation reserve previously recorded was lower. Therefore, the result of the revaluation has a significant impact on the operating result of the Company in 2023.
- iv. **Financial expenditures** registered an increase of 17% in 2024 compared to 2023 and by 41% respectively compared to the level recorded in 2022. It is worth mentioning that, at the end of 2024, the company recorded loss from exchange rate differences in the amount of Lei (332,065,569), compared to the gains recorded in 2023 in the amount of Lei 124,797,627 and Lei (323,129,338) loss recorded in 2022. The unfavourable exchange rate differences recorded at the end of 2024 are due to the depreciation of the national currency against USD in 2024. Thus, if at the end of 2023 1 USD = 4.4958 lei, at 31.12.2024, 1 USD was equal to 4.7768 lei.  
In 2024 the Company registered **financial revenues** in the amount of RON 323 million with 29% lower than those recorded during 2023 in the amount of RON 458 mil. and 45% lower than those of 2022 in the amount of RON 582 mil. The financial revenues from 2024 are mainly due to the recognition of revenues in the amount of RON 276 million from the revaluation of investments in subsidiaries as a result of the change in the accounting policy regarding the recognition of the Company's financial investments from the cost method to the fair value method starting with the financial year ended 31.12.2021.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

The net effect (revenues less expenses) of recognizing investments in subsidiaries at fair value starting with the financial year ended on 31.12.2021 as a result of the change in accounting policy is: gain of RON 209 mil. in 2024, gain of RON 361 mil. in 2023; gain of RON 538 mil. in 2022.

- v. In respect of the **final result of the financial exercise** concluded on 31.12.2024, **the Company recorded a net loss in amount of Lei (470,813,809)**, this being influenced by the volatility of the international oil and natural gas market environment translated into lower prices for purchased and processed raw materials as well as lower prices for petroleum products sold, on the background of lower volumes of production and sales of petroleum products carried out in 2024 compared to 2023.

A significant impact on the net result of the year 2024 is represented by the negative result recorded from exchange rate differences in the amount of (332,065,569) lei as a result of the depreciation of the national currency against the USD during 2024.

The negative net result in 2024 was also influenced by the recognition by the Company of a turnover tax in the amount of 72.1 million RON (specific turnover tax introduced in 2024 for legal entities carrying out activities in the oil and natural gas sectors and which registered a turnover of over EUR 50 million in the previous year).

A positive impact in net result of the period ended at 31.12.2024 is coming from the recognition of a revenue from deferred income tax in the amount of Lei 42 million.

**c) CASH FLOW STATEMENT**

Cash flows from operating activity during 2024 were influenced by the production and sales activities, the Company recording decreased net refining margins compared to 2023, on the ground of the decrease in international quotations in raw materials purchased and petroleum products sold, on the background of lower volumes of raw materials purchased and processed and petroleum products sold in 2024 compared to those recorded in 2023. The lower production and sales volumes were also impacted by the planned shutdown for turnaround activity starting with 8th of March 2024 and finalized in May 2024 and due to a lower throughput of 10.67 kt/day considering operation of Petromidia refinery without Mild Hydrotreater (MHC unit) in Q1 2024.

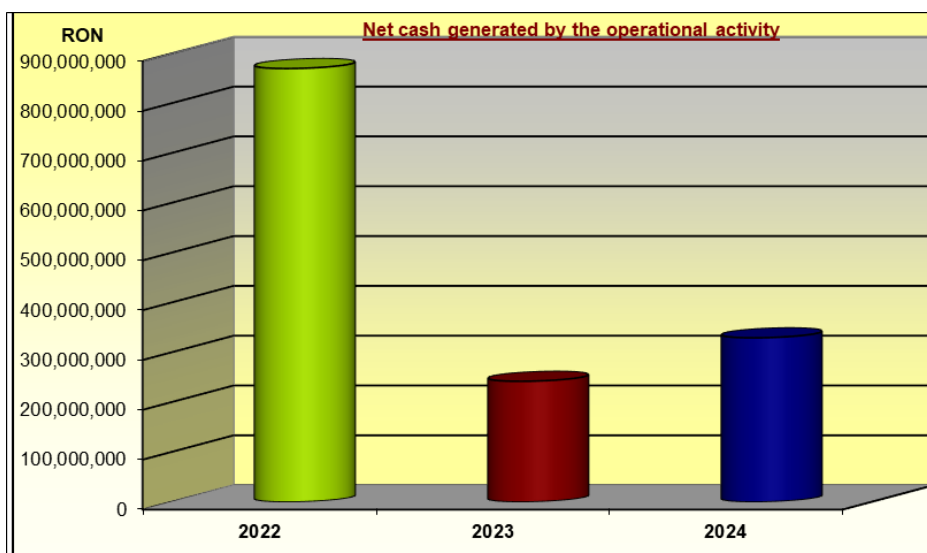
**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



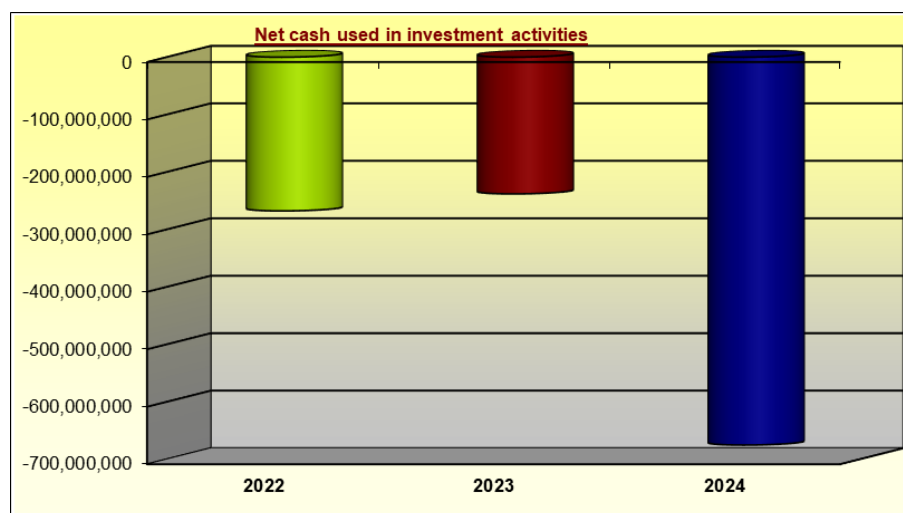
**rompetrol**

KazMunayGas  
International  
Group Member

Net Cash flows from operating activities were significantly impacted by the solidarity contribution in amount of 141 million due for 2023 and paid to the State Budget in 2024.



Major investment projects in 2024 concerned works related to the General Turnaround of the refineries and Company's petrochemicals division, the authorization / reauthorization of equipment from the point of view of ISCIR, the projects of replacement catalysts, the project of acquisition and replacement of new reactors, static refinery equipment replacement projects, implementation of facility safety measures packages, tank rehabilitation and other projects.





**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

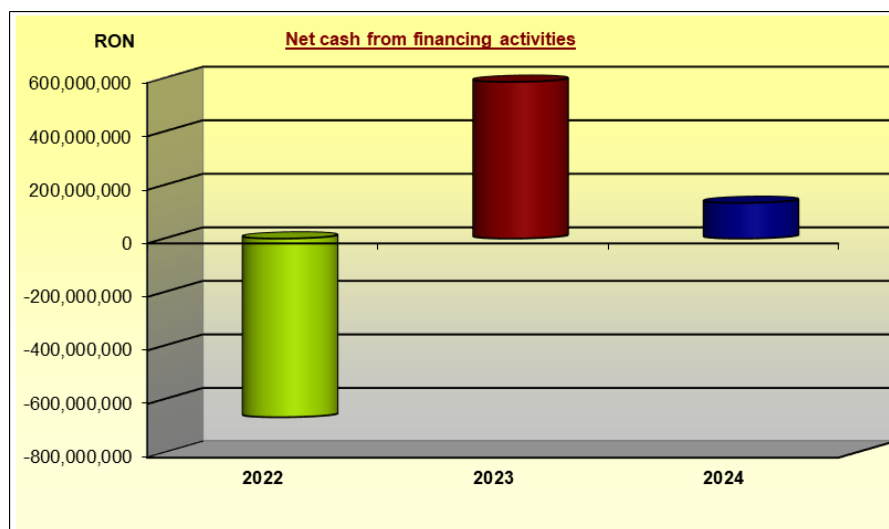
KazMunayGas  
International  
Group Member

The cash flow from the financing activities during 2024 was influenced by Company's utilization of Cash pooling contract – a system for optimizing the cash balances, in order to support both the needs generated by the investment activity and the development of the operational activity of the refinery the level of its utilization registering an increase by 46% at the end of 2024 compared to the balance at the end of 2023.

In 2023 the KMG International Group finalized the negotiation for refinancing of the syndicated working capital loan and increase it up to USD 600 million. The facility consists of two parts out of which: USD 265.9 million are committed over 3 years period with an option of adding another 2 years period, and USD 265.9 million as overdraft over one-year period, being an uncommitted facility. Rompetrol Rafinare used the new credit facility starting in 2023, reaching an exposure of 1.3 billion lei on this credit facility at the end of 2024.

The company also contracted loans in 2024 worth 30.6 million lei for a term of 1 year from the affiliated company Rompetrol Gas SRL for the purpose of paying the specific turnover tax for the first two quarters of 2024.

The Company's Cash flow from financing activities in 2024 was also impacted by the interest and bank charges paid for financing the activity amounting to RON 478 million.



## **5. CORPORATE GOVERNANCE DECLARATION**

Rompetrol Rafinare is a company managed in a one-tier management system, issuer of shares listed on the regulated market administered by Bursa de Valori București S.A. ("BVB"). The admission to trading of the shares issued by the Company on the market operated by BSE was decided by Decision No. 27 dated 03/25/2004 of the Stock Exchange Council regarding the admission to trading and the trading starting date was April 7, 2004. Before this date, the Company shares were listed on the regulated market operated by RASDAQ.

The Company's shares are traded at BSE under the market symbol "RRC".

The Corporate Governance Report of Rompetrol Rafinare S.A. for the year 2024 is drafted according to the Corporate Governance Code (here forth CGC or the Code), to Law No. 24/2017 on the issuers of financial instruments and market operations, to the regulations and instructions issued by the Financial Supervisory Authority (here forth FSA) and to the stock exchange regulations.

The Code aims to ensure high transparency and visibility for all shareholders and third parties (here forth stakeholders).

### **5.1. THE BVB STANDARDS REGARDING THE CORPORATE GOVERNANCE**

Rompetrol Rafinare adhered for the first time to the Corporate Governance Code issued by the Bucharest Stock Exchange in 2010 and continues to improve its principles of good corporate governance.

During 2024, Rompetrol Rafinare continued to implement good practices for corporate governance so that internal practices meet the new quality requirements of being a company admitted to trading on the BSE.

Rompetrol Rafinare complies with most of the provisions in the Corporate Governance Code that came into force on 4 January 2016. Further details of the Company's compliance with the principles and recommendations set out in the Corporate Governance Code of the Bucharest Stock Exchange are set out in the Corporate Governance Statement, which is an integral part of this Annual Report.

The "Apply or Explain" statement (see Annex 6 to this report) shows the status of the Company's compliance with the new provisions of the BVB CGC. Rompetrol Rafinare will continue to assess the provisions of the Code and any further progress the Company makes towards compliance will be reported to the market. Negative issues (from compliance to non-compliance) will also be reported.



## **5.2. INFORMATION ON THE GENERAL MEETING OF SHAREHOLDERS AND THE SHAREHOLDERS' RIGHTS**

The corporate bodies of RRC, a company managed in a one-tier management system, are structured as follows: The General Meeting of Shareholders, which is the highest decision-making forum of the Company, and the Board of Directors.

### ***General Meeting of Shareholders (GMS)***

The General Meeting of Shareholders is the main corporate governing body of the Company with decision-making powers over the business detailed in the Company's Articles of Incorporation.

In terms of its structure, depending on the matters requiring shareholder approval, the General Meeting of Shareholders may be ordinary or extraordinary.

### ***Ordinary General Meeting of Shareholders (OGMS)***

According to Article 11 of the Company's Articles of Incorporation, as amended, in conjunction with the applicable legal provisions, the Ordinary General Meeting is summoned at least once a year, within the mandatory period provided for by law, and shall have the following main duties:

- a) to discuss, approve or amend the annual financial statements, based on the reports presented by the Board of Directors and the Financial Auditor, and to establish the dividend;
- b) to appoint and revoke Company's directors;
- c) to appoint and establish the minimum duration of the financial audit contract and to revoke the financial auditor;
- d) to fix for each current financial year the remuneration owed to the directors;
- e) to offer its opinion on the management of the directors;
- f) to establish the income and expenses budget, and, if such is the case, the activity program, for the following financial year;
- g) to decide on the pledging, leasing, or closure of one or more units of the Company;
- h) to approve the maximum limits of the remuneration of persons occupying/exercising managerial functions when the law so provides;
- i) to approve the Remuneration Policy for Directors and Executive Officers.

At the same time, per Article 106 of Law No. 24/2017, as republished, the Company is obliged to submit the remuneration policy of the Company's managers to the shareholders for approval at the annual ordinary general meeting of shareholders.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



The Company also submits the Remuneration Report for the most recent financial year to a vote, the opinion of the shareholders resulting from the vote and being of an advisory nature.

***Extraordinary General Meeting of Shareholders (EGMS)***

The Extraordinary General Meeting has the following duties:

- a) to change the Company's legal form;
- b) to move the headquarters of the Company;
- c) to change the Company's object of activity;
- d) to set up or to dissolve secondary offices: branch offices, agencies, representations or any other such units without legal personality;
- e) to extend the duration of the Company;
- f) to increase the share capital;
- g) to reduce the share capital or to replenish it by the issue of new shares;
- h) merger with other companies or division of the Company;
- i) early dissolution of the Company;
- j) conversion of shares from one category to another;
- k) conversion of one category of bonds into another one or into shares;
- l) the bond issue;
- m) any other amendment to the Articles of Incorporation or any other decision for which the approval of an extraordinary general meeting of shareholders is required.

The Extraordinary General Meeting delegates to the Board of Directors the exercise of the powers referred to in paragraphs b) and c) of the above paragraph of the updated Articles of Incorporation.

The Extraordinary General Meeting may also delegate to the Directors the increase of the share capital, per the provisions of Article 86 of Law No. 24/2017 on issuers of financial instruments and market operations.

At the same time, per Article 91, para. 1 and para. 2 of Law No. 24/2017 on issuers of financial instruments and market operations, as republished, the Extraordinary General Meeting of Shareholders approves:

- Acts of acquisition, disposal, exchange, or pledging of assets included in the category of fixed assets of the issuer, the value of which individually or in aggregate during the financial year exceeds 20% of the total value of fixed assets, except receivables.
- Leases of tangible assets for a period exceeding one year, whose individual or aggregate value in relation to the same co-contractor or persons involved or acting in concert exceeds 20% of the value

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

of the total fixed assets, less receivables at the date of conclusion of the legal act, as well as joint ventures for a period exceeding one year, exceeding the same value.

In accordance with the provisions of Law no. 31/1990 on companies, recast, the authorisation for the Company to acquire its own shares is granted by the Extraordinary General Meeting of Shareholders, which shall determine the conditions of such acquisition, in particular the maximum number of shares to be acquired, and in the case of acquisition for consideration, their minimum and maximum value and the period of the operation, in compliance with the law; it shall also determine the manner of disposal of the own shares acquired by the Company.

The convening, functioning, voting process and other provisions relating to the AGA are detailed in the Articles of Incorporation of Rompetrol Rafinare S.A. and in the *"Regulations on the conduct of the General Meeting and protection of the rights of Rompetrol Rafinare S.A. shareholders"* published on the Company's website, under the section *"Investor Relations - Corporate Governance - Corporate Governance Documents"*.

***GMS convening process***

General meetings, both ordinary and extraordinary, are summoned by the Board of Directors of the Company, whenever necessary, per the provisions of the law and the Articles of Incorporation. Notices and, subsequently, AGA Resolutions are sent to the Bucharest Stock Exchange and the Financial Supervisory Authority in accordance with capital market regulations and are also made public on the Company's website, under the section *"Investor Relations - General Meeting of Shareholders"*.

The general meeting of shareholders shall be convened by the directors whenever necessary, by publication of a notice in the Official Gazette of Romania, Part IV, and in one of the widely circulated local or national newspapers at the place of the Company's registered office. General meetings are summoned by the Board of Directors at least 30 days before the scheduled date of the meeting. The notice of the general meeting shall be sent simultaneously to the B.V.B. and the A.S.F., and shall be available at least 30 days before the date of the meeting and on the Company's website at: <https://rompetrol-rafinare.kmginternational.com/>, in the Investor Relations section. All information is disseminated in both Romanian and English.

GMS will be summoned in the following situations:

- (i) Whenever required by the decision of the Board of Directors, by the Chairman of the Board of Directors, or by a member of the Board of Directors, based on a proxy granted by the Chairman.
- (ii) At the request of the shareholders, representing, individually or jointly, at least 5% of the share capital and if the request includes provisions falling within the powers of the meeting.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

Per the applicable provisions (Law No. 31/1990, Law No. 24/2017, the Financial Supervisory Authority Regulation No. 5/2018) as well as the provisions of the Articles of Incorporation, the convening notice of the General Meeting of the Shareholders, includes at least the following information:

- ❖ Name of the issuer.
- ❖ Date, starting time, and venue of the General Meeting of the Shareholders for the first and second calls.
- ❖ Proposed agenda with a clear indication of all topics to be discussed at the meeting.
- ❖ Clear and precise description of the procedures to be followed by shareholders to participate and vote within the GMS, respectively information on:
  - The right of one or more shareholders, representing individually or jointly at least 5% of the Company's share capital, to put topics on the agenda of the general meeting (provided that each topic is accompanied by a justification or a draft decision proposed for adoption by the General Meeting) or to submit draft resolution for the topics included or proposed to be included on the agenda of the General Meeting, within at least 15 days from the date of publication of the convening notice. The agenda filled in with the topics proposed by the shareholders, after summoning, will be published according to all the requirements provided by law and/or the Articles of Incorporation for summoning the general meeting, at least 10 days before the date of the General Meeting of the Shareholders, on the date mentioned in the original convening notice.
  - Specifying expressly that the voting right can be exercised directly, by proxy, or by correspondence, as well as the conditions to exercise such rights. When exercising the vote by proxy (representation), it shall be considered for such type of vote, the proxy forms (special and general) will be used.
  - How the special/general proxy forms can be obtained for the representation within the General Meeting of the Shareholders, the deadline, and the place where proxies will be deposited/received, as well as how the Company can accept the notification regarding the proxy appointed by electronic means.
  - The procedures allowing voting by correspondence.
- ❖ The reference date, as well as the fact that only persons who are shareholders on that date are entitled to attend and vote at the General Meeting of Shareholders; The reference date must meet the following criteria: (i) be subsequent the publication of the summoning and before the GMS, (ii) be before the deadline until when the Company can submit/dispatch the powers, (iii) cannot be prior with more than 30 days before the date of the general meeting to which it applies, (iv) between the publication date of the summoning by the Company and the reference date, a term of at least 8 days should exist. When this term is calculated, the two dates must not be included. (v) between the deadline admitted for the second or next summoning of the general meeting and the reference of at least 6 days should exist. When this term is calculated, the two dates must not be included.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

❖ The deadline to receive the proposals related to the candidates for the board of directors in case the agenda of the meeting also includes electing the directors. The deadline is established so that the period during which a proposal can be made on the candidates for the positions of directors should be a minimum of 3 working days after the publication of the summoning/supplement to the summoning, including the election of the director in the agenda. In the summoning report, it will be mentioned that the list including the information related to the name, domicile, and professional training of the persons proposed as members of the Board of Directors is made available for the shareholders, as it can be read and completed by the shareholders.

❖ The place where the integral text of the documents and resolution drafts can be obtained, as well as other information related to the topics included on the agenda of the General Meeting of the Shareholders, the date when they become available, as well as the procedure to be followed in this regard; the Company ensures the availability of the documents corresponding to the general meeting of shareholders at the office and on the website of the Company <https://rompetrol-rafinare.kmginternational.com/>, at least 30 days before the date of the general meeting until the meeting date.

❖ If the agenda includes proposals for amending the Articles of Incorporation, the convening notice will include the entire text of the proposals.

❖ The Company's website.

❖ Proposal on the Registration Date, Ex Dates, and, if applicable, a proposal on the payment date.

❖ Express specification that the right to vote may be exercised directly, by proxy under a special or general power of attorney or by correspondence and the conditions to exercise such rights.

❖ The way to distribute the correspondence voting ballots and the special proxy form for representation within the General Meeting of the Shareholders, as well as the date when they become available.

❖ Deadline and place where special/general proxies and correspondence voting ballots will be sent/received.

❖ Indication of the exact address where special/general proxies and correspondence voting ballots are sent.

❖ Indication that significant shareholders have the right to opt for the application of the cumulative voting method for the election of members of the Board of Directors, if this topic is on the agenda of the GMS per the provisions of Article 85 of Law No. 24/2017, as republished.

The convening notice of the general meeting, any other topics added to the agenda at the request of the shareholders, the documents and information materials relating to the topics on the agenda of the general meeting, the annual financial statements, the annual report, the proposal on the distribution of dividends (if any), the special proxy forms, the postal ballot papers, and the draft resolutions are available to the shareholders of the Company in both Romanian and English at the Company's registered office and can be downloaded from the Company's website from the date of publication of the convening notice of the general meeting.

Shareholders will be able to request copies of these documents in writing, by post, or by e-mail.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

Shareholders representing individually or jointly at least 5% of the share capital of the Company may request by a request addressed to the Board of Directors the introduction of new topics on the agenda, and/or submit draft decisions for topics included on the agenda, no later than 15 days after the publication of the convening notice. The agenda supplemented with the topics proposed by the shareholders will be published at least 10 days before the General Meeting, on the date mentioned in the original convening notice.

Each shareholder may address questions in writing to the Board of Directors concerning the topics on the agenda of the General Meeting of Shareholders before the date of the General Meeting of Shareholders, which will be answered at the Meeting. The Company is obliged to answer questions from shareholders. The Company may formulate a general answer to questions of the same content. An answer is deemed to have been given if the information requested is published on the Company's website <https://rompetrol-rafinare.kmginternational.com/>, in question – answer format.

Per capital market regulations, drafts resolutions submitted to the GMS for approval, as well as other supporting materials, are published on the Company's website from the date of publication of the convening notice.

### ***Quorum requirements***

Shareholders present at the meeting (directly or by representative) as well as those who have submitted a valid correspondence voting ballot will be taken into account by the technical secretariat of the meeting when determining the weight of the share capital represented at the meeting out of the total share capital of Rompetrol Rafinare S.A., to establish the quorum required to hold the meeting and the validity of the resolutions adopted.

### **OGMS**

For the first call of the OGMS, the quorum requirements are met if shareholders representing at least 1/4 of the total number of voting rights are present or represented at the meeting. Resolutions may be validly passed with the “for” vote of shareholders representing a majority of the votes cast. For the second call, the meeting may decide on topics included on the agenda of the first call, regardless of the number of shareholders present, by the vote of shareholders representing a majority of the votes cast.

### **EGMS**

For the first call of the EGMS, the quorum requirements are met if shareholders representing at least 1/4 of the total number of voting rights are present or represented at the meeting. Decisions may be validly passed with the “for” vote of shareholders representing a majority of the votes held by the

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

shareholders present or represented. For the second call, the Meeting may decide on topics included on the agenda of the first call if at least 1/5 of the total number of voting rights are present or represented, adopting resolutions by a majority of the votes held by the shareholders present or represented.

Resolutions to change the Company's main object of activity, to reduce or increase the share capital, to change the legal form, to merge, to divide or to dissolve the Company shall be taken by a majority of at least two-thirds of the voting rights held by the shareholders present or represented.

To properly inform investors about the convening/organization/holding of general meetings of shareholders, the Company prepares and sends to the Bucharest Stock Exchange and the Financial Supervisory Authority the following current reports:

- a) The decision of the Board of Directors on the convening of the general meeting.
- b) The request made by the shareholders entitled to convene/supplement the agenda of the general meeting.
- c) The convening notice of the general meeting of shareholders.
- d) Failure of the general meeting of shareholders to adopt a resolution due to a lack of quorum or failure to meet the majority requirements.
- e) Resolutions of general meetings of shareholders.

***THE GENERAL MEETING OF THE SHAREHOLDERS OF ROMPETROL RAFINARE S.A.,  
ACCORDING TO ITS UPDATED ARTICLES OF INCORPORATION***

The general meeting may be summoned at the headquarters of the Company or in other places established by the directors according to the convening notice. At the general meetings of shareholders, only the shareholders registered in the Register of Company Shareholders, held, and issued by Depozitarul Central S.A. Bucharest, have the right to participate and vote on the reference date established through the convening notice of the general meeting. According to the legal provisions, the shareholders may be personally represented (by legal representatives) or by representative, based on a special power of attorney granted for that General Meeting or a general power of attorney granted for a period not exceeding 3 years, or by correspondence, based on a voting Form by correspondence, both documents being made available to the shareholders, translated into English language. The shareholders may fill in the Special/ General Powers of Attorney or the voting Form by correspondence either in Romanian or in English.

The shareholders may also be represented at the general meeting by persons who do not have the condition of the Company shareholders, except for the directors.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

The proxy may not be replaced by another person. Where a proxy is a legal person, it may exercise its mandate through any person who is a member of its administrative or management body or its employees.

Legal persons may be represented by their legal representatives, who may in turn give other persons a proxy for that General Meeting.

In addition to the rules for the organization and conduct of GMSs, RRC fully complies with the legal provisions governing the process of holding GMSs of listed companies.

The general meeting is chaired by the Chairman of the Board of Directors or by a person appointed by the latter, who appoints, among the members of the general meeting members or the company shareholders, one to three secretaries, plus a technical secretary among the employees. They will draft the list of the presence of shareholders and verify the following:

- Identity documents of the people attending the General Meeting as shareholders or their proxies;
- Special or general power of attorney presented by the proxies of the shareholders. The special power of attorney is valid only for the General Meeting of Shareholders for which it has been requested.
- Correspondence voting ballots.

The secretary of the meeting shall also verify the fulfillment of the legal conditions regarding the quorum of the presence of shareholders for validating the general meetings.

If the ordinary or extraordinary general meeting cannot take place because the legal conditions of attendance are not met, the meeting that will take place at a second summoning may deliberate upon the matters of the agenda of the first meeting, regardless of the gathered quorum for OGMS, respectively with the presence of the shareholders holding at least 1/5 of all the voting rights for EGMS, passing decisions with the majority of the expressed votes (for OGMS)/ votes held by the attending or represented shareholders (for EGMS).

After submitting the materials corresponding to the agenda, the shareholders are invited to ask questions and the issues referred to debate are subject to a vote by the Chairman of the meeting.

The resolutions of the general meeting are taken by open vote, except for the cases when the general meeting decides for the vote to be secret or if the law requires a secret vote.

Each share entitles to express one vote within meetings of the general meeting of shareholders of Rompetrol Rafinare. The person representing several shareholders based on special powers of attorney expresses the votes of the represented persons by summing up the total number of votes “for”,

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

“against” and position of “abstention” without compensation (e.g., “at point x on the agenda I represent “a” votes “for”, “b” votes “against” and “c” abstention”). The votes thus expressed are validated or, as the case may be, invalidated, based on the third copy of the special power of attorney, by the secretary of the general meeting. The votes pertaining to the special power of attorney are exercised only in the manner decided by the shareholder.

The secretary or secretaries of the meeting, based on the freely expressed vote by the shareholders, shall draft the minutes of the general meeting.

Within no more than 24 hours of the date the general meeting of shareholders took place, the company prepares a current report presenting in a short form the method employed to hold the General Meeting, as well as the resolutions adopted during the meeting. The Report shall be submitted to the institutions of the capital market, respectively to BSE and FSA. The current report corresponding to the resolutions adopted by the general meeting of shareholders is published on the Company website together with the vote results. Moreover, the decisions of the general meeting are published in the Romanian Official Gazette, Part IV.

## ***RESOLUTIONS ADOPTED BY THE GENERAL MEETINGS OF SHAREHOLDERS DURING 2024***

***The Ordinary General Meeting of Shareholders of Rompetrol Rafinare on April 26, 2024***, decided the following:

- Approving the Individual Annual Financial Statements as of and for the year ended December 31, 2023, drawn up according to the Order of the Ministry of Public Finance No. 2844/2016 on the approval of the Accounting Regulations according to International Financial Reporting Standards (IFRS), adopted by the European Union, as subsequently amended and supplemented, and of the Consolidated Annual Financial Statements (drafted according to IFRS), audited, as of and for the year ended December 31, 2023, based on the Annual Reports of the Board of Directors for 2023 and the Independent Financial Auditor's Reports drafted by Ernst & Young Assurance Services SRL for 2023;
- Discharging all directors of the Company for their activities carried out in the fiscal year 2023 based on the reports submitted;
- Approving the Income and Expenditure Budget for 2024 and the Company's Production Program for 2024, including the Investment Budget for 2024;



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

- Approving the election of Ms. Tamila Mikulich, Mr. Constantin Saragea and Mr. Pavel Romanenko as permanent members of the Board of Directors of the Company for a term of office starting on April 26, 2024 (OGMS date) and until April 30, 2026 (the date of expiration of the term of office of the current members of the Board of Directors).
- Approving the gross monthly remuneration due for the fiscal year 2024 to the members of the Board of Directors, as well as establishing the general limit of the additional remuneration of the members of the Board of Directors who have been granted specific roles within the Board of Directors, as follows:
  - *For each member of the Board of Directors, a net monthly remuneration of RON 10,000, corresponding to a gross monthly remuneration of RON 17,094, the tax and social contributions related to this remuneration, owed by the members of the Board of Directors, being withheld and paid to the state budget according to the provisions of tax legislation.*
  - *For each member of the Audit Committee, a net monthly remuneration of RON 4,000, corresponding to a gross monthly remuneration of RON 6,838, the tax and social contributions related to this remuneration, owed by the members of the Audit Committee, being withheld and paid to the state budget according to the provisions of the tax legislation.*
  - *For each member of the Strategy Committee, a net monthly remuneration of RON 4,000, corresponding to a gross monthly remuneration of RON 6,838, the tax and social contributions related to this remuneration, owed by the members of the Strategy Committee, being withheld and paid to the state budget according to the provisions of the tax legislation.*
- Approving by unanimity of the votes cast (votes “for” representing 99.3659% of the share capital and 100% of the votes cast and no votes “against”) of the Remuneration Report of the Company's management structure for the fiscal year 2023, subject to the OGMS's advisory vote, considering the provisions of Article 107 (6) of Law No. 24/2017 on issuers of financial instruments and market operations, republished.
- Approving the reappointment of Ernst & Young Assurance Services S.R.L., a limited liability company registered with the Trade Register under No. J40/5964/1999, Unique Registration Code 11909783, as a financial auditor of Rompetrol Rafinare S.A., for one (1) year, respectively for auditing the financial statements of the Company for the financial year 2024, the duration of the audit service contract being one (1) year.
- Approving the date of May 21, 2024, as the registration date for the identification of the shareholders on whom the effects of Decisions No. 1/2024, No. 2/2024, No. 3/2024 and No. 4/2024 adopted in the OGMS of April 26, 2024, and of May 20, 2024, as *Ex-Date*.
- Empowering Mr. Florian-Daniel Pop, General Manager, to conclude and/or sign on behalf of the Company and/or the Company's shareholders the Decisions No. 1/2024, No. 2/2024, No. 3/2024 and No. 4/2024 adopted by this OGMS and to carry out all legal formalities for the registration, announcement, enforceability, execution, and publication of the adopted decisions, with the possibility of sub-mandating third parties.

### **5.3. THE MANAGEMENT OF THE COMPANY**

#### **5.3.1. BOARD OF DIRECTORS**

##### **Structure. Appointment of members**

The Board of Directors is responsible for taking all the measures necessary for the performance and monitoring of the Company's activity. Its composition, structure, powers, and duties are set out in the Company's Articles of Association, available on our website (<https://rompetrol-rafinare.kmginternational.com/>, Relation with Investors/Corporate Governance Section, Corporate Governance Documents Subsection).

The Company's activity is managed by a Board of Directors composed of seven (7) members, appointed by the Ordinary General Meeting, who may also be shareholders of the Company, natural or legal persons, of Romanian or foreign citizenship, respectively nationality.

The Chairman of the Board of Directors is appointed for a period not exceeding his term of office as a director and may be revoked anytime by the Board of Directors.

**On October 14, 2024, the Board of Directors** elected the Chairman of the Board of Directors from among its members, namely Mr. Sergey Khegay, for a term of office from October 15, 2024, to the next meeting of the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A., at which the confirmation of the provisional director's powers or the election of another director will be discussed.

Until October 14, 2024, the position of Chairman of the Board of Directors was held by Mr. Batyrzhan Tergeussizov.

According to the legal provisions in force, the members of the Board of Directors are obliged to ensure the avoidance of a direct or indirect conflict of interest with the Company, and in the event of such a conflict to abstain from debating and voting on such matters.

The members of the Board of Directors should professionally exercise their mandate, in good faith, honestly, with the prudence and diligence of a good director, in the best interest of the Company, and they are not allowed to disclose confidential information and business secrets of the Company.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



The directors can be revoked anytime by the Ordinary General Meeting of the Shareholders. Each director has expressly accepted the exercise of his/her mandate. During their term of office, directors may not enter into an employment contract with the Company.

In 2024, the RRC Board of Directors was composed of seven (7) members.

**Main duties of the Board of Directors**

Regulation on the organization and functioning of the Board of Directors, updated on May 4, 2022, per the Decision No. 1 of the Board of Directors, are published on the Rompetrol Rafinare website in the Investor Relations Section, Corporate Governance/Corporate Governance Documents Subsection.

The directors may be replaced in the following situations:

- a) Upon the expiration of the four (4) years mandate or another period established by the General Meeting of Shareholders at the same time as the appointment of the director.
- b) In case of resignation or recall by the General Meeting of Shareholders.

Upon the mandate expiration, any member of the Board of Directors may be re-appointed by the General Meeting of Shareholders.

The powers of the Board of Directors, according to the Articles of Association and the Regulation on the organization and functioning of the Board of Directors, are as follows:

- a) Establishing the main directions of the Company's activity and development.
- b) Establishing the accounting and financial control system and approving the financial planning.
- c) Appointing, recalling, respectively concluding, and terminating the contracts of the Company's directors.
- d) Supervising the activity of the directors.
- e) Drawing up the annual report, organizing the general meeting, and implementing its decisions.
- f) Submitting the request for opening the company insolvency procedure, according to Law No. 85/2014 on the insolvency procedure.
- g) Except for the legal documents for whose adoption/ conclusion the approval of the General Meeting of Shareholders is necessary, according to the imperative provisions of the law, approving the adoption/conclusion on behalf of the Company of the legal documents whose object exceeds the value of:
  - i) **USD 50,000,000** as regards the legal documents having as object the acquisition of crude, respectively the sale of the following products: gasoline, diesel, jet fuel A1 and Liquefied Petroleum Gas.
  - ii) **USD 20,000,000** for legal acts having a purpose other than the purchase of crude oil, i.e. the sale of the products mentioned in (i) above, including the approval of participation in the establishment of companies or the increase of their share capital with a contribution exceeding this value limit.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

h) Approving the Company's organizational structure.  
These duties will not be delegated to the Company managers.

The Board of Directors also has the following duties delegated by the Extraordinary General Meeting of Shareholders under the conditions provided by Article 114 of Law No. 31/1990, as republished:

- a) Taking decisions regarding the relocation of the Company headquarters.
- b) Taking decisions regarding the change of the Company business object of activity (except for the main domain and the main activities of the Company).
- c) Taking decisions regarding the increase of the share capital by the issue of new shares, according to the law.

The Board of Directors also meets other duties, established de jure under their charge, by virtue of the applicable normative acts.

As regards the issue of shares, the Board of Directors may initiate this operation within the share capital increase operations, exercised based on the duties delegated according to the provisions of Law No. 31/1990 corroborated with the provisions of Law No. 24/2017, as republished.

***Remuneration of the Members of the Board of Directors***

In the Annual Ordinary General Meeting of Shareholders for 2022 held on April 27, 2023, Rompetrol Rafinare drafted and submitted to the approval of the shareholders the reviewed Remuneration Policy for the Company's Management.

Thus, according to Resolution No. 3/2023 of the OGMS of April 27, 2023, *in the presence of shareholders representing 99.3737% of the share capital and 99.3737% of the total voting rights, with a total of 26,391,656,980 "for" votes representing 99.36915% of the share capital and 99.995437% of the votes cast and 1,204,247 "against" votes representing 0.004534% of the share capital and 0.004563% of the votes cast, the reviewed Remuneration Policy for the Company's management structure was approved*, and is available for viewing on the Company's website <https://rompetrol-rafinare.kmginternational.com/>:

<https://rompetrol-rafinare.kmginternational.com/relatia-cu-investitorii/guvernanta-corporativa/documente-de-guvernanta-corporativa>, Other Policies, Reports and Regulations Section.

The remuneration of the members of the Board of Directors is established on an annual basis by the Ordinary GMS, for the current year.

According to Article 2 of the Resolution No. 3/2023 adopted by OGMS held on April 26, 2024, for 2024 it was approved:

**ROMPETROL RAFINARE S.A.****INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS  
for the financial year 2024**

- *For each member of the Board of Directors a net monthly remuneration of RON 10,000, corresponding to a gross monthly remuneration of RON 17,094, the tax and social contributions related to this remuneration, due by the members of the Board of Directors, being withheld and paid to the state budget according to the provisions of tax legislation.*
- *For each member of the Audit Committee a net monthly remuneration of RON 4,000, corresponding to a gross monthly remuneration of RON 6,838, the tax and social contributions related to this remuneration, due by the members of the Audit Committee, being withheld and paid to the state budget according to the provisions of tax legislation.*
- *For each member of the Strategy Committee a net monthly remuneration of RON 4,000, corresponding to a gross monthly remuneration of RON 6,838, the tax and social contributions related to this remuneration, due by the members of the Strategy Committee, being withheld and paid to the state budget according to the provisions of tax legislation.*

According to the Article 107 of Law No. 24/2017, as republished, Rompetrol Rafinare drafted, a Remuneration Report for the financial year (FY) 2024, which provides a wide overview of the remuneration, including all benefits, regardless of the form, granted or owed during the FY 2024, to the managers individually, per the Remuneration Policy approved by the OGMS held on April 27, 2023.

In the presence of shareholders representing 99.33659% of the share capital and 99.3659% of the total voting rights, with 26,390,792,180 “for” votes representing 99.3659% of the share capital and 100% of the votes cast and no “against” votes, at the Ordinary General Meeting of Shareholders held on April 26, 2024, the shareholders approved the Remuneration Report of the Company's management structure for the financial year 2023, submitted to the consultative vote of the OGMS, in view of the provisions of Article 107, paragraph (6) of Law No. 24/2017 on issuers of financial instruments and market operations, republished.

The Remuneration Report for the financial year 2023 as unanimously approved by the advisory vote of the shareholders who cast their votes at the OGMS on April 26, 2024, was posted on the Rompetrol Rafinare website in the Investor Relations Section, Corporate Governance/Corporate Governance Documents Subsection.

Rompetrol Rafinare drafted a Remuneration Report for the financial year 2024, comprising the remuneration, including all benefits, in whatever form, granted or due during the financial year 2024, to the executives individually, according to the updated Remuneration Policy approved at the OGMS on April 27, 2023. The Remuneration Report of the management structure of the Company for the financial year 2024 will be submitted to the advisory vote of the Annual Ordinary General Meeting of Shareholders scheduled to be held on April 29 (30), 2025.



### ***5.3.1.1. INFORMATION ON THE MEMBERS OF THE BOARD OF DIRECTORS OF ROMPETROL RAFINARE S.A. DURING 1 JANUARY - 31 DECEMBER 2023***

**In 2024**, the following changes occurred in the Board of Directors:

- *April 26, 2024*: following the expiry of the terms of office of Ms. Tamila Mikulich and Ms. Zhamilya Meshitbay and Mr. Constantin Saragea, appointed during 2023 as interim directors by the Board of Directors, as of April 26, 2024 (date of the OGMS), pursuant to the Resolution No. 2/2024 taken by the Ordinary General Meeting of Shareholders, the election of the following new permanent members to the Board of Directors of the Company for a term of office expiring on April 30, 2026 (the date of expiration of the term of office of the members of the Board of Directors in office on the date of the OGMS of April 26, 2024) was approved:
  - Ms. Tamila Mikulich
  - Mr. Constantin Saragea
  - Mr. Pavel Romanenko
- *October 15, 2024*: following the termination of the term of office as Director and Chairman of the Board of Directors of Mr. Batyrzhan Tergeussizov as of October 14, 2024 (last day of his term of office), following his request to terminate his term of office and his capacity as Director and Chairman of the Board of Directors, pursuant to Decision No. 1 taken by the Board of Directors, it was approved to appoint Mr. Sergey Khegay as a provisional Director of the Board of Directors of Rompetrol Rafinare S.A. for a term of office from October 15, 2024 to the next OGMS.

As a result, in 2024, the composition of the Board of Directors changed as follows:

From January 1, 2024, to April 25, 2024, the Board of Directors consisted of seven (7) non-executive members, as follows:

- **Batyrzhan Tergeussizov**, citizen of Kazakhstan, Chairman of the Board of Directors
- **Adrian Tohănean**, Romanian citizen, member of the Board of Directors
- **Nicolae Bogdan Codruț Stănescu**, Romanian citizen, member of the Board of Directors
- **Bogdan-Cătălin Steriopol**, Romanian citizen, member of the Board of Directors
- **Tamila Mikulich**, citizen of Ukraine, provisional member of the Board of Directors
- **Constantin Saragea**, Romanian citizen, provisional member of the Board of Directors
- **Zhamilya Meshitbay**, citizen of Kazakhstan, provisional member of the Board of Directors

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

*From April 26 to October 14, 2024*, the Board of Directors consisted of seven (7) non-executive members, as follows:

- **Batyrzhan Tergeussizov**, citizen of Kazakhstan, Chairman of the Board of Directors
- **Adrian Tohănean**, Romanian citizen, member of the Board of Directors
- **Nicolae Bogdan Codruț Stănescu**, Romanian citizen, member of the Board of Directors
- **Bogdan-Cătălin Steriopol**, Romanian citizen, member of the Board of Directors
- **Tamila Mikulich**, citizen of Ukraine, member of the Board of Directors
- **Constantin Saragea**, Romanian citizen, member of the Board of Directors
- **Pavel Romanenko**, citizen of Kazakhstan, member of the Board of Directors

*From October 15, 2024*, the Board of Directors consisted of seven (7) non-executive members, as follows:

- **Sergey Khegay**, citizen of Kazakhstan, provisional director and Chairman of the Board of Directors
- **Adrian Tohănean**, Romanian citizen, member of the Board of Directors
- **Nicolae Bogdan Codruț Stănescu**, Romanian citizen, member of the Board of Directors
- **Bogdan-Cătălin Steriopol**, Romanian citizen, member of the Board of Directors
- **Tamila Mikulich**, citizen of Ukraine, member of the Board of Directors
- **Constantin Saragea**, Romanian citizen, member of the Board of Directors
- **Pavel Romanenko**, citizen of Kazakhstan, member of the Board of Directors

**At the date of drafting of this Report, the composition of the Board of Directors has changed** in the sense that by the Decisions of the Board of Directors of January 31, 2025, and February 1, 2025, the appointment of Mr. Yedil Utekov as a provisional director of the Company and Chairman of the Board of Directors was approved, as well as Mr. Erik Sagiyeu as a provisional director of the Company following the resignation of Mr. Sergey Khegay from the term of office of provisional director and Chairman of the Board of Directors and Mr. Pavel Romanenko from the term of office of director, respectively, from February 1, 2025 (the last day of the terms of office being January 31, 2025), to the next Ordinary General Meeting of the Shareholders of the Company which will debate on the confirmation of the term of office of the provisional directors or the election of other directors of the Company.

**Please find below the most relevant elements regarding the structure of the Board of Directors, the qualifications, professional experience of the Company's directors and data on the directors' term of office from January to December 2024.**

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

The Curriculum Vitae of the current directors of the Company are also posted on the Company's web page <https://rompetrol-rafinare.kmginternational.com/>, *Relations with Investors – Corporate Governance – Board of Directors* Section.

| Name                           | Age (years) | Qualification              | Professional experience (years) | Position   | Date of appointment   | Date of expiry of mandate  |
|--------------------------------|-------------|----------------------------|---------------------------------|--|---|--|
| Batyrgyzan Tergeussizov        | 40 years    | Engineer                   | 22 years                        | Non-executive member of the Board of Directors             | 01.05.2023<br>(term of office from 01.05.2023 to 30.04.2026 according to Resolution No. 2/2023 of the OGMS of 27.04.2023) | 30.04.2026   |
|                                |             |                            |                                 | Chairman of the Board of Directors                         | 01.05.2023<br>(term of office to 30.04.2026 according to Decision No. 1 of BoD of 03.05.2023)                             | 30.04.2026   |
|                                |             |                            |                                 |  |   | 14.10.2024<br>(Termination of the term of office as Director and Chairman of the Board of Directors following the resignation from these positions according to Decision No. 1 of BoD of 14.10.2024) |
| Adrian Tohănean                | 44 years    | Economist                  | 22 years                        | Non-executive member of the Board of Directors             | 01.05.2023<br>(term of office from 01.05.2023 to 30.04.2026 according to Resolution No. 2/2023 of the OGMS of 27.04.2023) | 30.04.2026   |
| Nicolae Bogdan Codruț Stănescu | 50 years    | Doctor of Law,<br>Engineer | 27 years                        | Independent non-executive member of the Board of Directors | 12.06.2015<br>(term of office from 12.06.2015 to 30.04.2018 according to Resolution No. 5/2015 of the OGMS of 12.06.2015) | 30.04.2018   |
|                                |             |                            |                                 |  |   | 28.04.2016<br>(Removal as member of the Board of Directors following his resignation from this position from 28.04.2016 according to Resolution No. 2/2016 of the OGMS of 28.04.2016 )               |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

| Name                        | Age<br>(years) | Qualification                     | Professional<br>experience<br>(years) | Position  | Date of appointment   | Date of expiry of<br>mandate |
|-----------------------------|----------------|-----------------------------------|---------------------------------------|---|---|------------------------------|
|                             |                |                                   |                                       |   | 01.05.2018<br>(term of office for a period<br>of 4 years according to<br>Resolution No. 3/2018 of<br>the OGMS of 27.04.2018)                                      | 30.04.2022                   |
|                             |                |                                   |                                       |   | 01.05.2022<br>(term of office for a period<br>of 4 years according to<br>Resolution No. 3/2022 of<br>the OGMS of 28.04.2022)                                      | 30.04.2026                   |
| Bogdan Cătălin<br>Steriopol | 38 years       | Economist                         | 18 years                              | Independent<br>non-executive<br>provisional<br>member of the<br>Board of<br>Directors | 04.06.2020<br>(Provisional term of office<br>until the date of OGMS<br>according to Decision No.<br>1 of BoD of 04.06.2020)                                       |                              |
|                             |                |                                   |                                       | Permanent<br>independent<br>non-executive<br>member of the<br>Board of<br>Directors   | 18.09.2020<br>(Permanent term of office<br>from 18.09.2020 to<br>30.04.2022 according to<br>Resolution No. 6/2020 of<br>the OGMS of 18.09.2020)                   | 30.04.2022                   |
|                             |                |                                   |                                       |   | 01.05.2022<br>(4-year term of office, from<br>01.05.2022 to 30.04.2026<br>according to Resolution<br>No. 3/2022 of the OGMS<br>of 28.04.2022)                     | 30.04.2026                   |
| Tamila<br>Mikulich          | 37 years       | Information<br>Systems<br>Manager | 18 years                              | Provisional<br>non-executive<br>member of the<br>Board of<br>Directors                | 01.08.2023<br>(provisional term of office<br>until the date of the OGMS<br>of 26.04.2024 according to<br>the Decision of the Board<br>of Directors of 24.07.2023) |                              |
|                             |                |                                   |                                       | Permanent non-<br>executive<br>member of the<br>Board of<br>Directors                 | 26.04.2024<br>(Permanent term of office<br>from 26.04.2024 to<br>30.04.2026 according to<br>Resolution No. 2/2024 of<br>the OGMS of 26.04.2024)                   | 30.04.2026                   |
| Constantin<br>Saragea       | 44 years       | Graduate<br>Engineer              | 20 years                              | Provisional<br>non-executive<br>member of the<br>Board of<br>Directors                | 01.08.2023<br>(provisional term of office<br>until the date AGOA<br>according to the Decision<br>of the Board of Directors<br>of 24.07.2023)                      |                              |





**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

| Name                          | Age (years) | Qualification                                 | Professional experience (years) | Position  | Date of appointment   | Date of expiry of mandate  |
|-------------------------------|-------------|---|---------------------------------|---|---|--|
|                               |             |   |                                 | Permanent non-executive member of the Board of Directors                  | 26.04.2024<br>(Permanent term of office from 26.04.2024 to 30.04.2026 according to Resolution No. 2/2024 of the OGMS of 26.04.2024) | 30.04.2026   |
| Zhamilya Meshitbay            | 35 years    | Economist                                     | 12 years                        | Provisional non-executive member of the Board of Directors                | 30.09.2023<br>(Provisional term of office until the date AGOA according to Decision No. 1 of BoD of 25.09.2023)                     |  |
|                               |             |   |                                 |   |   | 26.04.2024<br>(Expire of the provisional term of office as interim director from the date of OGMS of 26.04.2024 following the election of another permanent director according to Resolution No. 2/2024 of the OGMS of 26.04.2024) |
| Pavel Romanenko <sup>10</sup> | 39 years    | Geologist;<br>Degree in Petroleum Engineering | 19 years                        | Non-executive member of the Board of Directors                            | 26.04.2024<br>(Term of office from 26.04.2024 to 30.04.2026 according to Resolution No. 2/2024 of the OGMS of 26.04.2024)           | 30.06.2026   |
| Sergey Kheday <sup>11</sup>   | 46 years    | Physician,<br>Degree in Economics             | 25 years                        | Non-executive provisional director and Chairman of the Board of Directors | 15.10.2024<br>(Provisional term of office until the date AGOA according to Decision No. 1 of BoD of 14.10.2024)                     |  |

The Members of the Board of Directors are appointed by the Shareholders during the Ordinary General Meeting of Shareholders. To the knowledge of the Directors, **there was no agreement, understanding, or family relationship** between the Directors and other persons that led to their appointment as Directors.

<sup>10</sup> At the date of preparation of this Report, the mandate expired as of February 1, 2025

<sup>11</sup> At the date of preparation of this Report, the mandate expired as of February 1, 2025



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

According to the Registry of the Company's Shareholders, consolidated as of 31.12.2024 and made available by Depozitarul Central S.A., the Directors of Rompetrol Rafinare do not own any shares issued by the Company.

None of the members of the Company Board of Directors is a person affiliated with the Company, within the meaning of the FSA Regulation No. 5/2018.

***Non-executive Directors and the independence of the Directors***

According to the criteria for assessing the independence of non-executive members of the Board of Directors and the Declarations of Independence, two members, namely Mr. Nicolae Bogdan Codrut Stanescu<sup>12</sup> and Mr. Bogdan-Catalin Steriopol<sup>13</sup>, in office on 31.12.2024, met the independence criteria set out in the principles and recommendations of the Code applicable for 2024 (Point A4 of the BVB Corporate Governance Code).

---

<sup>12</sup>Elected as director as from May 1, 2018, according to Decision No. 3/2018 OGMS of April 27, 2018; re-elected as director as from May 1, 2022, to April 30, 2026, according to Decision No. 3/2022 OGMS of April 28, 2022; he was also a director of the Company from 12.06.2015 to 27.04.2016.

<sup>13</sup>Elected as provisional director as from June 4, 2020, according to Decision No. 1 of the Board of Directors of June 4, 2020, and permanent director as from September 18, 2020, according to Decision No. 6/2020 OGMS of September 18, 2020; re-elected as director as from May 1, 2022, to April 30, 2026, according to Decision No. 3/2022 OGMS of April 28, 2022.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

***Information on other commitments and relatively permanent professional obligations of the members of the Board of Directors in 2024***

| <i>Name</i>                    | <i>Company</i>  | <i>Position held</i>                            | <i>Period</i>                    |
|--------------------------------|---|---|----------------------------------|
| Batyrzhan Tergeussizov         | <i>Rompetrol Downstream S.R.L.*</i>                                 | <i>Member of the Board of Directors ("BoD")</i> | <i>08.05.2023 – 09.09.2024</i>   |
|                                | <i>Rompetrol Well Services S.A.*</i>                                | <i>Chairman of the BoD</i>                      | <i>01.05.2023 – 30.09.2024</i>   |
|                                |   | <i>Member of the Audit Committee</i>            | <i>01.05.2023 – 30.09.2024</i>   |
|                                | <i>Rominerv S.R.L.*</i>   | <i>Chairman of the BoD</i>                      | <i>01.02.2023 – 01.02.2027</i>   |
|                                | <i>Rompetrol Energy S.A.*</i>                                       | <i>Chairman of the BoD</i>                      | <i>01.03.2023 – 31.01.2026</i>   |
|                                | <i>Rompetrol Georgia*</i>   | <i>Member of the BoD</i>                        | <i>01.05.2023 – indefinitely</i> |
| Adrian Tohanean                | <i>Fondul de Investitii in Energie Kazah-Roman S.A.*</i>            | <i>Member of the BoD</i>                        | <i>23.11.2023 – 06.11.2024</i>   |
|                                |   | <i>General Manager</i>                          | <i>22.07.2024 – 17.01.2027</i>   |
|                                | <i>Rompetrol Downstream S.R.L.*</i>                                 | <i>Member of the BoD</i>                        | <i>15.02.2023 – 09.09.2024</i>   |
|                                | <i>KMG Rompetrol S.R.L.*</i>  | <i>Sole Director</i>                            | <i>15.06.2022 – 15.06.2026</i>   |
|                                | <i>Rominerv S.R.L.*</i>   | <i>Member of the BoD</i>                        | <i>15.09.2020 – 14.09.2025</i>   |
|                                | <i>Byron Shipping S.R.L.*</i>                                       | <i>Financial Manager</i>                        | <i>01.07.2019 – indefinitely</i> |
|                                | <i>Rompetrol Logistics S.R.L.*</i>                                  | <i>Financial Manager</i>                        | <i>01.07.2019 – indefinitely</i> |
|                                | <i>Rom Oil S.A.*</i>  | <i>Financial Manager</i>                        | <i>01.07.2019 – indefinitely</i> |
|                                | <i>Midia Marine Terminal S.R.L.*</i>                                | <i>Financial Manager</i>                        | <i>01.07.2019 – indefinitely</i> |
|                                | <i>Rompetrol Energy S.A.*</i>                                       | <i>Member of the BoD</i>                        | <i>01.06.2023 - 31.01.2026</i>   |
|                                | <i>Rompetrol Moldova*</i>   | <i>Member of the BoD</i>                        | <i>04.11.2022 - 03.11.2026</i>   |
| Nicolae Bogdan Codrut Stanescu | <i>SNGN Romgaz S.A. – FIGN DEPOGAZ Ploiesti</i>                     | <i>Chairman of the Board of Directors</i>       | <i>04.2018 – present</i>         |
|                                | <i>Societatea de Administrare a Participatiilor in Energie S.A.</i> | <i>Chairman of the Executive Board</i>          | <i>01.08.2019 – present</i>      |
| Constantin Saragea             | <i>Ministerul Energiei</i>  | <i>Secretary General</i>                        | <i>June 2023 – present</i>       |
|                                | <i>Midia Green Energy S.A.</i>                                      | <i>Chairman of the Board of Directors</i>       | <i>14.05.2024 – January 2025</i> |
| Bogdan – Catalin Steriopol     | <i>INCERTRANS S.A. (Institutul de Cercetari in Transporturi)</i>    | <i>Commercial Manager</i>                       | <i>2023 – present</i>            |
| Pavel Romanenko                | <i>Rompetrol Well Services SA</i>                                   | <i>Chairman of the Board of Directors</i>       | <i>01.10.2024 – 30.09.2024</i>   |
|                                | <i>Rompetrol Energy SA</i>  | <i>Member of the Board of Directors</i>         | <i>01.11.2024 – 26.01.2025</i>   |
| Sergey Kheday                  | <i>Fondul de Investitii in Energie Kazah-Roman SA</i>               | <i>Member of the Investment Committee</i>       | <i>22.07.2024 - 20.01.2025</i>   |
|                                | <i>Rominerv SRL</i>   | <i>Member of the Board of Directors</i>         | <i>01.02.2023 - 15.12.2024</i>   |
|                                | <i>Rompetrol Quality Control SRL</i>                                | <i>Sole Director</i>                            | <i>01.02.2023 – 08.02.2025</i>   |

*\*Member of the KMG International Group*

### **5.3.1.2. ATTENDANCE OF DIRECTORS AT THE BOARD OF DIRECTORS MEETINGS**

According to the Articles of Association, the Board of Directors will meet at least once every three months and whenever it is necessary. The Members of the Board of Directors have always paid due attention to the duties of diligence and loyalty to the Company. Thus, the members of the Board of Directors and the Executive Management made the decisions regarding the business of Rompetrol Rafinare considering the Company's best interests.

In 2024, the Board of Directors met in 20 meetings. Most of the Board meetings were held by electronic means of communication (by organizing meetings in Microsoft Teams or via email – by electronic voting). 5 (five) meetings were held in the physical presence of the Directors, 6 (six) meetings were held in Microsoft Teams, and the other 9 (nine) meetings were held via electronic communication (in the form of communication via email – by electronic voting).

On the agenda of the meetings of the Board of Directors there were matters concerning the day-to-day business of the Company, for example: for the approval of the Annual Report (individual and consolidated) and the organization of the Annual Ordinary General Meeting to approve the annual financial results, including the endorsement of documents and information materials to be submitted for approval at the Annual OGMS.

At the same time, the agenda of the meetings of the Board of Directors included the following topics: approval of reports and materials related to the preliminary financial results for 2024, semi-annual and quarterly financial results for 2024.

Other topics on the agenda of the Board meetings in 2024 were: approval of the conclusion of significant legal acts (contracts, amendments to contracts, transactions) for the supply of raw materials and sale of petroleum products, purchase of electricity, approval of the termination of the term of office as Director and Chairman of the Board of Directors of Mr. Batyrzhan Tergeussizov following his request to resign from the Board of Directors as of October 15, 2024; election of a provisional member of the Board of Directors, namely Mr. Sergey Khegay; approval of the appointment of Mr. Alexandru Stavarache as Financial Manager as of March 1, 2024 as well as the extension of the term of office of Mr. Florian-Daniel Pop as General Manager until September 30, 2025; approval of the election of Mr. Sergey Khegay and Mr. Pavel Romanenko as members of the Strategy Committee, etc. Also, on the agenda of the meetings of the Board of Directors were other approvals for the smooth running of the Company's business, as well as information from the Executive Management on results and execution of hedging transactions in Q1 and Q3 of 2024, and H1 2024; on the quarterly reports by the QHSE Department and the Internal Department; reports on the Company's operational activity, etc.

The decisions of the Board of Directors in 2024 were made by a unanimous or majority vote of the members present (there were a few abstention vote(s) but no votes against). the majority of abstentions

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

votes were cast as it was considered that the topics submitted for approval concerned the appointment of the Director in various positions and for this reason, they agreed to abstain from voting.

The table below highlights the attendance at the Board of Directors' meetings of directors in office for the year ended December 31, 2024:

| <b>Name</b>                          | <b>Attendance</b> |
|--------------------------------------|-------------------|
| Batyrzhan Tergeussizov <sup>14</sup> | 15/15/20          |
| Adrian Tohănean                      | 20/20/20          |
| Nicolae Bogdan Codruț Stănescu       | 20/20/20          |
| Bogdan-Cătălin Steriopol             | 20/20/20          |
| Tamila Mikulich                      | 20/20/20          |
| Constantin Saragea                   | 20/20/20          |
| Zhamilya Meshitbay <sup>15</sup>     | 8/8/20            |
| Pavel Romanenko <sup>16</sup>        | 12/12/20          |
| Sergey Khegay <sup>17</sup>          | 5/5/20            |

*The first figure indicates the number of meetings attended in the person's capacity as a member of the Board of Directors, the second figure represents the number of meetings held during the term of office in 2024, and the third figure represents the total number of meetings held by the Board of Directors in 2023.*

### **5.3.2. EXECUTIVE MANAGEMENT OF ROMPETROL RAFINARE**

Per Article 16.1 of the last Articles of Incorporation of the Company, as amended on 27 April 2023, the Executive Management of the Company, to which the Board of Directors has delegated management powers per the provisions of Article 143 of Law No. 31/1991 on Companies, is enforced by General Manager and the Financial Manager.

The term of office of the Executive Directors may not exceed the term of office of the directors who appointed them.

#### **General Manager**

According to the Articles of Association, the Chief Executive Officer of the Company is directly subordinated to the other organisational structures of the Company and is in turn directly subordinated to the Board of Directors.

<sup>14</sup>Member of the Board of Directors until October 14, 2024 (last day of term of office)

<sup>15</sup>Interim member of the Board of Directors until April 25, 2024

<sup>16</sup>Board Member of the Board of Directors from April 26, 2025

<sup>17</sup>Interim member of the Board of Directors since October 15, 2025

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

If the company engages in acts of a patrimonial nature, the representation of the company is delegated, in accordance with the provisions of Article 143 of Law 31/1990 on companies, to the General Manager and the Financial Manager.

For acts of a non-patrimonial nature, the representation of the company is delegated to the General Manager.

The General Manager is responsible for taking all measures related to the management of the company, within the limits of the company's activity and in compliance with the exclusive powers reserved by law or by the Articles of Association, the Board of Directors and the General Meeting of Shareholders.

**Florian Daniel Pop** – General Manager from September 30, 2023, to present

**In 2024**, Mr. Florian Daniel Pop was appointed General Manager of Rompetrol Rafinare S.A.

By Decision No. 2 of September 25, 2023, the Board of Directors appointed Mr. Florian-Daniel Pop as General Manager of Rompetrol Rafinare for a term of office starting from 30.09.2023 to 30.09.2024 and delegated to him the management of the Company and powers of representation of the Company.

Considering that the term of office of Mr. Florian Daniel Pop as General Manager of Rompetrol Rafinare S.A. ends as of September 30, 2024 (last day of the term of office) according to the Decision of the Board of Directors No. 2/25.09.2023, by Decision No. 1 of September 10, 2024, the Board of Directors approved the extension of the term of office of Mr. Florian-Daniel Pop as General Manager of Rompetrol Rafinare SA under the same conditions, for one year, i.e., for the period from October 1, 2024, to September 30, 2025 (last day of the term of office).

### **Financial Manager**

According to the Articles of Association of RRC, in case the Company engages in patrimonial acts, the representation of the Company is delegated, according to the provisions of Article 143 of Companies Law No. 31/1990, to the General Manager and the Financial Manager.

**Alexandru Stavarache** – Financial Manager<sup>18</sup> (from December 1, 2023, to present)

**In 2024**, Mr. Alexandru Stavarache was appointed Financial Manager of Rompetrol Rafinare S.A.

---

<sup>18</sup>From December 1, 2023, to February 29, 2024, he served as provisional Financial Manager.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

By Decision No. 2 of November 27, 2023, following the termination of the term of office of Ms. Ramona-Georgiana Galateanu as Financial Manager, the Board of Directors appointed Mr. Alexandru Stavarache as provisional Financial Manager of Rompetrol Rafinare S.A. for a term of office from December 01, 2023, to February 29, 2024. To the new Financial Manager, the Board of Directors has delegated the management of the Company and powers of representation of the Company together with the General Manager in respect of acts of a patrimonial nature.

During the meeting on February 27, 2024, the Board of Directors decided to appoint Mr. Alexandru Stavarache as Financial Manager for a term of office from March 1, 2024, to April 30, 2026, following the expiration on February 29, 2024, of his term of office as provisional Financial Manager.

**Thus, the two Executive Managers to whom management was delegated for the abovementioned purposes, from January to December 2024, were:**

| <b>Name and Surname</b>            | <b>Position</b>                              | <b>Start date of mandate</b>  | <b>End date of mandate</b> |
|------------------------------------|--|---|----------------------------|
| Florian-Daniel Pop                 | General Manager                              | 30.09.2023<br>(mandate from 30.09.2023 to 30.09.2024 according to BoD Decision No. 2 of 25.09.2023)                 | 30.09.2024                 |
|                                    |  | 01.10.2024<br>(mandate from 01.10.2024 to 30.09.2025 according to BoD Decision No. 1 of 10.09.2024)                 | 30.09.2025                 |
| Alexandru Stavarache <sup>19</sup> | Financial Manager with a provisional mandate | 01.12.2023<br>(appointment for a provisional mandate from 01.12.2023 according to BoD Decision No. 2 of 27.11.2023) | 29.02.2024                 |
|                                    | Financial Manager                            | 01.03.2024<br>(appointment for a permanent term from 01.03.2024 according to BoD Decision No. 2 of 27.02.2024)      | 30.04.2026                 |

<sup>19</sup>As of December 1, 2023, he was elected Sole Director of Rompetrol Petrochemicals SRL, a company wholly owned by Rompetrol Rafinare, to replace Ms. Ramona-Georgiana Galateanu, for a term of office that expired on November 30, 2024. By Decision No. 2/2024 taken by the Company's Sole Shareholder on November 21, 2024, the extension of the mandate of Sole Director was approved for a term of office from December 1, 2024, to November 30, 2025.

As of February 17, 2024, he was elected the permanent representative of the Sole Director KMG Rompetrol SRL of Rompetrol Quality Control SRL, a company owned by RRC.





We have no information about any cases of collusion, agreements, or family links between members of the Executive Management and other persons that led to their appointment.

Neither of the two Executive Managers listed in the above table hold shares in the Company.

### ***5.3.3. LITIGATIONS IN WHICH THE DIRECTORS OR MEMBERS OF THE EXECUTIVE MANAGEMENT HAVE BEEN INVOLVED, DURING THE LAST 5 YEARS***

The Civil case related to the July 2, 2021, incident involving Directors and members of the Executive Management:

The heiress of one of the victims of the incident on the Petromidia platform from July 2, 2021, filed a lawsuit in the Constanta court against the Company, the Directors, and the Executive Management of the Company, requesting that they be ordered jointly and separately to pay the amount of RON 1,000,000 as a civil compensation for the non-material damage suffered. The case was finally settled in October 2022 by the dismissal of the lawsuit.

### ***5.4. ADVISORY COMMITTEES***

In its work, the Board of Directors is supported by two advisory committees, namely: the Audit Committee and the Strategy Committee, being entrusted with concluding analysis and preparing recommendations for the Board of Directors, in the specific areas of activity, having the obligation of submitting periodic activity reports to the members of the Board of Directors.

#### *The Audit Advisory Committee*

The Committee was established based on Decision No. 1 of the Board of Directors held on April 13, 2018.

#### *The Strategy Advisory Committee*

The Committee was established based on Decision No. 4 of the Board of Directors held on March 20, 2019.

A detailed description of the duties and responsibilities of the Advisory Committees is found in the Organizational and Operational Rules approved by the Board of Directors, regulations published on the Company's webpage <https://rompetrol-rafinare.kmginternational.com/>, Investor Relations – Corporate Governance – Corporate Governance Documents Section.



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

Each Advisory Committee has a secretary and a chairman.

***The Audit Advisory Committee***

The Audit Committee fulfills its legal duties provided under Article 65 of Law No. 162/2017<sup>20</sup> consisting mainly in monitoring the financial reporting process, the internal audit process, the risk management process within the Company, and compliance assurance, as well as supervising the activity of statutory audit of the annual financial statements and in the management of the relationship with the external auditor.

During 2024, the structure of the Audit Committee did not undergo any changes, its composition being as follows:

- Dan Alexandru Iancu, Chairman
- Adrian Tohănean – member (non-executive director)
- Nicolae Bogdan Codruț Stănescu - member (independent non-executive director)

***Information on the meetings of the Audit Committee in 2024***

In 2024, 9 meetings were organized, of which 7 were held through electronic communication means (Microsoft Teams and email), and 2 involved physical attendance.

Additionally, to fulfill its legal responsibilities, in 2024 the Audit Committee had working meetings with the internal departments of the Company, namely with the Risk, Internal Control, and Internal Audit Departments, as well as meetings with the external auditor of the Company.

The table below shows the attendance at Audit Committee meetings of members in office for the year ended December 31, 2024:

| Full name                         | Participation in presentia/ by electronic means of communication |
|-----------------------------------|--|
| Dan Alexandru Iancu <sup>21</sup> | 9/9/9  |
| Nicolae Bogdan Codruț Stănescu    | 9/9/9  |
| Adrian Tohănean <sup>22</sup>     | 8 <sup>*)</sup> /9/9   |

\*) Empowerment granted to Mr. Dan Alexandru Iancu

<sup>20</sup>Law No. 162 of July 15, 2017, on the statutory audit of annual financial statements and consolidated financial statements and amendments to certain regulations

<sup>21</sup> Reappointment as a member of the Audit Committee according to the OGMS Resolution No. 3/2022 of April 28, 2022

<sup>22</sup> Member of the Audit Committee since May 4, 2022, according to the Decision No. 6 of the Board of Directors of May 4, 2022

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

*The first digit indicates the number of meetings attended by the individual as a member of the Audit Committee, the second digit is the number of meetings held during the term of office in 2024, and the third digit is the total number of meetings held by the Audit Committee in 2024.*

In 2024, the Audit Committee provided recommendations to the Board of Directors of RRC related to subjects that incur under its scope of duties, as follows:

- Documents related to financial reporting for the fiscal year 2023: Individual and Consolidated Financial Statements as of December 31, 2023 (unaudited), prepared in accordance with International Financial Reporting Standards (IFRS – EU), the Board of Directors' Annual Report on Individual Financial Statements for the fiscal year 2023, and the Board of Directors' Annual Report on Consolidated Financial Statements for the fiscal year 2023.
- Quarterly Individual and Consolidated Interim Financial Statements prepared in 2024 in accordance with International Financial Reporting Standards (IFRS - EU);
- The Board of Directors' report for the first semester of 2024, prepared in compliance with legal provisions.
- Remuneration report of the management structure for the fiscal year 2023 (not identified as a recommendation in 2024).
- Appointment of the external auditor of the company.
- Other information materials.

Regarding the management of conflicts of interest, each member of the Board of Directors has to ensure the avoidance of direct or indirect conflict of interest with the Company and in the event of such a conflict, they abstain from discussing and voting on the relevant matters, in accordance with applicable legal provisions.

To ensure the fairness of transactions with interested parties, the members of the Board of Directors use the following criteria, among others:

- Maintaining the authority of the Board of Directors or the annual General Meeting of Shareholders, as applicable, to approve the most important transactions (per the limits of competence contained in the Company's Articles of Incorporation)
- Request a preliminary opinion on the most important transactions from internal control structures.

The transactions conducted in 2024 with affiliated parties, as reported to the Romanian capital market authorities and RRC shareholders according to the provisions of Article 108 of Law No. 24/2017, as republished, did not raise questions about a potential conflict of interest for the directors of the RRC.

The planning of internal audit activities is carried out per the risk assessment process.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



KazMunayGas  
International  
Group Member

*The Strategy Advisory Committee*

The Strategy Committee assists the Board of Directors in fulfilling its responsibilities in the field of developing and updating the Company's general development strategy.

During 2024, the composition of the Strategy Committee underwent 2 changes as follows:

- during the OGMS meeting on April 26, 2024, following the termination of the mandate of provisional Administrator of Ms. Zhamilya Meshitbay as provisional Administrator, her mandate as a member of the Strategy Committee also terminated (appointed to this position in accordance with Decision no. 5 of the Board of Directors on September 25, 2023);
- during the Board of Directors meeting on October 14, 2024, the Board of Directors approved the appointment of Mr. Sergey Khegay as a member of the Strategy Committee of Rompetrol Rafinare S.A., for a term starting with October 15, 2024. In the same meeting, the Board of Directors approved the appointment of Mr. Pavel Romanenko as a member of the Strategy Committee of Rompetrol Rafinare S.A., for a term starting with October 15, 2024 and until April 30, 2026 (the end date of the current mandate of the Company's Administrators). Mr. Pavel Romanenko was elected as a Director of the Company in accordance with Decision No. 2/2024 of the Ordinary General Meeting of Shareholders on April 26, 2024.

Thus, during January-December 2024 period, the composition of the Strategy Committee was as follows:

During January 1, 2024 – April 25, 2024:

- Batyrzhan Tergeussizov – Chairman (Nonexecutive Administrator)
- Bogdan-Catalin Steriopol - Member (Nonexecutive Independent Administrator)
- Tamila Mikulich – Member (Nonexecutive Administrator)
- Constantin Saragea – Member (Nonexecutive Administrator)
- Zhamilya Meshitbay – Member (Nonexecutive Administrator)

During April 26, 2024 – October 14, 2024 the structure of the Strategy Committee was as follows:

- Batyrzhan Tergeussizov – Chairman (Nonexecutive Administrator)
- Bogdan-Catalin Steriopol - Member (Nonexecutive Independent Administrator)
- Tamila Mikulich – Member (Nonexecutive Administrator)
- Constantin Saragea – Member (Nonexecutive Administrator)

During October 15 – December 31, 2024, the structure of the Strategy Committee was as follows:

- Sergey Khegay – Chairman (Nonexecutive Administrator)
- Bogdan-Catalin Steriopol - Member (Nonexecutive Independent Administrator)
- Tamila Mikulich – Member (Nonexecutive Administrator)

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



- Constantin Saragea – Member (Nonexecutive Administrator)
- Pavel Romanenko – Member (Nonexecutive Administrator)

As per its own regulations, the Strategy Committee carries out the analysis and develops recommendations for the Board of Directors of RRC regarding: coordinating the development/updating and monitoring of the Company's development strategies; periodically analyzing the implementation status of these development strategies and the measures required for the achievement of the established objectives; monitoring the projects to diversify the Company's activity by achieving investment objectives; concluding by the Company of legal acts (contracts, addenda, orders, transactions, etc.) significant from a patrimonial point of view.

In 2024, the activity of the Strategy Advisory Committee mainly aimed at formulating recommendations to the Board of Directors of RRC regarding the proposal for the 2024 Income and Expenditure Budget, the 2024 Production Plan, the 2024 Investment Plan, etc.

## **5.5. *SHARES AND RIGHTS OF THE SHAREHOLDERS***

The rights of the shareholders of Rompetrol Rafinare are those conferred by Law No. 31/1990 on companies, Law No. 24/2017 on the issuers of financial instruments and market operations, republished, FSA Regulation No. 5/2018, other regulations and guidelines, issued by FSA, of the Stock Exchange Code and other legal regulations currently in force.

All holders of RRC shares are treated equitably. All the shares issued grant equal rights to the holders.

Each share subscribed and paid up by the shareholders, according to the law, gives them the right to vote within the general meeting of shareholders, the right to appoint and to be appointed by the management bodies, the right to participate in the distribution of profit, in compliance with the provisions of the Articles of Incorporation of the company and the legal dispositions respectively the rights stipulated in the Articles of Incorporation.

The acquisition by a person, directly or indirectly, as provided for by the law, of the ownership right on a share, influences the acquisition de jure of the status of the shareholder of the Company with all their rights and obligations derived therefrom, according to the law and the Articles of Incorporation.

The shareholder who in certain operations has, either personally or as a representative of another person, an interest contrary to the interest of the Company, will have to refrain from any deliberations on that account.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

The shares issued as dematerialized shares are traded on a regulated market in compliance with the legislation of the capital market. The rights and obligations related to the shares follow the shares in case there are transferred under the ownership of other persons. The shareholders have the right to be completely informed during the General Meeting of the Shareholders on the Company's situation. In case new shares are issued, the shareholders existing have the pre-emption right for subscription, under the conditions of the law, pro rata the percent of shares held within the Company.

All holders of financial instruments issued by Rompetrol Rafinare of the same type and class of titles benefit from equal treatment, and the Company makes permanent efforts to ensure transparent communication for the exercise of rights in an equitable manner.

The company has created a special section called Investor Relations, on its website, where relevant information on the procedures regarding access and participation at the General Meeting of Shareholders (GMS), GMS's summon, supplemented agenda of the GMS, the responses to shareholders' questions, Current Reports, Annual, semester and quarterly reports, financial statements, the exercise of voting rights in GMS, GMS agenda materials, special proxy forms, correspondence voting ballots, financial schedule, corporate governance, etc. of the Company is constantly updated and accessible, that contributing to transparency and equitable information for all persons interested.

The main shareholders rights regarding GMS are:

➤ *The right to notice regarding a new GMS*

The RRC Shareholders are informed about an upcoming meeting of shareholders by convening notice published in the Romanian Official Gazette, Part IV and in a newspaper of national circulation at least 30 days before the meeting; also, the convening notice is published on the website of the Company, in the Investor Relations Section and it is submitted to the Financial Supervisory Authority and the Bucharest Stock Exchange, as a current report.

➤ *The right of access to information*

The documents and informative materials are published on the website.

➤ *The right to supplement the agenda of the GMS*

One or several shareholders representing, severally or jointly, at least 5% of the share capital, has/have the right, under the legal conditions, to request to the company Board of Directors: a) to introduce further topics in the agenda of the general meeting, provided that each topic is accompanied by a justification or by a draft resolution proposed to be adopted by the general meeting and b) to submit

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

the draft resolution for the topics included or proposed to be included in the agenda of the general meetings.

➤ *The right to attend the GMS*

The shareholders registered in the list of RRC shareholders on the reference date communicated in the Summoning of the GMS and received from the Central Depository shall be entitled to attend in person or by a representative at the General Meeting of Shareholders.

➤ *Voting right*

Each share registered in the shareholder's name on the reference date confers a voting right in GMS. The shareholders of Rompetrol Rafinare can exercise their vote rights as follows:

1. Direct vote – in person, during the General Meeting of the Shareholders
2. Vote by a representative with a special or general proxy
3. Vote by correspondence

➤ *The right to ask questions*

Each shareholder, regardless of participation in the share capital, has the right to ask questions relating to topics on the agenda of the general meetings, and the Company may answer the questions asked by the shareholders by posting such answers on the Company website. Questions have to be pertinent, relevant to the topics on the agenda, and not harm the confidentiality and commercial interests of the Company and are in writing, either by mail or courier services or by electronic means. Furthermore, the summons of the general meeting will comprise the deadline by which shareholders may exercise the above-mentioned rights.

The shareholders have the right to participate in presentia and to vote within the GMS and to be informed related to the rules, including the voting procedures, governing the GMS. Each share gives the right to one voting right, one dividend. There are no preferential shares without the right to vote or shares that confer the right to more than one vote.

### ***Shareholders' right to dividends***

If the General Meeting of Shareholders approves the distribution of dividends from the net profit of the Company, all shareholders registered in the Register of shareholders at the time of registration decided by the General Meeting which also approves the number of dividends received and the time limit within which they shall be paid to the shareholders shall be entitled to receive dividends.



## **5.6. OTHER ELEMENTS REGARDING THE CORPORATE GOVERNANCE**

### **5.6.1. TRANSPARENCY, COMMUNICATION AND REGULAR AND CONTINUED REPORTING**

Being a Company admitted on the stock exchange, RRC operates in compliance with the information requirements regulated by the capital market norms, by preparing periodic and constant reporting regarding the events concerning the Company, including, but not limited to, its financial reports, performance, ownership, and management of the Company.

In order to ensure transparency by communicating with the legislation in force, Rompetrol Rafinare has created on its website (<https://rompetrol-rafinare.kmginternational.com/>) a special section (Investor Relations), where any investor can easily access information about: (i) news, information and events; (ii) corporate governance; (iii) shareholders' rights; (iv) reports; (v) financial statements; (vi) General Meeting of Shareholders; (vii) financial communication calendar; etc.

Rompetrol Rafinare attaches great importance to transparency in communicating and informing shareholders and investors. During 2024, reports, presentations and press releases were prepared on financial results, GMS meetings and resolutions adopted by the GMS, periodic reports (quarterly, half-yearly, annual), changes in the Company's management structure, i.e. the composition of the Board of Directors, Executive Management and Advisory Committees, significant transactions, various information on events in the Company's activity, significant investment programs in the Petromidia refinery regarding storage capacities, planned works, etc. The information that was the subject of current and periodical communications, information and reports was drawn up bilingually (Romanian and English), communicated to the market operator, the Bucharest Stock Exchange (BSE), the Financial Supervisory Authority and was available by posting on the Company's website, <https://rompetrol-rafinare.kmginternational.com/> in the Investor Relations Section. The information is distributed both in Romanian and in English.

In accordance with the provisions of ASF Regulation No. 5/2018, RRC submitted current reports (prepared bilingually, Romanian and English) to the BVB and ASF under Article 108 of Law 24/2017, transactions that cumulatively exceed 5% of the net asset value reported in the most recent financial report. These current reports sent to the above-mentioned capital market institutions have also been posted on the RRC website and contain the following information: the parties who concluded the legal act, the date of conclusion and the nature of the act, a description of its subject matter, the total amount of the legal act, mutual claims, guarantees provided, penalties, payment terms and conditions.

As required by law, the individual and consolidated financial statements have been audited by an independent financial auditor, Ernst & Young Assurance Services S.R.L.



RRC submits to the Bucharest Stock Exchange no later than 120 days after the end of the reporting period, an annual report prepared per the relevant rules issued by the Financial Supervisory Authority, accompanied by all documents required by the FSA rules.

The RRC submits to the BSE no later than 45 days after the end of the reporting period a semi-annual report and a quarterly report for the first and third quarters, respectively, drawn up per the relevant rules issued by the FSA, accompanied by all documents stipulated by the capital market rules. At the same time, preliminary results reports are also distributed through the BSE channels, they can be found on the website <https://rompetrol-rafinare.kmginternational.com/>, in the Investor Relations/ Financial results and reports Section, Annual reports Subsections, respectively Quarterly interim reports/ Consolidated quarterly reports under IFRS (unaudited).

### **5.6.2. SUSTENABILITY SECTION**

The 2024 Consolidated Sustainability Report (Annex to the Annual Report of the Board of Directors on the consolidated financial statements) provides an overview of Rompetrol Rafinare and its affiliated entities, detailing their environmental, social, and governance (ESG) performance. The report aligns with international reporting frameworks and regulatory requirements, including the European Sustainability Reporting Standards (ESRS), the EU Taxonomy, and IPIECA guidelines for the oil and gas industry.

Key topics covered in the report include greenhouse gas emissions, occupational health and safety, environmental and socioeconomic compliance, fair labor practices, and customer relations. These remain central to Rompetrol Rafinare's sustainability approach, reflecting its commitment to responsible business practices and industry best standards.

The report highlights Rompetrol Rafinare's position in relation to climate change mitigation through energy efficiency initiatives, decarbonization projects. The company monitors and reports its Scope 1, 2, and 3 GHG emissions, aligning with industry best practices. Additionally, efforts in circular economy initiatives, waste management, and resource optimization demonstrate a commitment to minimizing environmental impact. Water conservation and pollution control measures further reinforce the company's dedication to sustainable operations.

Employee well-being is a cornerstone of Rompetrol Rafinare's sustainability strategy, with health and safety programs, diversity initiatives, and fair working conditions ensuring a supportive workplace culture. Beyond its workforce, the company actively invests in community development projects, focusing on education, healthcare, and environmental sustainability. These initiatives reflect the company's broader social responsibility and its role in fostering positive change in the regions where it operates.

Rompetrol Rafinare aligns its financial reporting with the EU Taxonomy, detailing its eligible and aligned activities within the framework and reporting on its aligned OPEX, CAPEX and Turnover. The company evaluates financial risks and opportunities related to climate transition, ensuring compliance with sustainability regulations.

The comprehensive list of reports of the sustainability performance is available for stakeholders on the corporate website - <https://www.rompetrol.com/ro/rapoarte-de-grup>, as well as the dedicated Rompetrol Rafinare website - <https://rompetrol-rafinare.kmginternational.com/>.

The consolidated sustainability report as of 31.12.2024 was the subject of a limited assurance engagement in accordance with ISAE 3000 (Revised), carried out by Ernst&Young Assurance Services SRL - both in the consolidated and standalone directors' report.

Moreover, in 2024, KMG International continued to be a member of the United Nations Global Compact, an initiative aimed at promoting the adoption and implementation of sustainability policies by businesses globally, enabling companies to adopt an established and globally recognized policy framework for development.

As a company committed to stakeholder engagement and continuous dialogue, Rompetrol Rafinare encourages open communication on ESG-related matters. For any feedback or inquiries regarding sustainability topics, stakeholders are invited to reach out via email at [csr@rompetrol.com](mailto:csr@rompetrol.com).

### ***5.6.3. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS IN RELATION TO THE FINANCIAL REPORTING PROCEDURES***

The Company commitment to integrity, responsibility and ethical conduct is particularly important in the area of bribery and corruption prevention and detection.

The Company is committed to conducting its business fairly, honorably, with integrity and honesty and in compliance with all applicable laws. The Company adopts an approach of zero -tolerance to bribery and corruption in all its business dealings and relationships, wherever it operates. The Company has internal standards and guidelines on due diligence with third parties, conflicts of interest, gifts and hospitality, which focus on mitigating potential corruption risks.

Rompetrol's Code of Ethics and Conduct is approved by the Board of Directors and applies to all directors, executives and employees, whatever the nature of their contractual relationship with the Company. The Code creates a frame of reference for understanding and putting into practice the

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**



**rompetrol**

KazMunayGas  
International  
Group Member

Company's expectations as to each person's behavior, in light of the Company's principles of action. Rompetrol's employees undergo regular professional trainings, trainings on ethical standards and anti-corruption conduct.

Whistleblowing incidents are taken very seriously by the Company and its directors. Any complaints or allegations received are investigated properly by the assigned departments. The Company has established and maintained an open channel to handle and discuss internal reports concerning finance, internal control and fraud to ensure that all reports will receive enough attention. In line with Irregularity Reporting Policy, the internal investigations conducted during 2024 and up to the approval date of the financial statements did not reveal any cases of ethical misconduct and non-compliance with applicable laws and regulations. The results of all internal investigations were discussed with the Company's statutory bodies, which concluded that the warnings were not confirmed.

### **5.7. REPORTED LEGAL ACTS**

Rompetrol Rafinare reported the legal acts concluded during 2024 by the Company in accordance with art. 108 of Law no. 24/2017, republished, through the Current Reports registered with the Company with no. 3671/12 June 2024, no. 3921/27 June 2024, no. 7053/22 November 2024 and 7827/30 December 2024. The Company also reported an addendum to the transactions with affiliated parties in accordance with art. 108 of Law no. 24/2017, republished having a value greater than 5% of the Company's net assets according to Report no. 4543/26 July 2024. Within the above-mentioned reports, Rompetrol Rafinare also reported the significant transactions concluded between affiliated parties of RRC and RRC subsidiaries, as well as the significant transactions concluded between the Company's subsidiaries.

All Reports were submitted to the market operator (respectively the Bucharest Stock Exchange), posted on the ASF website ([www.asfromania.ro](http://www.asfromania.ro)) in the section: Supervision/Capital Market/Electronic Reports as well as on the Company's website <https://rompetrol-rafinare.kmginternational.com/> in the section Investor Relations/Financial Results and Reports, subsection Current Reports.

### **5.8. EVENTS SUBSEQUENT TO THE BALANCE SHEET**

In February 2025, Rompetrol Rafinare SA entered into a repurchase agreement (repo) with KazMunayGas Trading AG involving the sale of 730,000 CO2 certificates. Under the terms of the agreement, the Company is obligated to repurchase the certificates in September 2025. The transaction was undertaken to optimize cash flow management and does not represent a permanent disposal of the CO2 certificates.



***Description of the policies and goals of the company regarding the risk management***

See information at Chapter "1.1.8. Risk management activity", chapter entitled "Policies and objectives of the company regarding the risk management".

***Financial Communication Calendar proposed for year 2025***

| <b>Financial agenda</b>  | <b>Date</b>  |
|--|--|
| <b>Presentation of preliminary, Standalone, and consolidated financial results for 2024 and QIV 2024</b> | <b>28 February 2025</b><br><i>Friday</i>   |
| <b>Ordinary General Meeting of Shareholders for approving financial results for the year 2024</b>        | <b>April 29, 2025 (first call)/ April 30, 2025 (second call)</b><br><i>Tuesday/ Wednesday Monday</i> |
| <b>Release of the 2024 Annual Report</b>   | <b>30 April 2025</b><br><i>Wednesday</i>   |
| <b>Presentation of the results recorded in the first quarter of 2025</b>                                 | <b>15 May 2025</b><br><i>Thursday</i>  |
| <b>Presentation of the results of the first semester and the second quarter of 2025</b>                  | <b>15 August 2025</b><br><i>Thursday</i>   |
| <b>Presentation of results for the third quarter and January – September 2025</b>                        | <b>17 November 2025</b><br><i>Monday</i>   |
| <b>Phone conferences and/ or meetings with investors and financial analytics, as the case may be</b>     | <b>Upon request</b>  |

**Investor Relations Contact**

Annual, half-yearly, and quarterly reports are made available to shareholders upon request. Requests can also be made electronically by e-mail to:

Investor.Relations.RRC@rompetrol.com.

## **6. STATEMENTS AND SIGNATURES**

*Based on the best information available, we hereby confirm that the Individual Financial Statements, audited, prepared according to the Order of the Minister of Public Finance no. 2844/2016 for approving the accounting regulations conform to the International Financial Reporting Standards, and the Consolidated Financial Statements, audited, prepared in accordance with the applicable accounting standards (International Financial Reporting Standards (“IFRS”) approved by the European Union), provide a true correct image regarding the Financial Position of the Company and its subsidiaries respectively included in the process of consolidating the financial statements (“RRC Group”), the Financial Performance and Cash Flows for the financial year 2024. This Report, prepared in accordance with the provisions of Article 65 of Law no. 24/2017 regarding the issuers of financial instruments and market operations, republished, and Annex no. 15 of Regulation no. 5/2018 issued by the Financial Supervisory Authority, for the financial year ended as at December 31, 2024, contains accurate and factual information regarding the development and performance of the Company and the RRC Group, as well as a description of the main risks and uncertainties specific to the activity carried out.*

### **BOARD OF DIRECTORS:**

**Chairman**  
**Yedil Utekov**

**Member**  
**Tamila Mikulich**

**Member**  
**Erik Sagiyeu**

**Member**  
**Adrian Tohănean**

**Member**  
**Nicolae Bogdan Codruț Stănescu**

**Member**  
**Bogdan-Cătălin Steriopol**

**Member**  
**Constantin Saragea**

### **EXECUTIVE MANAGEMENT:**

**General Manager**  
**Florian-Daniel Pop**

**Financial Manager**  
**Alexandru Stavarache**



## **7. ANNEXES**

### ***ANNEX 1 - Amendments to the Constitutive Act of the Company***

In 2024, there were no changes or updates to the Company's Articles of Incorporation.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

***ANNEX 2 - Appointment/revocation documents among members of the administration, executive management, auditor.***

During the reporting year, among the members of the administration and the executive management, the following acts of appointment/revocation took place.

|   |  |  |
|---|--|--|
| 1 | Decision 2 of BoD from 27.02.2024                            | <p>- Appointment of Mr. Alexandru Stavarache as Economic Director of Rompetrol Rafinare S.A. for a period starting with March 01, 2024, and until April 30, 2026 (expiration date of the mandates of the members of the Board of Directors).</p> <p>During the period December 1, 2023 – February 29, 2024, Alexandru Stavarache held the position of interim Economic Director.</p>   |
| 2 | Decision No. 2/2024 OGMS of 26.04.2024                       | <p>- Following the expiration of the provisional mandates of 3 interim Administrators, the election of the following 3 (three) new permanent members of the Board of Directors of the Company for a term starting with the Ordinary General Meeting of Shareholders of April 26, 2024, and which will expire on April 30, 2026 (the expiration date of the mandate of the current members of the Board of Directors):</p> <ul style="list-style-type: none"> <li>○ Ms. Tamila MIKULICH, Ukrainian citizen, with the residency in Bucharest, 1st district, Romania;</li> <li>○ Mr. Constantin SARAGEA, Romanian citizen, with the residency in Bucharest, 3rd district, Romania;</li> </ul> <p>Mr. Pavel ROMANENKO, Kazakh citizen, with the residency in Constanta, Romania.</p> |
| 3 | Decision No. CA of September 10, 2024                        | <p>- Approval of the extension of the mandate of Mr. Florian-Daniel Pop as General Manager of Rompetrol Rafinare S.A. for 1 year, respectively for the period October 1, 2024 - September 30, 2025 (last day of mandate).</p> <p>Mr. Florian-Daniel POP held the position of General Manager from September 30, 2023, to September 30, 2024.</p>   |
| 4 | Decision no. 1 of the Board of Directors of October 14, 2024 | <p>- termination of the mandate of Administrator and Chairman of the Board of Directors of Rompetrol Rafinare S.A. of Mr. Batyrzhan Tergeussizov starting with October 14, 2024 (last day of mandate) following the formulation of the request for termination of the mandate and the quality of Chairman and Administrator.</p> <p>- appointment of Mr. Sergey Kheday as Chairman and provisional/temporary Administrator of the Board of Directors of Rompetrol Rafinare S.A. for a</p>  |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

|  |  |   |
|--|--|---|
|  |  | mandate starting with October 15, 2024, and until the next meeting of the Ordinary General Meeting of Shareholders of Rompetrol Rafinare S.A. |
|--|--|---|

There were no resignation/dismissal or revocation acts of the external financial auditor of the Company



***ANNEX 3 - List of work points of Rompetrol Rafinare***

At the end of the year 2024, the company holds two work points, namely:

- i) Work point located in Năvodari, Bulevardul Năvodari, nr. 1 - 283, județul Constanța;
- and
- ii) Work point located in Ploiești, str. Văleni nr. 146, județul Prahova, which carries out its activities in the space which is owned by the Company, called "Rompetrol Rafinare - Work Point Vega Refinery".

#### ***ANNEX 4 – List of ROMPETROL RAFINARE subsidiaries***

At present, Rompetrol Rafinare S.A. holds the control position in the following companies:  
directly:

- **Rompetrol Logistics S.R.L.** (with registered office in Ploiești, str. Basarabilor, nr. 7, județul Prahova, registered with the Trade Register under number J29/2556/16.09.2008, having Tax Identification Number RO 14156698).

The main business object of Rompetrol Logistics S.R.L. is *Freight rail transport* - NACE code 4920.

➤ Participation - 66,1911%.

- **Rompetrol Petrochemicals S.R.L.** (with registered office in Năvodari, Bulevardul Năvodari, nr. 215, Pavilion Administrativ, cam. 21, registered with the Trade Register under number J13/2681/09.12.2002, having Tax Identification Number RO15077797).

The main business object of Rompetrol Petrochemicals S.R.L. is *Manufacture of plastics in primary forms* - NACE code 2016.

➤ Participation - 100%.

- **ROM OIL S.A.** (with registered office in Zărnești, Str. Mare, nr. 1, Parter, județul Brașov, registered with the Trade Register under number J8/549/13.05.1998, having Tax Identification Number RO 10600770).

Starting with 2017, the main business object of ROM OIL S.A. is *Renting and operating of own or leased real estate* - NACE code 6820.

➤ Participation - 99,9998508%.

- **Rompetrol Quality Control S.R.L.** (with registered office in Navodari, Bulevardul Navodari nr. 215-Pavilion Administrativ, etaj 2 camera 220, judetul Constanta, registered with the Trade Register under number J13/6775/22.06.2004, having Tax Identification Number RO16542407).

The main business object of Rompetrol Quality Control S.R.L. is *Technical testing and analysis* - NACE code 7120.

➤ Participation - 70,91%.

**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

- **Rompetrol Downstream S.R.L.** (with registered office in București, City Gate Northern Tower, Piața Presei Libere nr. 3-5, etaj 2, sector 1, registered with the Trade Register under number J40/1716/24.02.2000, having Tax Identification Number RO12751583).

The main business activity of Rompetrol Downstream S.R.L. is *Retail sale of automotive fuel in specialized stores* - NACE code 4730.

➤ Participation - 99,994688898%.

indirectly:

- **Global Security Sistem S.A.** (with registered office in București, strada Constantin Căpitanu, nr. 10, sector 1, registered with the Trade Register under number J40/10517/25.11.1999, having Tax Identification Number RO12452549).

The main business activity of Global Security Sistem S.A. is *Private security activities* - NACE code 8010.

- **Rompetrol Gas S.R.L.** (with registered office in București, strada Piața Presei Libere, City gate Northern Tower, etaj 5, camerele 4 - 5, sector 1, registered with the Trade Register under number J40/11389/12.07.2006, having Tax Identification Number RO18846690).

The main business activity of Rompetrol Gas S.R.L. is *wholesale of solid, liquid and gaseous fuels and related products* - NACE code 4671.

## ***ANNEX 5 – List of Company related parties<sup>23</sup>***

Rompetrol Rafinare S.A. is part of the KMG International Group<sup>24</sup>. KMG International NV is 100% owned by "National Company "KazMunayGas" JSC.

The parent companies of Rompetrol Rafinare S.A. (i.e. the shareholders of the company JSC "National Company "KazMunayGas") are (i) JSC National Welfare Fund "Samruk-Kazyna" (67.42%), (ii) the National Bank of the Republic of Kazakhstan (9.58%), and (iii) Finance Ministry of the Republic of Kazakhstan (20%) - all these three companies being headquartered in Kazakhstan, being entirely held by the Kazakh State, and (iv) minority shareholders (3%).

**The related parties are presented below:**

### **1. Companies with registered office in Romania**

- Oilfield Exploration Business Solutions S.A.
- Rompetrol Downstream S.R.L.
- Rompetrol Well Services S.A.
- Rompetrol Logistics S.R.L.
- Rominserv S.R.L.
- Rom Oil S.A.
- Global Security Sistem S.A.
- Midia Green Energy S.A.<sup>25</sup>
- Rompetrol Petrochemicals S.R.L.
- Rompetrol Quality Control S.R.L.
- Rompetrol Financial Group S.R.L.
- Rompetrol Gas S.R.L.
- Midia Marine Terminal S.R.L.
- KMG Rompetrol S.R.L.
- Byron Shipping S.R.L.
- Rompetrol Energy S.A.

---

<sup>23</sup> At this point there have been listed all of the companies in the KMG International Group

<sup>24</sup> As Rompetrol Group until March 2014

<sup>25</sup> As Uzina Termoelectrică Midia S.A. until December 2022



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

- KMG ROMPETROL DEVELOPMENT S.R.L.
- Fondul de Investitii in Energie Kazah-Roman S.A.
- KMG Rompetrol Services Center S.R.L.<sup>26</sup>
- Rompetrol Renewable S.R.L.<sup>27</sup> – suspended activity

**2. Companies with registered office abroad**

- KMG International N.V.<sup>28</sup>
- Byron Shipping LTD
- Intreprinderea Mixtă “Rompetrol Moldova” S.A.
- Rompetrol Georgia LTD
- Rompetrol France SAS
- Dyneff SAS
- TRG PETROL TICARET ANONIM ŞIRKETI
- Rompetrol Bulgaria JSC
- KazMunayGaz Trading A.G.
- DPPLN SAS (Depot Petrolier de Port-la-Nouvelle SAS)
- Dyneff Retail SAS;
- DYNEFF ESPAGNE SL;
- DYNEFF GAS STATIONS NETWORK SL;
- DYNEFF Trading SL;
- EPPLN SAS;
- NATGAS France SAS;
- BIO ADVANCED ENERGY SAS;
- DP FOS SA;
- SPR SA;
- ANEO SAS;
- BOISSONNADE COMBUSTIBLES SAS;
- “Paul ORRIOLS” COMBUSTIBLES DE CERDAGNE SAS;
- ETS ROSSIGNOL SAS;
- PLANTIER SAS;
- ORCEYRE SAS;
- AUBAC SAS;
- TPDT SARL;

<sup>26</sup> With the old designation of ROMPETROL EXPLORATION & PRODUCTION S.R.L.

<sup>27</sup> As Rompetrol Drilling S.R.L. until 31.01.2023

<sup>28</sup> Until March 2014, with the name The Rompetrol Group N.V



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2024**

- ABC CARBURANTSALLO BEZIAT CARBURANTS SAS;
- GERAUD-TAMPIER SAS;
- DAVID RECOULES SAS;
- ALEGRI SAS.
- BENON JV
- NEEL FRAISSE SAS
- TRAVAUX FORESTIERS ZAPLOTNY SAS;
- BOIS ENERGIE DES TERRITOIRES D'Auvergne SAS;
- FRANCE HABITAT ENR SAS;
- GLOBAL'ETHIC DELTA

Note: there are also 7 branches and representative offices of the KMG International Group



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2020**



**rompetrol**

KazMunayGas  
International  
Group Member

***ANNEX 6 - Stage of implementation of the Corporate Governance Code of the Bucharest Stock Exchange as at 31 December 2024***

| <b>Provisions of the Corporate Governance Code</b>  | <b>Compliance</b> | <b>Not compliant or partial compliant</b> | <b>Reason for the non-compliance</b> |
|---|-------------------|---|--------------------------------------|
| <b>A.1.</b> All companies should have internal regulation of the Board which includes terms of reference/responsibilities for Board and key management functions of the company, applying, among others, the General Principles of Section A.   | YES               |   |                                      |
| <b>A.2.</b> Provisions for the management of conflict of interest should be included in Board regulation. In any event, members of the Board should notify the Board of any conflicts of interest which have arisen or may arise, and should refrain from taking part in the discussion (including by not being present where this does not render the meeting non-quorate) and from voting on the adoption of a resolution on the issue which gives rise to such conflict of interest. | YES               |   |                                      |
| <b>A.3.</b> The Board of Directors or the Supervisory Board should have at least five members.  | YES               |   |                                      |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2020**

| <b>Provisions of the Corporate Governance Code</b>  | <b>Compliance</b> | <b>Not compliant or partial compliant</b> | <b>Reason for the non-compliance</b> |
|---|-------------------|---|--------------------------------------|
| <b>A.4.</b> The majority of the members of the Board of Directors should be non-executive. At least one member of the Board of Directors or Supervisory Board should be independent, in the case of Standard Tier companies. Not less than two non-executive members of the Board of Directors or Supervisory Board should be independent, in the case of Premium Tier Companies. Each member of the Board of Directors or Supervisory Board, as the case may be, should submit a statement that he/she is independent at the moment of his/her nomination for election or re-election as well as when any change in his/her status arises, by demonstrating the ground on which he/she is considered independent in character and judgement in practice. | YES               |   |                                      |
| <b>A.5.</b> A Board member's other relatively permanent professional commitments and engagements, including executive and nonexecutive Board positions in companies and not-for-profit institutions, should be disclosed to shareholders and to potential investors before appointment and during his/her mandate.  | YES               |   |                                      |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2020**

| <b>Provisions of the Corporate Governance Code</b>   | <b>Compliance</b> | <b>Not compliant or partial compliant</b> | <b>Reason for the non-compliance</b>   |
|--|-------------------|---|--|
| <b>A.6.</b> Any member of the Board should submit to the Board, information on any relationship with a shareholder who holds directly or indirectly, shares representing more than 5% of all voting rights. This obligation concerns any kind of relationship which may affect the position of the member on issues decided by the Board.  | YES               |   |  |
| <b>A.7.</b> The company should appoint a Board Secretary responsible for supporting the work of the Board.   | YES               |   |  |
| <b>A.8.</b> The corporate governance statement should inform on whether an evaluation of the Board has taken place under the leadership of the Chairman or the nomination committee and, if it has, summarize key action points and changes resulting from it. The company should have a policy/guidance regarding the evaluation of the Board containing the purpose, criteria and frequency of the evaluation process. |                   | NO  | The company will develop a policy/guidance concerning the Board's evaluation, including the purpose, criteria and frequency of the evaluation process. |
| <b>A.9.</b> The corporate governance statement should contain information on the number of meetings of the Board and the committees during the past year, attendance by directors (in person and in absentia) and a report of the Board and committees on their activities.  | YES               |   |  |
| <b>A.10.</b> The corporate governance statement should contain information on the precise number of the independent members of the Board of Directors or of the Supervisory Board.   | YES               |   |  |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2020**

| Provisions of the Corporate Governance Code   | Compliance | Not compliant or partial compliant | Reason for the non-compliance                     |
|---|------------|------------------------------------|---|
| <b>A.11.</b> The Board of Premium Tier companies should set up a nomination committee formed of nonexecutives, which will lead the process for Board appointments and make recommendations to the Board. The majority of the members of the nomination committee should be independent.   |            | N/A                                | The company is included in the Standard category. |
| <b>B.1.</b> The Board should set up an audit committee, and at least one member should be an independent non-executive. The majority of members, including the Chairman, should have proven an adequate qualification relevant to the functions and responsibilities of the committee. At least one member of the audit committee should have proven and adequate auditing or accounting experience. In the case of Premium Tier companies, the audit committee should be composed of at least three members and the majority of the audit committee should be independent. | YES        |                                    |   |
| <b>B.2.</b> The audit committee should be chaired by an independent nonexecutive member.  | YES        |                                    |   |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2020**

| <b>Provisions of the Corporate Governance Code</b>   | <b>Compliance</b> | <b>Not compliant or partial compliant</b> | <b>Reason for the non-compliance</b> |
|--|-------------------|---|--------------------------------------|
| <b>B.3.</b> Among its responsibilities, the audit committee should undertake an annual assessment of the internal control system.  | YES               |   |                                      |
| <b>B.4.</b> The assessment should consider the effectiveness and scope of the internal audit function, the adequacy of risk management and internal control reports to the audit committee of the Board, management's responsiveness and effectiveness in dealing with identified internal control failings or weaknesses and their submission of relevant reports to the Board. | YES               |   |                                      |
| <b>B.5.</b> The audit committee should review conflicts of interests in transactions of the company and its subsidiaries with related parties.   |                   | Partial compliance                        | The requirement will be implemented  |
| <b>B.6.</b> The audit committee should evaluate the efficiency of the internal control system and risk management system.  | YES               |   |                                      |
| <b>B.7.</b> The audit committee should monitor the application of statutory and generally accepted standards of internal auditing. The audit committee should receive and evaluate the reports of the internal audit team.   | YES               |   |                                      |
| <b>B.8.</b> Whenever the Code mentions reviews or analysis to be exercised by the Audit Committee, these should be followed by periodical (at least annual), or ad-hoc reports to be submitted to the Board afterwards.  | YES               |   |                                      |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2020**

| <b>Provisions of the Corporate Governance Code</b>  | <b>Compliance</b> | <b>Not compliant or partial compliant</b> | <b>Reason for the non-compliance</b>  |
|---|-------------------|---|---|
| <b>B.9.</b> No shareholder may be given undue preference over other shareholders with regard to transactions and agreements made by the company with shareholders and their related parties.  | YES               |   |   |
| <b>B.10.</b> The Board should adopt a policy ensuring that any transaction of the company with any of the companies with which it has close relations, that is equal to or more than 5% of the net assets of the company (as stated in the latest financial report), should be approved by the Board following an obligatory opinion of the Board's audit committee, and fairly disclosed to the shareholders and potential investors, to the extent that such transactions fall under the category of events subject to disclosure requirements. |                   | NO  | The company will prepare a policy/guideline regarding provision B.10 of the Corporate Governance Code |
| <b>B.11.</b> The internal audits should be carried out by a separate structural division (internal audit department) within the company or by retaining an independent third-party entity.  | YES               |   |   |
| <b>B.12.</b> To ensure the fulfillment of the core functions of the internal audit department, it should report functionally to the Board via the audit committee. For administrative purposes and in the scope related to the obligations of the management to monitor and mitigate risks, it should report directly to the chief executive officer.   | YES               |   |   |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2020**

| Provisions of the Corporate Governance Code   | Compliance | Not compliant or partial compliant | Reason for the non-compliance   |
|---|------------|------------------------------------|---|
| <b>C.1.</b> The company should publish a remuneration policy on its website and include in its annual report a remuneration statement on the implementation of this policy during the annual period under review. Any essential change of the remuneration policy should be published on the corporate website in a timely fashion. | YES        |                                    | <p>In 2021, the Company established the Remuneration Policy in accordance with art. 92<sup>1</sup> of Law no. 24/2017. In OGMS of April 28, 2021, the Company submitted to the approval of the shareholders the Remuneration Policy of the Company's Directors.</p> <p>In March 2023, the Company revised the Remuneration Policy. In the OGMS of April 27, 2023, the Company submitted to the approval of the shareholders the revised Remuneration Policy that entered into force on the date of this OGMS. The Remuneration Policy revised on April 27, 2023 can be found on the Internet, on the Company's website <a href="https://rompetrol-rafinare.kmginternational.com/">https://rompetrol-rafinare.kmginternational.com/</a>, Investor Relations section, Corporate Governance Documents subsection</p> |





**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2020**

| Provisions of the Corporate Governance Code  | Compliance | Not compliant or partial compliant | Reason for the non-compliance  |
|--|------------|------------------------------------|--|
| <b>D.1.</b> The company should have an Investor Relations function - indicated, by person (s) responsible or an organizational unit, to the general public. In addition to information required by legal provisions, the company should include on its corporate website a dedicated Investor Relations section, both in Romanian and English, with all relevant information of interest for investors, including: | YES        |                                    |  |
| <ul style="list-style-type: none"> <li><b>D.1.1.</b> Main corporate regulations: the articles of association, general shareholders' meeting procedures;</li> </ul>   | YES        |                                    |  |
| <ul style="list-style-type: none"> <li><b>D.1.2.</b> Professional CVs of the members of its governing bodies, a Board member's other professional commitments, including executive and nonexecutive Board positions in companies and non-for-profit institutions;</li> </ul>   | YES        | Partially compliant                | The recommendation is not implemented as concerns other professional commitments of the Board's members, including executive and non-executive positions in boards of directors of other companies or non-profit institutions. It will be implemented. |
| <ul style="list-style-type: none"> <li><b>D.1.3.</b> . Current reports and periodic reports (quarterly, semi-annual and annual reports) – at least as provided at item D.8 – including current reports with detailed information related to non-compliance with the present Code;</li> </ul>   | YES        |                                    |  |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2020**

| Provisions of the Corporate Governance Code   | Compliance | Not compliant or partial compliant | Reason for the non-compliance |
|---|------------|------------------------------------|-------------------------------|
| <ul style="list-style-type: none"> <li><b>D.1.4.</b> Information related to general meetings of shareholders: the agenda and supporting materials; the procedure approved for the election of Board members; the rationale for the proposal of candidates for the election to the Board, together with their professional CVs; shareholders' questions related to the agenda and the company's answers, including the decisions taken;</li> </ul> | YES        |                                    |                               |
| <ul style="list-style-type: none"> <li><b>D.1.5.</b> Information on corporate events, such as payment of dividends and other distributions to shareholders, or other events leading to the acquisition or limitation of rights of a shareholder, including the deadlines and principles applied to such operations. Such information should be published within a timeframe that enables investors to make investment decisions;</li> </ul>       | YES        |                                    |                               |
| <ul style="list-style-type: none"> <li><b>D.1.6.</b> The name and contact data of a person who should be able to provide knowledgeable information on request;</li> </ul>   | YES        |                                    |                               |
| <ul style="list-style-type: none"> <li><b>D.1.7.</b> Corporate presentations (e.g. IR presentations, quarterly results presentations, etc.), financial statements (quarterly, semiannual, annual), auditor reports and annual reports.</li> </ul>   | YES        |                                    |                               |
| <b>D.2.</b> The Company shall have an annual dividend distribution policy or related to other benefits to the shareholders, proposed by the CEO or the Management Board and adopted by the Board, as a set of guidelines the company intends to follow regarding the distribution of net profit. The principles of the annual distribution policy to shareholders should be published on the corporate website.                                   |            | NO                                 | To be implemented             |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2020**

| Provisions of the Corporate Governance Code   | Compliance | Not compliant or partial compliant | Reason for the non-compliance  |
|---|------------|------------------------------------|--|
| <b>D.3.</b> The company will adopt a policy with respect to forecasts, whether they are distributed or not. Forecasts refer to the quantified conclusions of studies aimed at determining the total impact of a list of factors related to a future period (so called assumptions): by nature, such a task is based upon a high level of uncertainty, with results sometimes significantly differing from forecasts initially presented. The policy should provide for the frequency, period envisaged, and content of forecasts. Forecasts, if published, may only be part of annual, semestrial or quarterly reports. The forecast policy should be published on the corporate website. |            | NO                                 | The requirement will be implemented.   |
| <b>D.4.</b> The rules of general meetings of shareholders should not restrict the participation of shareholders in general meetings and the exercising of their rights. Amendments of the rules should take effect, at the earliest, as of the next general meeting of shareholders.  | YES        |                                    |  |
| <b>D.5.</b> The external auditors should attend the shareholders' meetings when their reports are presented there.  | YES        |                                    | The external auditors are invited to GMS when their reports are submitted within these meetings. |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2020**

| <b>Provisions of the Corporate Governance Code</b>   | <b>Compliance</b> | <b>Not compliant or partial compliant</b> | <b>Reason for the non-compliance</b> |
|--|-------------------|---|--------------------------------------|
| <b>D.6.</b> The Board will present to the annual general meeting of shareholders a brief assessment of the internal controls and significant risk management system, as well as opinions on issues subject to resolution at the general meeting.   | YES               |   |                                      |
| <b>D.7.</b> Any professional, consultant, expert or financial analyst may participate in the shareholders' meeting upon prior invitation from the Chairman of the Board. Accredited journalists may also participate in the general meeting of shareholders, unless the Chairman of the Board decides otherwise. | YES               |   |                                      |
| <b>D.8.</b> The quarterly and semestrial financial reports should include information in both Romanian and English regarding the key drivers that influence the change in sales, operating profit, net profit and other relevant financial indicators, both on quarter-on-quarter and year-on-year terms.        | YES               |   |                                      |



**ROMPETROL RAFINARE S.A.**  
**INDIVIDUAL ANNUAL REPORT OF THE BOARD OF DIRECTORS**  
**for the financial year 2020**

| Provisions of the Corporate Governance Code  | Compliance | Not compliant or partial compliant | Reason for the non-compliance   |
|--|------------|------------------------------------|---|
| <b>D.9.</b> A company will organize at least two meetings /conference calls with analysts and investors each year. The information presented on these occasions should be published in the IR section of the company website at the time of the meetings/conference calls.   |            | Partially compliant                | The regular reporting of the company disclosing financial information is considered complete, highly transparent and relevant in terms of the information needed for investment decision-making. The organization of such events will be established as requested by investors. |
| <b>D.10.</b> If a company supports various forms of artistic and cultural expression, sport activities, educational or scientific activities, and considers the resulting impact on the innovativeness and competitiveness of the company part of its business mission and development strategy, it should publish the policy guiding its activity in this area. | YES        |                                    |   |

Legend:

GMS = General Meeting of Shareholders

BoD = Board of Directors

CV = Curriculum Vitae

**Chairman of the Board of Directors**  
**Yedil Utekov**