



rompetrol

KazMunayGas
International
Group Member

INFORMATIVE MATERIAL REGARDING THE APPROVAL OF THE CONCLUSION OF THE CRUDE OIL PURCHASE CONTRACT BETWEEN ROMPETROL RAFINARE S.A. AND KAZMUNAYGAS TRADING AG

Dear shareholders of Rompetrol Rafinare,

We submit for your approval the conclusion of the Crude Oil Sale-Purchase Agreement for the period 2026–2030 between Rompetrol Rafinare (RRC) as the buyer and KazMunayGas Trading (KMGT) as the seller.

A. Necessity and Importance of the Contract

The Petromidia Refinery, operated by RRC, is designed to process mixtures of sour and unsour crude oils, with specific technical characteristics, necessary to maximize processing efficiency. The continuity of the technological flow and operation at optimal capacity depend on a stable and predictable flow of crude oil supply.

In this context, RRC purchases crude oil on the international market through KMGT, the trader of the KMG International Group, based on the correlated analysis between operational demand and availability on the origin and transit markets.

The contract subject to approval ensures coverage of the entire processing needs of the refinery, reducing to elimination, the risk of discontinuity in supply and allowing efficient planning of maintenance, operation and deliveries programs to customers.



rompetrol

KazMunayGas
International
Group Member

B. Strategic Benefits

The conclusion of this Contract confers on Rompetrol Rafinare S.A. the following strategic benefits, with a direct impact on the continuity and operational efficiency:

- **Continuity and operational stability:** Ensuring the volumes necessary for the refinery to operate at optimal capacity, reducing the risk of shutdown or operation below the efficient level.
- **Predictability in the cost structure:** Maintaining the net margin of 1.5 USD/MT used consistently in recent years allows for multi-annual financial planning and the elimination of uncertainties regarding the trader's commercial mark-up.
- **Major tax advantage** – continuity of the Advance Pricing Agreement
The previous contract (executed in the last 5 previous years) was the subject of an Advance Pricing Agreement (APA) concluded with the Romanian tax authorities, which:
 - confirmed the compliance of the pricing formulas with the market value principle,
 - reduced the risk of tax adjustments and penalties,
 - provided legal and financial certainty on intra-group transactions.

For this contract, for the entire period of execution of the Contract, the same procedure for obtaining the APA will be followed for the entire period of execution, which will ensure:

- protection against the risk of reclassification and adjustment of the taxable base,
 - fiscal stability during the duration of the contract,
 - risk reduction in possible tax inspections or thematic controls regarding transfer pricing.
- **Logistical efficiency and access to integrated chain:** KMGT manages both procurement and transport coordination, reducing transaction costs and operational complexity for RRC.
 - **Alignment with the Group's medium-term strategy:** The contract supports the production plan for the period 2026–2030, ensuring the ability to consistently supply petroleum products and honor commercial commitments.



rompetrol

KazMunayGas
International
Group Member

Alternatives to supply directly from the spot market or from multiple sources would expose the refinery to increased price volatility, logistical uncertainties and increased risk of interruption in continuous supply, affecting operational stability and unit cost of production.

C. Main Contractual Elements

Description of the Contracting Parties

- Seller: KazMunayGas Trading AG, an international trader belonging to the KMG International Group, responsible for the acquisition and distribution of crude oil from the resources of NC KazMunayGas (Kazakhstan), as well as from other third-party sources, depending on market opportunities.
- Buyer: Rompetrol Rafinare S.A., operator of the Petromidia refinery, responsible for planning consumption, processing and distribution of the resulting petroleum products.

The transaction is carried out between affiliated entities, namely entities within the KMG International Group, under market conditions, in compliance with the principle of market value and adjustments provided for by the legislation on transfer pricing.

Main Commercial Terms

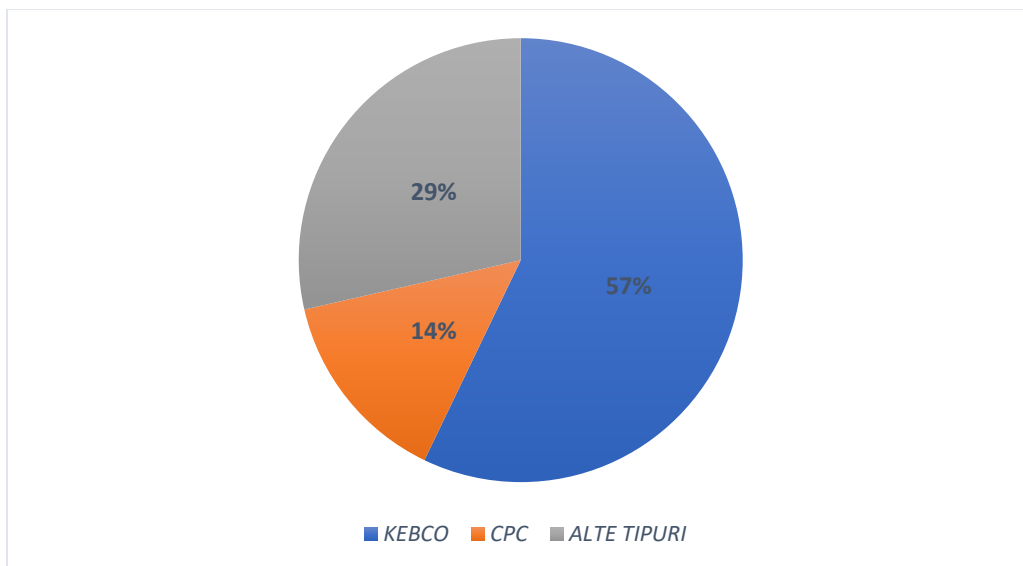
Supply is achieved through the annual delivery of up to **5,600,000 MT** of crude oil, in grades compatible with the refinery's technological flow (KEBCO, CPC and other types with similar parameters), based on monthly schedules submitted by RRC and confirmed by KMG.



rompetrol

KazMunayGas
International
Group Member

Percentage presentation of the monthly required quantities, by type of crude oil, in accordance with the estimated RRC needs for the period 2026-2030:



The price of crude oil is determined according to Platts international quotations (Brent Dated), adjusted with differentials related to quality, logistical route and market conditions. The price formulas applicable to each type of crude oil are indicated and detailed in the Table attached to this material which forms an integral part of this.

The contract provides for the trader's fixed net margin of 1.5 USD/MT, a level applied constantly in the contractual relationship with KMGT for at least 5 years, which provides predictability and commercial continuity.

This pricing structure ensures:

- transparency in pricing,
- comparability with similar transactions in the regional market,
- solid documentation of transactions in the context of transfer pricing legislation.



rompetrol

KazMunayGas
International
Group Member

Since the transaction is carried out between affiliated entities within the KMG International Group, it is subject to the applicable transfer pricing rules, according to the Romanian tax legislation. The price structure provided for in the Contract is based on internationally recognized market methods and references (Platts quotes and trade differentials), to which a fixed net trader margin of 1.5 USD/MT is applied, used consistently in recent years in the commercial relationship between the parties.

The Contract also includes a price adjustment clause for all crude oil deliveries made in a year so that KMGT's profitability from crude oil sales to RRC falls within the market range determined by the comparability study prepared in accordance with the transfer pricing legislation or the market range approved by the Advance Pricing Agreement. This clause aims to maintain the transaction's compliance with the arm's length principle throughout the contractual term.

We would like to remind you that, for the transactions carried out under the previous Contract, an Advance Pricing Agreement (APA) was obtained issued by the Romanian tax authorities, which confirmed the market nature of the price formulas, and the commercial margin applied. The same procedure for obtaining the APA will be followed for this Contract.

Payment is made 30 days from the date of the Bill of Landing, with the possibility for KMGT to ensure the financing of the physical flow of acquisition through structured banking facilities with international institutions (ING; NATIXIS; Banque de Commerce and Placement; MUFG), eliminating the cash-flow pressure on Rompetrol Rafinare.

D. Final Considerations

Considering the need to ensure the operational continuity of the Petromidia refinery, the predictability in the structure of crude oil supply costs, as well as the tax and compliance benefits resulting from the application of the Advance Pricing Agreement procedure, the conclusion of this Contract represents the most efficient and stable solution for Rompetrol Rafinare S.A. during the period 2026–2030. The proposed contractual structure reflects market conditions, maintains a constant and documentable commercial margin, and reduces the economic, logistical and tax risks related to supply.



rompetrol

KazMunayGas
International
Group Member

In this regard, we submit to the General Meeting of Shareholders the approval of the conclusion of the Crude Oil Sale-Purchase Contract for the period 2026–2030 between Rompetrol Rafinare S.A., as buyer, and KazMunayGas Trading AG, as seller, under the conditions presented in this information material.

Director General,
Sorin GRAURE

Director Economic,
Alexandru STAVARACHE

Operational Manager,
Rodica BRAIESCU