

## Inside information

Madrid, March 27, 2025

The Board of Directors of Repsol, S.A., at its meeting held yesterday, has resolved to call the Annual Shareholders' Meeting to be held at the **Palacio Municipal de Congresos**, Avenida de la Capital de España-Madrid, no number, Campo de las Naciones, Madrid, on May 29, 2025, at 12:00 p.m. (CEST), on first call and, at the same place and time, **on May 30, 2025, on second call**, in accordance with the following

### **AGENDA**

#### ***ITEMS REGARDING THE ANNUAL ACCOUNTS, STATEMENT OF NON-FINANCIAL INFORMATION, RESULTS ALLOCATION AND MANAGEMENT BY THE BOARD***

**First.** Review and approval, if appropriate, of the Annual Financial Statements and Management Report of Repsol, S.A. and the Consolidated Annual Financial Statements and Consolidated Management Report, for fiscal year ended 31 December 2024.

**Second.** Review and approval, if appropriate, of the proposal for the allocation of results in 2024.

**Third.** Review and approval, if appropriate, of the Statement of Non-Financial Information for fiscal year ended 31 December 2024.

**Fourth.** Review and approval, if appropriate, of the management of the Board of Directors of Repsol, S.A. during 2024.

**Fifth.** Appointment of the Accounts Auditor of Repsol, S.A. and its Consolidated Group for fiscal year 2025.

#### ***ITEMS REGARDING SHAREHOLDER'S REMUNERATION***

**Sixth.** Distribution in July 2025 of the fixed amount of 0.5 euros gross per share charged to free reserves. Delegation of powers to the Board of Directors or, by substitution, to the Delegate Committee or the CEO, to establish the terms of distribution for that which may go unforeseen by the Annual General Meeting, to carry out the acts necessary for its execution and to issue as many public and private documents as may be required to fulfil the agreement.

**Seventh.** Distribution in January 2026 of the fixed amount of 0.5 euros gross per share charged to free reserves. Delegation of powers to the Board of Directors or, by substitution, to the Delegate Committee or the CEO, to set the conditions of the distribution in all matters not

## Inside information

provided for by the Annual General Meeting, to carry out the necessary actions for its execution, and to grant all public and private documents necessary for the execution of the agreement.

**Eighth.** Approval of a reduction in share capital by a determinable amount, with the maximum indicated in the terms of the agreement, through the redemption of the Company's own shares. Delegation of powers to the Board of Directors or, by substitution, to the Delegate Committee or the CEO, to set the specific amount of the capital reduction and the other conditions of the reduction in all matters not provided for by the Annual General Meeting, including, among other issues, the powers to redraft articles 5 and 6 of the Company's Bylaws, relating to share capital and shares, respectively, and to request the delisting and cancellation of the accounting records of the shares that are redeemed.

**Ninth.** Approval of a reduction in share capital by a maximum amount of 115,739,605 euros, equivalent to 10% of the share capital, through the redemption of a maximum of 115,739,605 own shares of the Company. Delegation of powers to the Board of Directors or, by substitution, to the Delegate Committee or the CEO, to agree on the execution of the reduction and to set the other conditions of the reduction in everything not provided for by the Annual General Meeting, including, among other matters, the powers to redraft articles 5 and 6 of the Company's Bylaws, relating to share capital and shares, respectively, and to request the delisting and cancellation of the accounting records of the shares that are redeemed.

### ***ITEM RELATING TO EXPRESS AUTHORIZATIONS AND DELEGATIONS REQUESTED FOR THE BOARD OF DIRECTORS***

**Tenth.** Delegation to the Board of Directors of the power to issue fixed-income securities, convertible and/or exchangeable for shares of the Company, as well as warrants (options to subscribe for new shares or to acquire shares in circulation of the Company). Setting the criteria for determining the bases and modalities of conversion and/or exchange and granting the Board of Directors the powers to increase the capital in the necessary amount, as well as to exclude, totally or partially, the pre-emptive subscription rights of shareholders in such issues. Authorization for the Company to guarantee issues of securities made by its subsidiaries. To render ineffective, to the extent not used, resolution eighth B) of the Annual General Meeting held on March 26, 2021.

### ***ITEMS RELATING TO THE COMPOSITION OF THE BOARD OF DIRECTORS***

**Eleventh.** Re-election of Ms. Aurora Catá Sala as Director.

## Inside information

**Twelfth.** Re-election of Ms. Isabel Torremocha Ferrezuelo as Director.

**Thirteenth.** Re-election of Mr. Mariano Marzo Carpio as Director.

### ***ITEMS RELATING TO THE REMUNERATION OF THE COMPANY'S DIRECTORS***

**Fourteenth.** Advisory vote on the Annual Report on Directors' Remuneration of Repsol, S.A. for the fiscal year 2024.

**Fifteenth.** Examination and approval, if applicable, of the Remuneration Policy for the Directors of Repsol, S.A. (2025-2028).

**Sixteenth.** Modification of the Long-Term Incentive Program 2025-2028.

**Seventeenth.** Approval of three additional new cycles of the Long-Term Incentive Program.

### ***ITEM RELATING TO GENERAL MATTERS***

**Eighteenth.** Delegation of powers to interpret, supplement, develop, execute, rectify and formalize the resolutions adopted by the Annual General Meeting.

Regarding shareholder remuneration, and within item six of the Agenda, it is proposed to the Annual General Meeting the distribution of a dividend charged to free reserves of 0.5 euros gross per each share of the Company entitled to receive it and that is in circulation on the date of the corresponding payment, which is scheduled to take place on July 8, 2025<sup>1</sup>. Additionally, it is proposed to the Annual General Meeting, within item seven of the Agenda, the distribution of another dividend of 0.5 euros gross per share charged to free reserves, whose distribution is scheduled for January 2026, on the date to be determined by the Board of Directors.

On the other hand, within item eight of the Agenda, it is proposed to the Annual General Meeting the approval of the capital reduction announced through the corresponding inside information communication sent to the Spanish National Securities Market Commission on February 20, 2025 (registration number 2608). This capital reduction would be carried out through the redemption of the following shares of the Company: (i) all the shares acquired through the share buyback program that, with a maximum net investment of 300,000,000 euros, the CEO agreed to implement on March 4, 2025; and (ii) 3,831,417 treasury shares currently

---

<sup>1</sup> Holders of American Depositary Receipts (ADRs) may have certain specialties with respect to the payment date.

## Inside information

held, acquired through the settlement of derivatives on own shares contracted by the Company before February 19, 2025.

Additionally, within item nine of the Agenda, it is proposed to the Annual General Meeting the delegation to the Board of Directors of the power to execute totally or partially and on the occasions it deems most convenient, or not to execute, a second capital reduction through the redemption of up to a maximum of 115,739,605 own shares, equivalent to 10% of the Company's share capital.