



## **PROCEDURES APPROVED BY THE BOARD OF DIRECTORS FOR DISTANCE VOTING AND PROXIES PRIOR TO THE GENERAL SHAREHOLDERS MEETING**

### **1. Voting by distance communication prior to the General Shareholders' Meeting**

Pursuant to Article 23 of the Articles of Association and Article 7 of the Regulations of the General Shareholders' Meeting, shareholders entitled to attend may vote through distance communication on the proposals regarding the points on the Agenda prior to the date of the General Meeting, provided the identity of the voting shareholder is duly guaranteed.

#### **1.1 Means for distance voting**

The means of communication valid for distance voting are as follows:

##### *(i) Postal vote*

To vote by post on the points on the Agenda, shareholders must complete and sign the "Distance Voting" section of the attendance, proxy and distance voting card issued by the member of IBERCLEAR with which they have deposited their shares or by the Company itself.

Once the appropriate section of the card has been completed and signed, the shareholder must send it to the Company, for the attention of the Shareholder Information Office at Calle Méndez Álvaro, nº 44, 28045 Madrid.

If the card issued by the member of IBERCLEAR does not incorporate the "Distance Voting" section or if it is incomplete, the shareholder may use the model card available on the Company's website ([www.repsol.com](http://www.repsol.com)). That card, duly signed, must be sent to the Company together with the corresponding card issued by the member of IBERCLEAR, which must also contain the signature of the voting shareholder.

##### *(ii) Electronic vote*

Shareholders may vote on the points on the Agenda for the Shareholders' Meeting through the company's website ([www.repsol.com](http://www.repsol.com)), entering the Ordinary Shareholders' Meeting 2020 page and following the procedure established there, provided the shareholder has an electronic DNI (national identity document) or a recognised or advanced electronic signature, based on a recognised, valid electronic certificate issued by *Entidad Pública de Certificación Española (CERES)*, of *Fábrica Nacional de Moneda y Timbre*, and uses one of these means to identify himself.



## **1.2 Specific rules for distance voting**

### *(i) Voting indications*

If the shareholder sending a distance vote fails to mark any of the boxes provided for any of the points on the Agenda, he will be presumed to vote for the Board's proposal.

### *(ii) Receipt by Company*

In order to be valid and in accordance with what is indicated below in the section on special measures related to the 2020 General Shareholders meeting regarding the coronavirus disease, postal or electronic votes must be received by the company no later than 12:00 pm on the day of the Shareholders' Meeting.

After this time, the company will only accept the votes cast at the general meeting.

## **2. Distance proxies**

Pursuant to Article 24 of the Bylaws and Article 8 of the Regulations of the General Shareholders' Meeting, shareholders entitled to attend may grant a proxy for voting, prior to the date of the General Meeting, provided the identity of the participants is duly guaranteed.

### **2.1 Means for granting proxies**

The means of communication valid for distance proxies are as follows:

#### *(i) Postal proxy*

To grant proxies by post, shareholders must complete and sign the "Proxy" section of the attendance, proxy and distance voting card issued by the member of IBERCLEAR with which they have deposited their shares or by the Company itself.

This section must be signed by the shareholder and sent to the Company, for the attention of the Shareholder Information Office at Calle Méndez Álvaro, nº 44, 28045 Madrid or to the designated proxy for presentation at the General Shareholders' Meeting.

If the card issued by the member of IBERCLEAR does not incorporate the "Proxy" section or if it is incomplete, the shareholder may use the model card available on the Company's website ([www.repsol.com](http://www.repsol.com)). That card, duly signed, must be sent to the Company together with the



corresponding card issued by the member of IBERCLEAR, which must also contain the signature of the shareholder granting the proxy.

*(ii) Electronic proxy*

Shareholders may grant proxies through the company's web site ([www.repsol.com](http://www.repsol.com)), entering the Ordinary Shareholders' Meeting 2020 page and following the procedure established there, provided the shareholder has an electronic DNI (national identity document) or a recognised or advanced electronic signature, based on a recognised, valid electronic certificate issued by *Entidad Pública de Certificación Española (CERES)*, of *Fábrica Nacional de Moneda y Timbre*, and uses one of these means to identify himself.

**2.2 Specific rules for distance proxies**

Distance proxies will be subject to the general rules established for representation at Shareholders' Meetings in respect of (i) blank proxies received by the Company; (ii) the issuing of specific voting instructions, consisting of voting in favour of the proposed resolutions submitted by the Board of Directors if the voting instruction boxes are not marked; (iii) extension of the proxy to proposed resolutions not submitted by the Board of Directors and any business not included on the Agenda that may be transacted at the Shareholders' Meeting; and voting instructions in those cases; and (iv) the necessary notification to the designated representative of the proxy granted in his favour, or revoked, as the case may be.

In order to be valid and in accordance with what is indicated below in the section on special measures related to the 2020 General Shareholders meeting regarding the coronavirus disease, postal or electronic proxies must be received by the company no later than 12:00 pm on the day of the Shareholders' Meeting.

At the date and place of the General Shareholders' Meeting, proxies must prove their identity, showing their National Identity Document or any other official document generally accepted for these purposes, together with the attendance, proxy and voting card or a print-out of the electronic proof of proxy, as the case may be, so that the company can confirm the proxy granted.

**3. Rules common to distance voting and distance proxies**

*(i) Confirmation of distance vote or distance proxy*

The validity of votes cast and proxies granted through distance communication is subject to checking of the particulars supplied by the shareholder against those contained in the file supplied by IBERCLEAR. In the event of any discrepancy between the number of shares indicated



by the shareholder in the proxy form or distance voting form and those indicated in the aforesaid file, the number of shares indicated by IBERCLEAR will prevail for the purposes of quorum and voting.

*(ii) Rules of priority*

Personal attendance of the general meeting by a shareholder who has previously granted a proxy or voted through distance communication, by whatsoever means used, will render that distance proxy or vote void.

If a shareholder validly issues both a distance vote and a proxy, the former will prevail. Similarly, electronic votes and proxies will prevail over those sent by post.

Electronic votes and proxies may be rendered void through express revocation by the shareholder through the same means.

If the Company receives two or more postal votes from the same shareholder, the latest such vote received shall prevail. The same rule will be applicable if the Company receives by post two or more proxies from the same shareholder.

Any of the joint holders of shares deposited may vote, grant proxies or attend and the rules of priority established in this section will be applicable between them. Pursuant to section 126 of the Companies Act, the joint holder is presumed to be designated by the remaining joint holders to exercise their shareholders' rights every time he takes any action (proxy, voting or attendance, in person or distance).

*(iii) Other provisions*

The Company may adapt the means to confer distance proxy and for distance voting at the General Shareholders' Meeting, with proper safeguards in the cases of non-resident shareholders in Spain, qualified investors and other analogous cases.

The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and proxy mechanisms for technical or security reasons. The Company further reserves the right to request additional identification from shareholders as and when it may deem fit to guarantee the identity of those concerned, the authenticity of the vote or proxy and, in general, the legal certainty of the General Shareholders' Meeting.

The Company will not be responsible for any damages caused to shareholders through unavailability, maintenance and effective functioning of its website and the services and contents provided through such site, or for any faults, overrun, overload, fallen lines,



connection faults or whatsoever other similar incidents beyond the Company's control, which prevent use of the electronic voting and proxy mechanisms.

Electronic voting and proxy mechanisms will be available online from 7 April 2020 to 12:00 pm on the day of the Shareholders' Meeting.

In any aspects not expressly contemplated in these procedures, the General Conditions set out in the Legal Notice on the company's web site will be applicable.

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