



## REPORT OF THE AUDIT AND CONTROL COMMITTEE ON THE INDEPENDENCE OF THE EXTERNAL AUDITOR

### 1. Introduction

This Report is issued by the Audit and Control Committee ("the Committee") of the Board of Repsol, S.A. ("the Company") in accordance with section 529 *quaterdecies* Spanish Companies Act [*Ley de Sociedades de Capital*] as amended by the Spanish Audit Act [*Ley 22/2015, de 20 de julio, de Auditoría de Cuentas*].

The above section states that the Committee must issue an annual report before the signing of the auditor's report, expressing its opinion regarding the independence of the auditor of the Company's accounts and evaluating any additional services provided to the Company or to entities within its Group or affiliates other than the statutory audit work.

### 2. Report of the Committee

#### 2.1. Information from the external auditor

The audit partner responsible for auditing the separate and consolidated financial statements has informed the Committee that during the work the external auditors have had access to all the necessary information and have received all the cooperation from Group employees necessary to carry out its activities.

From January 1, 2021 to January 25, 2022 (the date of the last meeting held before preparing this Report), the audit partner responsible for auditing the separate and consolidated financial statements and other representatives of the external auditor have attended seven Committee meetings, and at no stage have they mentioned any situation during the course of their work that could have compromised their independence. The details of the matters considered by the external auditor at the meetings attended are specified in **Schedule I**.

Similarly, in accordance with paragraph e) of section 529 *quaterdecies* Companies Act, today the Committee received written confirmation from the external auditor of its independence from the Repsol Group and its compliance with the independence regulations established under applicable legislation.



## *2.2. External auditor services and fees*

In 2021, the fees approved for the auditing work carried out by PricewaterhouseCoopers Auditores, S.L. and its organization ("PwC") for the Company and companies in its Group amounted to EUR 6 million.

In addition, the fees approved for PwC for professional services related to auditing amount to EUR 1.4 million. A breakdown of the above services and amounts is included as **Schedule II**. As at December 31, 2021, the services provided other than audit work comprised 22.4% of the total amount of the fees of PwC.

## *2.3. Auditor rotation*

In accordance with applicable regulations, on March 26, 2021 the proposal for appointment of PricewaterhouseCoopers Auditores, S.L. as auditor of the Repsol Group for 2021 was submitted to the General Meeting. The proposal was approved by 99.681% of the share capital present or represented at the General Meeting, and as a result 2021 was the fourth financial year with PwC as the auditor of the Repsol Group.

In addition, the applicable regulations require that in the case of listed companies there must be a rotation of the auditor signing the auditor's report every five (5) years from the date of the initial contract. In this regard, it is declared that 2021 is the fourth year for Iñaki Goiriena Basualdu, currently the audit partner signing the auditor's report for the Group, as auditor of the Repsol Group.

## *2.4. Pre-approval by the Committee of external auditing services*

As part of its work to monitor the independence of the external auditor, in 2003 the Committee agreed upon a procedure for pre-approval of all the services, whether audit-related or not, provided by the external auditor, regardless of their scope, field and nature. Before the approval of services, information is requested on the scope of the work to be carried out, the Group company that will receive the services, prior cases with similar circumstances and context, confirmation of the independence of the external auditor and the percentage of non-auditing services with respect to the total amount of the auditor's fees for the year to date, including the service to be approved.

The Committee has also delegated powers to the Chair of the Committee enabling them to authorize urgent services required from the external auditor during the period between Committee meetings. These authorizations are submitted to the Committee for ratification at its next meeting.



This procedure is regulated by the internal regulation "*Approval of services to be provided by the audit firm*" (Code 00-00093NO), which is mandatory for the entire Repsol Group.

By virtue of the above, in 2021 the Committee approved all the services provided to the Repsol Group by the external auditor and its organization and ratified the authorizations by its Chair with regard to certain services pursuant to the aforementioned delegation of powers. The Company's internal services have also duly verified that the services provided by the external auditor comply with the independence requirements established under the applicable regulations.

### **3. Conclusions**

Based on the above information, the Committee concludes that there are no objective reasons to question the independence of the external auditor of the Company and its consolidated Group.

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## **SCHEDULE I**

### **Matters notified to the Committee by the External Auditor**

The Committee has regularly received information from the external auditor regarding: (i) execution of the audit plan and the results of its execution; (ii) relevant matters arising during the course of the audit work; and (iii) the notifications and recommendations made to Management during the audit process.

From January 1, 2021 through to the date of preparing this report, the Committee was informed by the external auditor of the matters mentioned above at the following meetings:

- January 26, 2021: Report by PwC on the status of the audit of the financial statements of Repsol, S.A. and its consolidated Group for 2020 and the review of the impairment tests.
- February 16, 2021: Report on findings by PwC from the audit of the consolidated financial statements of the Repsol Group and the separate financial statements of Repsol, S.A. for the year ending December 31, 2020; confirmation of the auditor's independence, the main aspects of the audit and the conclusions regarding the effectiveness of the ICFR. They also presented their favorable conclusions on the Limited Assurance Report on the Statement of Non-Financial Information of the 2020 Management Report. They also reviewed the financial statements of Repsol International Finance, B.V.
- April 27, 2021: Report by PwC on the review of the financial information for the first quarter of 2021.
- July 27, 2021: Report by PwC on the limited review of the Repsol Group's condensed consolidated financial statements as at June 30, 2021, including information on key aspects highlighted in its review. They also presented the Audit Plan for 2021.
- October 26, 2021: Report by PwC on the review of the financial information for the third quarter of 2021.
- December 14, 2021: Report by PwC on the status of the audit of the financial statements of Repsol, S.A. and its consolidated Group for 2021, the status of the review of the impairment tests, the status of the audit, the review of the ICFR and other systems related to the General Computer Controls (GCO) and the assessment of risks associated with cybersecurity. They also presented the Audit Plan for 2021 of Repsol Europe Finance, S.à r.l. (REF) and Repsol International Finance, B.V. (RIF).
- January 25, 2022: Report by PwC on the status of the audit of the financial statements of Repsol, S.A. and its consolidated Group for 2021 and the review of the impairment tests, tax risks and key audit matters.

*Translation of the original in Spanish.  
In case of any discrepancy, the Spanish version prevails.*





## SCHEDULE II

### Breakdown of related and other services

Thousands of euros

Description	2021	Requirement	Report type
<b>Other non-auditing services</b>	<b>1,353</b>		
<b>Required by regulations</b>	<b>299</b>		
CORES reports (Repsol Butano, S.A. and Repsol Comercial de Productos Petrolíferos, S.A.)	48	Corporation for Strategic Reserves of Petroleum Products (CORES) - RD 1766/2007	Special supplementary report on the annual declaration of stocks, purchases and sales of petroleum products.
CNMC reports (Repsol Petróleo, S.A.)	27	Circular 1/2019 of the Spanish National Markets and Competition Commission (CNMC) implementing Ministerial Order ITC/2877/2008	Report on the annual declaration of purchases, sales and production of biofuels and other renewable fuels for transportation purposes.
DGPEyM Reports (Repsol Petróleo, S.A.)	9	RD 235/2018 of April 27 - Directorate General for Energy Policy and Mines (DGPEyM)	Report on agreed procedures for information relating to the intensity of greenhouse gas emissions from transportation fuels and energy.
ECOEMBES reports (Campsared; Repsol Butano, S.A., Repsol Lubricantes y Especialidades, S.A., Repsol Comercializadora de Electricidad y Gas, S.L.U.)	32	Rules for the Review of Annual Packaging Declarations issued by ECOEMBES, regarding the Annual Packaging Declaration	Special report on agreed procedures for the annual packaging declaration.
Certification for capital increase in countries (Repsol Norge, AS.)	2	Norwegian local regulations	Certification of capital contributions by the partner.
Certification of the opening of the income statement by operating contract (Repsol E&P Bolivia, S.A.)	4	Ministerial Resolution 387-12 (Bolivia)	Reasonable assurance report on certain financial information.
Translation into Arabic of the company's accounting records in accordance with the requirements of the Spanish Commercial Code ( <i>Código de Comercio</i> ) - Repsol Exploración Murzuq S.A. Sucursal en Libia	4	Local regulations (Commercial Code)	Translation into Arabic of the company's accounting records.
Verification of the information in the statement on non-financial information.	103	Commercial Code (Spain) and local regulations (Peru).	Report on the independent verification of the statement on non-financial information.
Report on agreed procedures for calculating the gross added value for the purpose of certifying the status of electro-intensive consumer (Repsol Química, S.A., Petróleos del Norte, S.A. and Repsol Petróleo, S.A.) for 2020 and 2021.	54	Royal Decree 1106/2020, of December 15, approving the Statute for electro-intensive consumers	Report on agreed procedures for certain financial information.
Review of the Subsidy Justification Account for the "Aid Program for Energy Efficiency Actions in SMEs and Large Companies in the Industrial Sector"	16	Regulations of Spanish Law 38/2003, of November 17, on General Subsidies ( <i>Ley 38/2003, de 17 de noviembre, General de Subvenciones</i> ), approved by Royal Decree 887/2006, of July 21	Report on agreed procedures for subsidies granted by the IDAE to the Company for 2021.
<b>Required due to contractual obligations</b>	<b>354</b>		
Joint Operating Agreements (JOAs) with partners: (i) report on rates (Repsol Exploración Argelia, S.A., Repsol Services Company, Repsol Exploración, S.A. and Repsol E&P Bolivia, S.A.); (ii) report on partner billings (Repsol E&P Bolivia, S.A., Repsol Exploración Norge AS and Repsol Exploración Perú, S.A.)	161	Joint Operating Agreement	(i) report on agreed procedures (ISRS 4400) for the rates applied by the company, and (ii) report on agreed procedures for partner billings.
Comfort Letters	167	Contract with the banks participating in the issue program	Comfort Letter for issues of bonds admitted for trading on the Luxembourg Stock Exchange and for renewal of the EMTN program of Repsol International Finance, B.V.
Certifications for insurance – Oil Insurance (Gaviota RE)	12	Shareholder's Agreement with "Oil Insurance"	Report of agreed procedures in relation to the declaration of gross assets.

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Certification of compliance with the financial ratios of Refinería La Pampilla, S.A.A.	2	Contract with CESCE (Compañía Española de Seguros de Crédito a la Exportación, S.A.)	Certification of compliance with the company's financial ratios.
Verification report, with limited assurance scope, of the Carbon Intensity Indicator contained in the "Carbon Intensity Indicator Monitoring Report"	12	Contract with the banks participating in the issue program	Independent verification report in accordance with the calculation methodology detailed in the document "Carbon Intensity Indicator (CII)" published on Repsol's website.
<b>Other</b>	<b>700</b>		
Independent assurance report for the Sustainability Report of Repsol Peru	17	Local regulations (Peru).	Independent assurance report on assurance objectives included in the Sustainability Report.
Half-yearly review of the Repsol Group as at June 30	187	Royal Legislative Decree 4/2015, of 23 October, approving the consolidated text of the Spanish Securities Market Act [ <i>Ley del Mercado de Valores</i> ].	Limited review report on the interim condensed consolidated financial statements.
Internal Control Review of the Repsol Group (ICFR)	328	CNMV Circular 5/2013, of June 12, establishes the annual corporate governance report models for listed companies, savings banks and other entities that issue securities listed for trading on official securities markets.	Independent reasonable assurance report on the design and effectiveness of the Internal Control over Financial Reporting (ICFR) System.
Verification reports: (i) opening of financial statements by exploration and production blocks, Repsol Química, S.A. and Repsol Lubricantes y Especialidades, S.A., and (ii) review of the balance sheet and income statement of Group 6/80 (Spain)	98	Internal	Report on agreed procedures for verifying financial information.
Report on agreed procedures for the responsible declaration on the monthly energy covered by forward contracting instruments for the purposes of calculating the reduction pursuant to Royal Decree Law 17/2021, of September 14.	70	Royal Decree Law 17/2021 on urgent measures to mitigate the impact of rising natural gas prices on the retail gas and electricity markets	Report on agreed procedures for the declaration of energy covered with forward contracting instruments.