



**REPSOL, S.A.**  
**NOTICE OF CALL TO ORDINARY GENERAL SHAREHOLDERS' MEETING**

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By resolution of the Board of Directors of Repsol, S.A. (the "Company") shareholders are called to the Ordinary General Shareholders' Meeting (AGM), which will be held at **the Palacio Municipal de Congresos, Avenida de la Capital de España-Madrid, sin número, Campo de las Naciones, Madrid**, at 12:00 (CEST) on 5 May 2022 on first call and at the same time and place **on 6 May 2022 on second call**.

The General Shareholders' Meeting will foreseeably be held on **SECOND CALL**, that is, on **6 May 2022**, at the place and date indicated above. Otherwise, due notice will be given sufficiently in advance in an announcement published in the daily press and on the Company's website ([www.repsol.com](http://www.repsol.com)).

**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 2021.

**Second.** Review and approval, if appropriate, of the proposal for the allocation of results in 2021.

**Third.** Review and approval, if appropriate, of the Statement of Non-Financial Information for fiscal year ended 31 December 2021.

**Fourth.** Review and approval, if appropriate, of the management of the Board of Directors of Repsol, S.A. during 2021.

**Fifth.** Appointment of the Accounts Auditor of Repsol, S.A. and its Consolidated Group for fiscal year 2022.



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

**Sixth.** Distribution of the fixed amount of 0.325 euros gross per share charged to free reserves. Delegation of powers to the Board of Directors or, by substitution, to the Delegated Committee or the Chief Executive Officer, to establish the terms of distribution for that which may go unforeseen by the 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.** Approval of a share capital reduction for a maximum amount of 75,000,000 euros, through the redemption of a maximum of 75,000,000 of the Company's own shares. Delegation of powers to the Board of Directors or, as its replacement, to the Delegate Committee or the Chief Executive Officer, to set the other terms for the reduction in relation to everything not determined by the General Meeting, including, among other matters, the powers to redraft Articles 5 and 6 of the Company's Articles of Association, relating to share capital and shares respectively, and to request the delisting and cancellation of the accounting records of the shares that are being redeemed.

**Eighth.** Approval of a capital reduction for a maximum amount of 152,739,605 euros, equal to 10% of the share capital, through the redemption of a maximum of 152,739,605 own shares of the Company. Delegation of powers to the Board or, by substitution, to the Delegate Committee or the Chief Executive Officer, to resolve on the execution of the reduction, and to establish the other terms for the reduction in relation to all matters not determined by the shareholders at the General Meeting, including, among other matters, the powers to redraft articles 5 and 6 of the Company's Articles of Association, relating to share capital and shares, respectively, and to request the delisting and derecognition from the accounting records of the shares that are being redeemed.

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

**Ninth.** Delegation to the Board of Directors, within the provisions of article 297.1.b) of the Spanish Companies Act, of the power to resolve the increase of the capital stock, once or on several occasions and at any time within a period of five years, through monetary contributions, up to the nominal maximum amount of 763,698,026 euros, leaving without effect the second resolution approved by the General Shareholders' Meeting held on May 11, 2018 under the seventh point of the Agenda. Delegation of the powers to exclude the preemptive subscription rights in accordance with article 506 of the Spanish Companies Act.

**Tenth.** Authorization to the Board of Directors, with express power of delegation, for the derivative acquisition of shares of Repsol, S.A., directly or through subsidiaries, within a period of 5 years from the resolution of the Shareholders Meeting, leaving without effect, in the part not used, the authorization granted by the General Shareholders Meeting held on May 11, 2018 under point eighth on the Agenda.



*ITEMS RELATING COMPOSITION OF THE BOARD OF DIRECTORS*

**Eleventh.** Re-election as Director of Ms. María del Carmen Ganyet i Cirera.

**Twelfth.** Re-election as Director of Mr. Ignacio Martín San Vicente.

**Thirteenth.** Ratification of the appointment by co-optation and re-election as Director of Mr. Emiliano López Achurra.

**Fourteenth.** Ratification of the appointment by co-optation and re-election as Director of Mr. José Iván Martén Uliarte.

*ITEMS REGARDING REMUNERATION OF THE COMPANY DIRECTORS*

**Fifteenth.** Advisory vote on the Repsol, S.A. Annual Report on Directors' Remuneration for 2021.

**Sixteenth.** Approval of three new additional cycles of the Long-Term Incentive Programme.

*ITEM CONCERNING THE COMPANY'S CLIMATE STRATEGY*

**Seventeenth.** Advisory vote on the Company's climate strategy.

*ITEM REGARDING GENERAL MATTERS*

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

**RIGHT TO SUPPLEMENT THE AGENDA AND PROPOSE NEW RESOLUTIONS**

Shareholders representing at least three per cent of the capital may request the publication of a supplemental notice of call, including one or several items on the agenda. This request shall be sent through any certifying means, to be received at the registered office within five days after publication of this notice of call, stating the identity of the shareholders exercising the right, the number of shares they hold and the items to be included in the agenda, enclosing the reasons for their proposal or the corresponding proposed resolutions and justification thereof, together with any other relevant documents. The same shareholders representing at least three per cent of the capital may also submit, by any certifying means to be received at the registered office within five days after publication of this notice of call, proposed resolutions, stating reasons, on matters already included or to be included on the agenda, all pursuant to Article 519.3 of the Spanish Companies Act. The foregoing is without prejudice to



the right of any shareholder, during the General Meeting, to submit alternative proposals or proposals on items that do not need to be included on the agenda, pursuant to the Spanish Companies Act.

**RIGHT TO ATTEND.  
SPECIAL MEASURES ADOPTED FOR THE 2022 GENERAL SHAREHOLDERS' MEETING WITH  
RESPECT TO THE COVID-19**

Shareholders whose shares have been registered in the appropriate stock ledger five (5) days prior to the date set for the Shareholders' Meeting and who have the corresponding attendance, proxy and distance voting card may attend and vote.

Attendance, proxy and voting cards shall be issued by the corresponding member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (hereinafter "IBERCLEAR") in each case, or by the Company itself. Attendance, proxy and voting cards may be exchanged on the date of the Shareholders' Meeting for other standardized documents for recording attendance, issued by the Company to facilitate drawing-up of the attendance list and exercise of the shareholders' voting and other rights.

For the purpose of verifying the identity of shareholders or their valid representatives, attendees may be asked for proof of identity on entry to the Shareholders' Meeting, presenting their National Identity Document or any other official document generally accepted for these purposes.

**General recommendation in attention to Covid-19**

The holding of the 2022 General Shareholders' Meeting must be compatible with the absolute commitment of Repsol's Board of Directors to protecting the health of all persons involved in the organisation and holding of the meeting (including shareholders, their proxies and the Company's own professionals and those of its suppliers), as well as with the active collaboration with the authorities to control the dissemination of Covid-19 and the risk to public health that it entails.

Therefore, due to the health crisis caused by Covid-19 and the possibility that, on the date scheduled for the General Shareholders' Meeting, there may still be some kind of regulatory limitation or recommendation from the health authorities affecting the mobility of people or their ability of assembly, the Board of Directors of the Company has decided to recommend shareholders to make use of the means of proxy and remote voting indicated in this notice (by postal correspondence or electronic communication) or to participate in the General Shareholders' Meeting by remote attendance, thus avoiding, to the extent possible, physical attendance at the premises where the meeting will be held.



Notwithstanding the foregoing recommendation, those shareholders or proxies who physically attend the General Meeting are informed that the regulations applicable to the holding of events in force at the date of this notice of meeting require the adoption of the necessary measures to avoid the generation of risks of spreading Covid-19. In this regard, in order to respect the parity of treatment of the shareholders, the entrance will be made in strict order of arrival of the shareholders and their representatives, the entrance and exit will be organized in order to avoid crowds at the entrances and the corresponding disinfection tasks will be carried out in the spaces used. Likewise, without prejudice to the modifications that may be agreed upon from time to time by the competent authority, this circumstance shall determine the impossibility of access to the Meeting premises once the capacity has been reached. In such case, shareholders or their representatives are advised that at that time it may not be possible to participate through the alternative channels if these have already been closed for registration in accordance with the deadlines and procedures described in this notice. For this reason it is also advisable to participate and register in advance through any of the alternative channels to physical attendance under the terms set forth in this notice.

Therefore, for the above reasons, the commemorative gift will not be given this year either.

Notwithstanding the foregoing, the Company reserves the right to make such modifications to the notice of meeting as may be appropriate in view of the circumstances or legal changes that may arise, including, if applicable, the possibility of holding the meeting exclusively by telematic means. The Board of Directors will continue to monitor all these matters and will update the information contained in this notice if necessary. All these measures are compatible with compliance with corporate obligations and fully guarantee the shareholders' voting rights. The Company will inform through its website [www.repsol.com](http://www.repsol.com) or by any other means that may be necessary of any other measures that may be applicable based on the resolutions or recommendations that may be issued by the competent authorities.

## REPRESENTATION

Any shareholder entitled to attend may be represented by a proxy, who need not be a shareholder.

If the name of the proxy is left blank on the proxy form received by the Company, it will be presumed granted in favour of the Chairman of the Board or, in his absence, the Secretary of the General Shareholders' Meeting. If the proxy appointed in accordance with the above instructions has a conflict of interest in voting on proposals on or off the agenda to be submitted to the General Shareholders' Meeting, and the proxy has not given precise voting instructions in accordance with the provisions for this purpose, the proxy shall be deemed to have been granted to the Vice Secretary of the Board of Directors.



The voting instructions shall be set out in proxy forms. If the corresponding instruction boxes are not marked, the represented shareholder will be deemed to have issued specific instructions to vote for the proposed resolutions submitted by the Board.

Save otherwise indicated by the represented shareholder, the proxy will be deemed extended to proposed resolutions not submitted by the Board of directors or any business which, although not included on the agenda, may lawfully be put to the vote at the General Shareholders' Meeting.

If the proxy is extended as per the preceding paragraph, unless otherwise indicated by the represented shareholder, the latter will be deemed to have issued specific instructions to vote against the proposal.

Pursuant to Articles 523 and 526 of the Spanish Companies Act, shareholders are informed that: (i) the Chairman of the Board of Directors and other Board members may be in a situation of potential conflict of interest in respect of items fourth (*Review and approval, if appropriate, of the management of the Board of Directors of Repsol, S.A. during 2021*), and fifteenth (*Advisory vote on the Repsol, S.A. Annual Report on Directors' Remuneration for 2021*) of the Agenda; (ii) the Chief Executive Officer may also be in a situation of potential conflict of interest with respect of item sixteenth (*Approval of three new additional cycles of the Long-Term Incentive Programme*) of the Agenda; (iii) the Directors whose ratification or re-election is proposed under items eleventh (*Re-election as Director of Ms. María del Carmen Ganyet i Cirera*), twelfth (*Re-election as Director of Mr. Ignacio Martín San Vicente*), thirteenth (*Ratification of the appointment by co-optation and re-election as Director of Mr. Emiliano López Achurra*) and fourteenth (*Ratification of the appointment by co-optation and re-election as Director of Mr. José Iván Martén Uliarte*) of the Agenda are in a conflict of interest in respect of those items; and (iv) if one or any of the proposals contemplated in the Spanish Companies Act, Art. 526, sections (b) (removal or cessation) or (c) (exercise of a corporate action for liability), the director or directors affected by those proposals would be in a conflict of interest for the voting thereof.

The shareholder shall notify the designated representative in writing or by electronic means of the proxy granted in his favour. If the proxy is granted in favour of a member of the Board of Directors, notification shall be deemed made upon receipt by the Company of the proxy documents.

The shareholder shall also notify the Company, in writing or by electronic means, of both the appointment of a proxy and revocation, if appropriate.

The Company shall be notified of the appointment of a proxy as follows: (i) by post, sending the attendance, proxy and distance voting card to the Shareholder Information Office or by e-



mail to [tarjetas.junta@repsol.com](mailto:tarjetas.junta@repsol.com); (ii) online, when the shareholder grants the proxy via the Company's website ([www.repsol.com](http://www.repsol.com)); or (iii) in person, upon presentation by the proxy of the attendance, proxy and distance voting card for inclusion in the shareholder entry register on arrival at the time and place indicated for the Shareholders' Meeting.

Personal attendance at the Shareholders' Meeting by any shareholder who has granted a proxy, or exercise by that shareholder of distance voting, by electronic means or by post, shall automatically revoke the appointment of the designated proxy.

### RIGHT TO INFORMATION

In addition to the provisions of Articles 197 and 520 of the Spanish Companies Act, from the date of publication of this notice of call to the date of the General Shareholders' Meeting, the following information and documents shall be permanently posted on the Company's website ([www.repsol.com](http://www.repsol.com)), save in the event of force majeure or technical impossibility beyond its control:

1. The notice of call to the Ordinary General Shareholders' Meeting.
2. The total number of shares and voting rights existing at the date of the meeting.
3. The Annual Financial Statements of Repsol, S.A. and the Consolidated Annual Financial Statements of the Repsol Group for the year ended 31 December 2021.
4. The Auditors' Reports on the Annual Financial Statements of Repsol, S.A. and the Consolidated Annual Financial Statements of the Repsol Group for the year ended 31 December 2021.
5. The Management Report of Repsol, S.A. and the Consolidated Management Report, which includes the Statement of Non-Financial Information, of the Repsol Group for the year ended 31 December 2021.
6. The Independent verification report on the Statement of Non-Financial Information included in the 2021 Consolidated Management Report of the Repsol Group.
7. The text of the proposed resolutions corresponding to the items on the agenda and the reports by the Board of Directors on each of the proposed resolutions corresponding to the items seventh, eighth, ninth, tenth, eleventh, twelfth, thirteenth and fourteenth of the Agenda which also include the reports and/or proposals of the Nomination Committee in relation to the eleventh, twelfth, thirteenth and fourteenth.



8. Identity, curriculum and category of the Board Members whose ratification, re-election or appointment is proposed to the General Meeting.
9. The Annual Report on Corporate Governance for the year ended 31 December 2021.
10. The independent reasonable assurance report on the design and efficiency of the Internal Control over Financial Reporting System (ICFR) as of December 31, 2021.
11. The Repsol, S.A. Report on Directors' Remuneration for the year ended 31 December 2021.
12. The Company's Climate Strategy Report.
13. The currently valid consolidated texts of the Bylaws, Regulations of the General Shareholders' Meeting and Regulations of the Board of Directors.
14. The report regarding the External Auditor Independence.
15. The Activity Report of the Audit and Control Committee for the year ended 31 December 2021.
16. The Sustainability Committee's Activity Report for the year ended December 31, 2021.
17. The model attendance, proxy and voting card for the Ordinary General Shareholders' Meeting.

As from the date of publication of the notice of call, shareholders are entitled to examine at the registered office (calle Méndez Álvaro, nº 44, 28045 Madrid) or request the immediate dispatch, free of charge (sending by e-mail unless the shareholder requests another method or does not inform the company of his e-mail address) copies of all the documents listed in paragraphs 1 - 17 above for or related with the Ordinary General Shareholders' Meeting. Requests for these documents shall be made by telephone on no. 900 100 100, by e-mail to [infoaccionistas@repsol.com](mailto:infoaccionistas@repsol.com) or by mail addressed to the Shareholders' Information Office is located at calle Méndez Álvaro, n. 44, 28045 Madrid.

In addition, from the publication of this notice up to the fifth calendar day (inclusive) prior to the date of the General Meeting, shareholders may request in writing further information or clarifications or submit such written questions as they may deem fit in respect of the items on the agenda. In the same form and time, shareholders may request written explanations on (i) the information available to the public submitted by the Company to the National Securities Market Commission since the date of the previous General Shareholders' Meeting, i.e. since 26 March 2021; and (ii) the Auditors' Reports on the Annual Financial Statements of Repsol, S.A. and the Consolidated Annual Financial Statements of the Repsol Group for the year ended 31 December 2021. The foregoing is without prejudice to the right of any shareholders to request





orally, during the Ordinary Shareholders' Meeting in the event of having physically attended the Meeting, or in writing before the beginning of the Meeting in the event of attendance by telematic means, such information or explanations as they may consider necessary on the matters included on the agenda, or to request such explanations as they may deem fit on the information contemplated in indents (i) and (ii) above.

## **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 items 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 or e-mail vote*

To vote by post or e-mail on the items 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, as the case may be, by the Company itself.

Once the appropriate section of the card has been completed and signed, the shareholder must send it to the Company by mail (for the attention of the Shareholder Information Office, Calle de Méndez Álvaro 44, 28045 Madrid) or by e-mail (addressed to [tarjetas.junta@repsol.com](mailto:tarjetas.junta@repsol.com)).

If the card issued by the member of IBERCLEAR does not incorporate the "Distance Voting" section or if it is incomplete, the shareholder may complete it using the model card available on the Company's website ([www.repsol.com](http://www.repsol.com)). That card, duly fulfilled and 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 items on the Agenda for the Shareholders' Meeting through the company's website ([www.repsol.com](http://www.repsol.com)), entering the Ordinary Shareholders' Meeting 2022



page and following the procedure established there, provided the shareholder has an electronic DNI (national identity document) or a qualified 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 items on the Agenda, he will be presumed to vote for the Board's proposal.

#### *(ii) Receipt by Company*

In order to be valid, postal, e-mail or electronic votes must be received by the company before 24:00 (CEST) on May 4, 2022.

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 or e-mail proxy*

To grant proxies by post or e-mail, 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, as the case may be, by the Company itself.

Once the card has been completed and signed as indicated in the preceding paragraph, the shareholder must send it to the Company, by post (for the attention of the Shareholder Information Office, Calle Méndez Álvaro nº 44, 28045 Madrid) or by e-mail (addressed to [tarjetas.junta@repsol.com](mailto:tarjetas.junta@repsol.com)), or to the designated representative to present it on the day of 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 complete it using the model card available on the Company’s website ([www.repsol.com](http://www.repsol.com)). The card, duly signed, must be sent to the Company by mail, e-mail or be presented on the day of the General Meeting together with the corresponding card issued by the IBERCLEAR participating entity, which must also contain the signature of the shareholder delegating 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 2022 page and following the procedure established there, provided the shareholder has an electronic DNI (national identity document) or a qualified 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, the proxy granted by mail, e-mail or computer application must be received by the Company no later than 24:00 (CEST) on May 4, 2022.

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*

Attendance physical or telematic to the General Shareholders' 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. Likewise, physical attendance at the Meeting shall render ineffective the telematic attendance.

If a shareholder validly issues both a distance vote and a proxy, the former will prevail. Likewise, the vote and proxy issued by electronic means shall prevail over those issued by postal mail or e-mail, respectively.

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 or e-mail votes from the same shareholder, the latest such vote received shall prevail. The same rule will be applicable if the Company receives by post or e-mail 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 Spanish 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 shall not be liable for any damages that may be caused to shareholders as a result of the lack of availability, maintenance and effective functioning of its website and its



services or contents, as well as breakdowns, overloads, line failures, connection failures, technological incompatibilities or whatsoever other eventuality of the same or a similar nature, beyond the Company's control, that prevent the use of the electronic mechanisms for proxy or voting.

The vote and proxy by electronic means will be available from April 12, 2022 and will be closed at 24:00 (CEST) on May 4, 2022.

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.

#### **PRESENCE OF NOTARY**

The Board of Directors has requested the presence of a Notary to take the minutes of the General Shareholders' Meeting.

#### **ELECTRONIC SHAREHOLDERS FORUM**

In pursuance of Article 539.2 of the Spanish Companies Act and as of the date of the notice of call to the General Shareholders' Meeting, the Company has enabled an Electronic Shareholders' Forum on its website ([www.repsol.com](http://www.repsol.com)), accessible with due guarantees by both individual shareholders and any voluntary associations that may be formed in accordance with current regulations, to facilitate communication prior to the General Shareholders' Meeting.

Proposals to supplement the Agenda as it appears in the notice of call, requests for support for those proposals, initiatives to reach a sufficient percentage to exercise a minority shareholders' right contemplated in law and offers of or requests for voluntary representation may all be published in the Forum.

The Forum is not a communication channel between the Company and its shareholders and is enabled for the sole purpose of facilitating communication among the Company's shareholders prior to the Shareholders' Meeting.

To enter the Forum, shareholders must obtain a specific password on the Company's website ([www.repsol.com](http://www.repsol.com)), following the instructions and terms of use of the Forum established within the section on the Ordinary Shareholders' Meeting 2022. Participants will generally obtain clearance to obtain the password using their electronic DNI or a qualified electronic signature, based on a recognised, valid electronic certificate issued by *Entidad Pública de Certificación Española* (CERES), of *Fábrica Nacional de Moneda y Timbre*.



## TELEMATIC ATTENDANCE

The Board of Directors has resolved, in accordance with the provisions of Article 23 of the Company's Bylaws, that attendance at this General Meeting may also be made through the use of telematic means that allow the monitoring of the General Meeting (the "Telematic Attendance").

The mechanisms to attend the General Shareholders' Meeting telematically will be available in the space dedicated to the Company's 2022 Annual General Meeting on the corporate website ([www.repsol.com](http://www.repsol.com)), according to the terms stipulated below.

Telematic attendance at the General Meeting is subject to the provisions of the law and the following basic rules, supplemented and implemented by those published on the Company's corporate website ([www.repsol.com](http://www.repsol.com)):

- (i) Prior registry and identification: To ensure the identity of attendees, the correct exercise of their rights, interactivity and proper meeting conduct, shareholders who wish to attend remotely must register in advance in the space dedicated to the 2022 General Shareholders' Meeting at the Company's website ("Telematic Attendance"), **from 12:00 pm (CEST) on 29 April 2022 until 11:00 am (CEST) on 5 May 2022**, after which time, prior registration for the right to attend online will no longer be accepted.

Prior registration will require the following: (i) electronic identification (national identification number or equivalent) or (ii) qualified electronic signature, based on a valid, recognised electronic certificate issued by Spanish Mint's Public Certification Entity (*Entidad Pública de Certificación Española*, "CERES"). The Company may enable additional means of identification to duly guarantee the identity of shareholders. The rules applicable to proxies will be posted on the Company's corporate website.

Once shareholders (or proxies) have registered as indicated, they may attend and vote at the General Shareholders' Meeting through remote means by connecting online on the scheduled Meeting date.

- (ii) Connection and attendance: To facilitate proper management of online attendance systems, shareholders (or its proxies) who register in advance to attend the General Shareholders' Meeting online in accordance with section (i) above –*Prior registry and identification*–, **must connect to the Company's corporate website ([www.repsol.com](http://www.repsol.com)) between 8:00 am and 11:45 am (CEST) on 5 May 2022 (if the Meeting is held on first call) or on 6 May 2022 (if, as expected, the Meeting is held on second call)**, and identify themselves as indicated in the instructions.

If, on 5 May 2022, a sufficient quorum is not achieved, the Company will post notification of such on the corporate website's space dedicated to the 2022 General Shareholders' Meeting, confirming that the Meeting will be held on second call.

Telematic attendance at the General Shareholders' Meeting (provided the meeting is constituted) will invalidate any vote or proxy designation issued previously via any other means established by the company.

- (iii) Intervention: In accordance with the Spanish Companies Act (*Ley de Sociedades de Capital*), by law, interventions and resolution proposals or requests for information or clarification formulated by those attending remotely must be submitted to the Company in writing and compliant with the form, terms and conditions established on the corporate website, **between 8:00 am and 11:00 am (CEST) on 5 May 2022 (if the Meeting is held on first call) or on 6 May 2022 (if, as expected, the Meeting is held on second call)**. Online attendees who wish their interventions to be recorded in the minutes must expressly indicate as much in their submissions. Requests for information or clarification made by telematic attendees shall be answered during the meeting itself or in writing within seven days following the Meeting, in accordance with the provisions of the Spanish Companies Act.

If, as expected, the General Shareholders' Meeting is held on second call, online attendees who connect on first call must re-connect again to attend the second call virtually. Moreover, online attendees who connect to the Meeting on first call, having submitted interventions and resolution proposals or requests for information or clarification, must re-send them on the day of the Meeting, according to the terms indicated, or they will not be considered submitted.

- (iv) Vote: Votes on resolutions related to the Agenda items may be cast from the moment of connection by shareholders (or proxies, as appropriate) until the Chairman or, as the case may be, the Secretary of the Meeting, announces the conclusion of voting on resolutions related to the Agenda items. With regard to the proposed resolutions concerning matters that, by legal mandate, are not required to appear on the Agenda, online attendees may cast their votes once the proposals are read in order that voting may proceed. For the voting of proposed resolutions and the counting of votes, the procedure established in the Bylaws and the Meeting Regulations will apply.
- (v) Others: The Company may adapt, with due guarantees, the means to allow online attendance at the General Shareholders' Meeting in the case of shareholders not residing in Spain, qualified investors, or other similar instances.



It is the sole responsibility of the shareholder (or proxy) to safeguard the passwords and/or means of identification necessary to access and use the online attendance service. Legal entities must communicate any modification or revocation of the powers held by their respective representatives and, hence, the Company will not be held accountable until such notification occurs.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for telematic attendance at the Meeting when technical or security reasons so require or impose. Repsol shall not be liable for any damages that may be caused to shareholders as a result of breakdowns, overloads, line failures, connection failures, technological incompatibilities or any other eventuality of the same or a similar nature, beyond the control of Repsol, that prevents the use of the mechanisms for telematic attendance at the 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.

#### PERSONAL DATA PROCESSING

**Data controller:** Repsol, S.A. with registered address at 28045 Madrid, calle Méndez Álvaro, 44.

**Data Protection Officer:** you can contact the DPO at the following email address [protecciondedatos@repsol.com](mailto:protecciondedatos@repsol.com).

**Data to be processed:** (i) the personal data that shareholders provide to the Company when exercising their rights of information, attendance, representation and vote at the General Shareholders Meeting; (ii) the data provided by the banking entities, companies and securities agencies in which the shareholders have deposited their shares, through IBERCLEAR (iii) personal data, including voice and image, that may be included in the audiovisual recording of the General Shareholders Meeting with appearances of an ancillary nature, or voluntary by posing in front of a camera. In the room where the General Shareholders' Meeting is held, a space shall be set aside in the room where the General Shareholders' Meeting is held that is excluded from recording. Should attendees not be interested in appearing in the recording, they may request to be placed in an area excluded from the recording.

**Purposes and legitimate basis for processing:** (i) the management of the notice of the General Shareholders' Meeting and its holding, including, the processing of the vote cast and proxy voting conferred, the control of attendance and the exercise of rights, will be processed under the legitimate basis of execution of the contractual shareholder relationship; (ii) the recording of the General Shareholders' Meeting (the shareholder or proxy may be recorded or photographed) and its subsequent dissemination, for example, on the corporate website





(www.repsol.com), social networks or the media, will be carried out based on Repsol's legitimate interest in recording and transmitting the Meeting in order to comply with the principle of transparency; and (iii) the management of requests for information, clarifications or questions formulated by the shareholder, based on compliance with the legal obligations corresponding to Repsol.

**Communication of personal data:** Personal data may be communicated to the following recipients: (i) the authorities or entities necessary to comply with legal obligations; (ii) suppliers providing services in their capacity as data processor; (iii) the Notary Public drawing up the Minutes of the General Meeting; (iv) the general public insofar as the data is contained in the documentation available on the website www.repsol.com or manifested at the General Meeting, the development of which will be subject to recording and retransmission on said website, on social networks and in accredited media. The communication of data provided for in cases (ii), (iii) and (iv) is based on the execution of the shareholder relationship.

**Rights of the data subject:** access, rectification, opposition, right not to be subject to processing based on automated decisions, erasure, limitation to processing, and to withdraw the consent given. In processing operations based on the legitimate interest of the Data Controller, and without prejudice to the foregoing, the Data Subject has the right to object, the right to request information on the weighting carried out by the Data Controller. These rights may be exercised through a communication to the address of the Controller. Likewise, he/she may, at any time, file a complaint with the corresponding supervisory authority (Spanish Data Protection Agency or AEPD).

**Duration of the treatment:** For as long as the shareholder remains as such and once the relationship is terminated, his/her data will be kept for the sole purpose of meeting possible legal liabilities of any kind.

**More Information:** Privacy Policy at [www.repsol.com](http://www.repsol.com).

**Third party designated by the shareholder:** if the attendance, proxy and remote voting card includes personal data of third parties, and in the event that a third party attends the General Shareholders' Meeting, the shareholder shall be responsible for informing them of the content of this clause and complying with any other requirements for the correct transfer of personal data to Repsol, S.A., without the latter having to take any additional action in terms of information or consent. The legal bases for processing the data of these third parties are the same as those described above for shareholders.

Madrid, March 30, 2022

Luis Suárez de Lezo Mantilla  
Director-Secretary of the Board of Directors