

## **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 Bylaws 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 Shareholders' 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) Voting by electronic means through the Participation Platform*

Shareholders may vote on the items on the Agenda for the General Shareholders' Meeting through the "Electronic Voting and Proxy" section of the Participation Platform, available in the site dedicated to the 2023 General Shareholders' Meeting on the Company's website ([www.repsol.com](http://www.repsol.com)) 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, the vote cast by postal mail, e-mail or through the "Electronic Voting and Proxy" section of the Participation Platform must be received by the Company before 24:00 hours (CEST) on May 23, 2023.

After this time, the company will only accept the votes cast at the General Shareholders' 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 Shareholders' Meeting, provided the identity of the participants is duly guaranteed.

**2.1 Means for granting distance 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 or, if applicable, sent through the "Telematic Attendance" section of the Participation Platform.

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 Shareholders' Meeting or, as the case may be, sent through the "Telematic Attendance" section of the Participation Platform 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 through the Participation Platform*

Shareholders may grant their proxy through the Company's website ([www.repsol.com](http://www.repsol.com)), entering the "Electronic Voting and Proxy" section of the Participation Platform, enabled in the site dedicated to the 2023 General Shareholders' Meeting and following the procedure established therein, provided the shareholder has an electronic DNI (national identity document) card or a qualified electronic signature based on a recognized and 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.

Likewise, the proxy designated by the shareholder may send the proxy granted in his favor through the "Telematic Attendance" section of the Participation Platform referred to below.

## **2.2 Specific rules for distance proxies**

Distance proxies will be subject to the general rules established for representation at General Shareholders' Meeting 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 postal correspondence, by e-mail or by electronic means through the "Electronic Voting and Proxy" section of the Participation Platform must be received by the Company no later than 24:00 hours (CEST) on May 23, 2023.

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*

The physical or telematic attendance to the Meeting of the shareholder who had previously delegated or distance voted, regardless of the means used, shall render such delegation or vote ineffective. Likewise, physical attendance at the Meeting shall render the telematic attendance ineffective.

If a shareholder validly issues both a distance vote and a proxy, the former will prevail. Likewise, the vote cast through the "Electronic Voting and Proxy" section of the Participation Platform shall prevail over the vote cast by mail or e-mail. Similarly, the proxy granted through the "Electronic Voting and Proxy" section of the Participation Platform shall prevail over the proxy received by post or e-mail or sent by the representative through the "Telematic Attendance" section of the Participation Platform.

The vote cast and the proxy granted through the "Electronic Voting and Proxy" section of the Participation Platform may be rendered void by express revocation of the shareholder, effected by the same means.

If the Company receives by post or e-mail two or more votes from the same shareholder, the vote received at a later date shall prevail. This same rule shall also apply in the event that 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 "Electronic Voting and Proxy" section of the Participation Platform for the exercise of voting and proxy through electronic means will be available from May 4, 2023 and will be closed at 24:00 hours (CEST) on May 23, 2023.

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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