

## 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, which will be held at the **Palacio Municipal de Congresos, Avenida de la Capital de España-Madrid, unnumbered, Campo de las Naciones, Madrid**, at 12:00 p.m. hours (CEST) on **24 May 2023** on first call and, at the same time and place, on **25 May 2023**, on second call (the "**General Shareholders' Meeting**").

The General Shareholders' Meeting will foreseeably be held on **SECOND CALL**, that is, on **25 May 2023**, 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 2022.

**Second.** Review and approval, if appropriate, of the proposal for the allocation of results in 2022.

**Third.** Review and approval, if appropriate, of the Statement of Non-Financial Information for fiscal year ended 31 December 2022.

**Fourth.** Review and approval, if appropriate, of the management of the Board of Directors of Repsol, S.A. during 2022.

**Fifth.** Appointment of the Accounts Auditor of Repsol, S.A. and its Consolidated Group for fiscal year 2023.

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

**Sixth.** Distribution of the fixed amount of 0.375 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 Chief Executive Officer, to establish the terms of distribution for that which may go unforeseen by the General Shareholders' 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 an amount of 50,000,000 euros, through the redemption of 50,000,000 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 Shareholders' 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 being redeemed.

**Eighth.** Approval of a capital reduction for a maximum amount of 132,739,605 euros, equal to 10% of the share capital, through the redemption of a maximum of 132,739,605 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 Shareholders' 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 derecognition from the accounting records of the shares that are being redeemed.

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

**Ninth.** Delegation to the Board of Directors of the right to issue fixed-income securities, debt instruments, promissory notes, hybrid instruments and preferred shares in any form permitted by law, both simple and exchangeable for outstanding shares or other pre-existing securities of other entities, and to guarantee the issuance of securities of companies of the Group, leaving without effect, in the unused part, the eighth resolution (section one) of the Ordinary General Shareholders' Meeting held on May 31, 2019.

*ITEMS RELATING COMPOSITION OF THE BOARD OF DIRECTORS*

**Tenth.** Re-election as Director of Mr. Antonio Brufau Niubó.

**Eleventh.** Re-election as Director of Mr. Josu Jon Imaz San Miguel.

**Twelfth.** Re-election as Director of Ms. Aránzazu Estefanía Larrañaga.

**Thirteenth.** Re-election as Director of Ms. María Teresa García-Milá Lloveras.

**Fourteenth.** Re-election as Director of Mr. Henri Philippe Reichstul.

**Fifteenth.** Re-election as Director of Mr. John Robinson West.

**Sixteenth.** Ratification of the appointment by co-optation and re-election as Director of Mr. Manuel Manrique Cecilia.

**Seventeenth.** Appointment as Director of Ms. María del Pino Velázquez Medina.

*ITEMS REGARDING REMUNERATION OF THE COMPANY DIRECTORS*

**Eighteenth.** Advisory vote on the Repsol, S.A. Annual Report on Directors' Remuneration for 2022.

**Nineteenth.** Examination and approval, if applicable, of the Remuneration Policy for the Directors of Repsol, S.A. (2023-2026).

**Twentieth.** Approval of three new additional cycles of the Beneficiaries' Share Purchase Plan of the Long-Term Incentives Programmes.

*ITEM REGARDING GENERAL MATTERS*

**Twenty-first.** 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 Shareholders' 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**

Shareholders whose shares have been registered in the appropriate stock ledger five (5) days prior to the date set for the General 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 General 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 General Shareholders' Meeting, presenting their National Identity Document or any other official document generally accepted for these purposes.

## 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 2022*), eighteenth (*Advisory vote on the Repsol, S.A. Annual Report on Directors' Remuneration for 2022*) and nineteenth (*Examination and approval, if applicable, of the Remuneration Policy for the Directors of Repsol, S.A. (2023-2026)*) of the Agenda; (ii) the Chief Executive Officer may also be in a situation of potential conflict of interest with respect of item twentieth (*Approval of three new additional cycles of the Beneficiaries' Share Purchase Plan of the Long-Term Incentives Programmes*) of the Agenda; (iii) the Directors whose ratification or re-election is proposed under items tenth (*Re-election as Director of Mr. Antonio Brufau Niubó*), eleventh (*Re-election as Director of Mr. Josu Jon Imaz San Miguel*), twelfth (*Re-election as Director of Ms. Aránzazu Estefanía Larrañaga*), thirteenth (*Re-election as Director of Ms. María Teresa García-Milá Lloveras*), fourteenth (*Re-election as Director of Mr. Henri Philippe Reichstul*), fifteenth (*Re-election as Director of Mr. John Robinson West*) and sixteenth (*Ratification of the appointment by co-optation and re-election as Director of Mr. Manuel Manrique Cecilia*) 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 by electronic means through the "Electronic Voting and Proxy" section of the Participation Platform (hereinafter the "**Participation Platform**") online app enabled in 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 General Shareholders' Meeting or through the "Telematic Attendance" section of the Participation Platform.

The physical or telematic attendance at the General 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 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 2022.
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 2022.
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 2022.
6. The Independent verification report on the Statement of Non-Financial Information included in the 2022 Consolidated Management Report of the Repsol Group.
7. The text of the proposed resolutions corresponding to the items on the agenda, as well as the reports of the Board of Directors regarding the seventh, eighth, ninth, tenth, eleventh, twelfth, thirteenth, fourteenth, fifteenth, sixteenth, seventeenth and nineteenth items on the agenda, which also include the proposals of the Nomination Committee regarding the tenth, eleventh, twelfth, thirteenth, fourteenth, fifteenth, sixteenth and seventeenth items, as well as, in relation to the nineteenth item, in addition to the Remuneration Policy proposal, the specific report on the same from the Compensation Committee.
8. Identity, curriculum and category of the Board Members whose re-election or appointment is proposed to the General Shareholders' Meeting.
9. The Annual Report on Corporate Governance for the year ended 31 December 2022.

10. The independent reasonable assurance report on the design and efficiency of the Internal Control over Financial Reporting System (ICFR) as of December 31, 2022.
11. The Repsol, S.A. Report on Directors' Remuneration for the year ended December 31, 2022.
12. Remuneration Policy for the Directors of Repsol, S.A. (2023-2026).
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 December 31, 2022.
16. The Sustainability Committee's Activity Report for the year ended December 31, 2022.
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 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 Shareholders' 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 Spanish National Securities Market Commission since the date of the previous General Shareholders' Meeting, i.e. since 6 May 2022; 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 2022. The foregoing is without prejudice to the right of any shareholders to request orally, during the General 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 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.

### 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 General Shareholders' Meeting.

To enter the Forum, shareholders must access the "Electronic Shareholders' Forum" section of the Participation Platform enabled in the space dedicated to the 2023 General Shareholders' Meeting on the Company's website ([www.repsol.com](http://www.repsol.com)) and follow the procedure established therein, provided that they have 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*.

### 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 Shareholders' Meeting may also be made through the use of telematic means that allow the monitoring of the General Meeting (the "**telematic attendance**").

Telematic attendance at the General Shareholder' 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)):

- (1) Identification: Shareholders (or their representatives) must register in the Participation Platform, in the space dedicated to the General Shareholders' Meeting 2023 of the Company's website (www.repsol.com), in order to be able to attend telematically, provided they have: (i) electronic DNI (national identity document) or (ii) qualified electronic signature, based on recognised, valid electronic certificate issued by the *Entidad Pública de Certificación Española* ("CERES") of *Fábrica Nacional de Moneda y Timbre*. The Company may enable additional means of identification to duly guarantee the identity of shareholder (or its proxy). The rules applicable to representatives will be posted on the Company's corporate website.
- (2) Prior registry: In addition to the identification and registration in the Participation Platform and in order to guarantee the identity of the attendees, the correct exercise of their rights, the interactivity and the proper development of the meeting, the shareholders (or their proxies) identified in accordance with item (1) above who wish to use the telematic attendance mechanisms must register in advance in the "Telematic Attendance" section of the Participation Platform, from 12:00 p.m. hours (CEST) on May 18 until 11:00 a.m. hours (CEST) on **24 May 2023**. After that time, no pre-registration will be accepted for the exercise of the right to telematic attendance.

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.

- (3) Connection and attendance: To enable the proper management of the telematic attendance systems, the shareholder (or its proxy) who has previously identified and registered to attend the General Shareholders' Meeting telematically in accordance with sections (1) and (2) above – identification and prior registry–, must connect by accessing the "Telematic Attendance" section of the Participation Platform between 8:00 a.m. and 11:45 a.m. (CEST) on **24 May 2023** (if the Meeting is held on first call) or on **25 May 2023** (if, as expected, the Meeting is held on second call).

If, on **24 May 2023**, a sufficient quorum is not achieved, the Company will post notification of such on the corporate website's site dedicated to the 2023 General Shareholders' Meeting, confirming that the Meeting will be held on second call.

- (4) Intervention: In accordance with the Spanish Companies Act, 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 **24 May 2023** (if the Meeting is held on first call) or on **25 May 2023** (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.

In the event that the General Shareholders' Meeting is held on second call (as is foreseeable), the telematic attendees who have connected on first call must connect again in order to attend the Meeting telematically on second call. Likewise, those telematic attendees who, having connected to the meeting on first call, have sent interventions and proposed resolutions or requests for information or clarifications, will have to send them again, in the terms indicated, on the day the General Shareholders' Meeting is held; otherwise they will not be considered submitted.

- (5) 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 General Shareholder Meeting Regulations will apply.

- (6) Rules of priority: physical or telematic attendance at the General Shareholders' Meeting by a shareholder who has previously voted by remote means or by proxy, regardless of the means used, shall render such vote or proxy ineffective. Likewise, physical attendance at the Meeting shall render the telematic attendance ineffective.
- (7) Other provisions: 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 General 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.

## PERSONAL DATA PROCESSING

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

**Data Protection Officer (DPO):** 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 (e.g. identification data, contact data, access credentials, shareholder data, etc.); (ii) the data provided by the banking entities, companies and securities agencies in which the shareholders have deposited their shares, through IBERCLEAR; or (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.

**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 Meeting (the voice and/or image of the attendee in person or remotely, which may be recorded or photographed)

for subsequent dissemination, for example, on the corporate website ([www.repsol.com](http://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 rules and principles of transparency; (iii) the management of requests for information, clarifications or questions formulated by the shareholder, based on the execution of the shareholder relationship between Repsol and the shareholder; and (iv) to establish, manage and supervise the operation of the Electronic Shareholders' Forum in order to comply with the legal obligations corresponding to Repsol. In compliance with Organic Law 1/1982 of May 5, 1982, on the protection of the right to honor, to personal and family privacy and to one's own image, when attending the General Shareholders' Meeting (in person or by telematic means), the attendee authorizes the taking of photographs, the audiovisual recording of image and/or voice, as well as their reproduction and/or publication and dissemination in the terms indicated above. In the room where the General Shareholders' Meeting will be held, a space excluded from the recording will be set up. If the attendee does not wish to appear in the recording, he/she may request to be placed in the area excluded from the recording.

**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](http://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 or by sending an e-mail to DPD ([protecciondedatos@repsol.com](mailto:protecciondedatos@repsol.com)). Likewise, he/she may, at any time, file a complaint with the corresponding supervisory authority (Spanish Data Protection Agency or AEPD –[www.aepd.es](http://www.aepd.es)–).

**Duration of the treatment:** For as long as the shareholder remains as such and once the relationship is terminated, the data will be kept for a further 6 years or, if applicable, until the end of the statute of limitations period for any legal or juridical actions applicable to the said relationship.

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

**Third party designated by the shareholder:** In the event that the shareholder includes data of third parties (e.g., the shareholder's name, address, telephone number, etc.) 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 section, which applies to the processing of third party data, and complying with any other requirements for the correct transfer of personal data to the Company, 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 29 2023

Luis Suárez de Lezo Mantilla

Director-Secretary of the Board of Directors