



**FREQUENTLY ASKED QUESTIONS**

**ANNUAL GENERAL MEETING 2025**

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## GENERAL INFORMATION

### 1. When will the next Ordinary General Shareholders' Meeting be held?

The Annual General Meeting of Repsol, S.A. (hereinafter, the “**General Meeting**” and the “**Company**”, respectively) is scheduled for May 29, 2025, at 12:00 p.m. (CEST), on first call, and for May 30, 2025, at the same time, on second call.

It is expected that the General Meeting will be held on second call, that is, on May 30, 2025, at 12:00 p.m. (CEST). If not, it will be announced in the daily press with sufficient notice, as well as on the Company's website ([www.repsol.com](http://www.repsol.com)).

### 2. Where will the Annual General Meeting be held?

The venue for the General Meeting is the Palacio Municipal de Congresos on Avenida de la Capital de España-Madrid, without number, Campo de las Naciones, Madrid.

### 3. Who calls the Annual General Meeting and through what means?

The General Meeting is convened by the Board of Directors through an announcement published in: (i) the Official Gazette of the Commercial Registry; (ii) the website of the National Securities Market Commission ([www.cnmv.es](http://www.cnmv.es)); and (iii) the Company's website ([www.repsol.com](http://www.repsol.com)), with sufficient notice before its celebration and, at least, one (1) month before the scheduled date for its celebration, except in cases where Royal Legislative Decree 1/2010, of July 2, which approves the revised text of the Capital Companies Act (hereinafter, the “**Capital Companies Act**”) establishes a different notice period, in which case the provisions of the latter shall apply.

A copy of the announcement of the call is also sent to the Stock Exchanges where the Company's shares are listed, as well as to the entities holding the shares for the issuance of the corresponding attendance, delegation, and voting cards.

### 4. What documentation related to the General Meeting is made available to shareholders prior to its celebration?

From the publication of the announcement of the call until the celebration of the General Meeting, the Company publishes on its website ([www.repsol.com](http://www.repsol.com)), continuously, except for force majeure or technical impossibility beyond its control, among others, the following information and documentation:

1. The announcement of the call for the Meeting.
2. The total number of shares and voting rights existing on the date of the call.

3. The Annual Accounts of Repsol, S.A. and the Consolidated Annual Accounts of the Repsol Group for the fiscal year ended December 31, 2024.
4. The External Auditors' reports on the Annual Accounts of Repsol, S.A. and on the Consolidated Annual Accounts of the Repsol Group for the fiscal year ended December 31, 2024.
5. The Management Report of Repsol, S.A. and the Consolidated Management Report of the Repsol Group, which includes the Non-Financial Information Statement and Sustainability Information, for the fiscal year ended December 31, 2024.
6. The independent verification report of the Non-Financial Information Statement and Sustainability Information, included in the Consolidated Management Report of the Repsol Group 2024.
7. The literal text of the proposed resolutions corresponding to the items on the agenda, as well as the reports of the Board of Directors regarding items eight, nine, ten, eleven, twelve, and thirteen of the agenda, which also include the proposals of the Appointments Committee in relation to items eleven, twelve, and thirteen, in addition to the proposal of the Remuneration Policy and the specific report on it by the Remuneration Committee (item fifteen of the agenda).
8. The Annual Corporate Governance Report for the fiscal year ended December 31, 2024.
9. The independent reasonable assurance report on the design and effectiveness of the Internal Control System over Financial Reporting (SCIIF) as of December 31, 2024.
10. The Annual Report on Directors' Remuneration of Repsol, S.A. for the fiscal year ended December 31, 2024.
11. The Directors' Remuneration Policy of Repsol, S.A. (2025-2028).
12. The current consolidated texts of the Bylaws, the General Shareholders' Meeting Regulations, and the Board of Directors Regulations.
13. The Report on the Independence of the External Auditor.
14. The activity report of the Audit and Control Committee for the fiscal year ended December 31, 2024.
15. The activity report of the Sustainability Committee for the fiscal year ended December 31, 2024.

16. The model of the attendance, delegation, and remote voting card of the Company for the Meeting.

**5. Where and how can shareholders obtain the documentation related to the 2025 General Meeting?**

All documentation related to the General Meeting will be available on the Company's website ([www.repsol.com](http://www.repsol.com)) in the section dedicated to the "2025 Annual General Meeting".

Additionally, from the date of publication of the announcement of the call, shareholders have the right to examine all documentation related to the General Meeting at the registered office (Calle Méndez Álvaro, No. 44, 28045 Madrid) and to request its immediate and free delivery or sending (which will be done by email with acknowledgment of receipt unless the shareholder requests another method or does not provide the Company with their email address) of said documentation, which can be done either by phone at 900 100 100, by email at [infoaccionistas@repsol.com](mailto:infoaccionistas@repsol.com), or by postal mail addressed to the Shareholder Information Office located at Calle Méndez Álvaro No. 44, 28045 Madrid.

Additionally, at the place designated for the celebration of the General Meeting and on the day of its celebration, there will be a point of delivery of the mentioned documentation available to shareholders.

**6. Who has the right to attend the General Meeting?**

All shareholders who have their shares registered in the corresponding accounting record five days before the scheduled date for its celebration and who provide the corresponding attendance, delegation, and remote voting card will have the right to attend the General Meeting, with the right to speak and vote.

The attendance, delegation, and remote voting cards will be issued by the participating entity of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (hereinafter, "Iberclear") that corresponds in each case, or by the Company itself.

**7. What should be done if the attendance card, delegation, and remote voting card for the General Meeting is not received or is lost?**

You should contact the financial institution where your shares are deposited, which will provide you with a duplicate card, or if not possible, a certificate proving your status as a shareholder.

Alternatively, you can attend the General Meeting in person, where you must identify yourself by showing your ID, Passport, Residence Card, or any other similar document that proves your

identity, and prove your right to attend the General Meeting (attendance cards, delegations in your favor, invitation, etc.). If you do not prove this last point, after verifying your status as a shareholder, a Securities Certificate will be printed for you to sign, as well as an Attendance Justification.

**8. What should be done if any of the personal data reflected on the attendance card, delegation, and remote voting card is incorrect?**

To make changes to the personal data on the card for this or future general meetings, you should contact the financial institution where your shares are deposited and notify them of the modification of your data.

However, with the received attendance card, you can attend and vote at the General Meeting as long as the name, surname, tax identification number (NIF), and number of shares are correct.

**9. How can I obtain the recognized electronic certificate issued by the Spanish Public Certification Authority (CERES) under the National Mint and Stamp Factory to exercise my rights through electronic means?**

On the website of the National Mint and Stamp Factory ([www.fnmt.es](http://www.fnmt.es)), you will find detailed information on the procedure to follow to obtain the User Certificate.

**10. Where can one access to attend the General Meeting telematically?**

Shareholders who wish to do so can attend the General Meeting using telematic means that allow its follow-up (the “**telematic attendance**”). To attend telematically, you must access the corporate website of the Company “Annual General Meeting 2025”, follow the instructions, and complete the necessary data for each of the actions.

**11. What should be done to attend the General Meeting telematically?**

Shareholders (or their representatives) who wish to use the telematic attendance mechanisms must register in the computer application called Participation Platform (hereinafter, the “**Participation Platform**”), enabled in the space dedicated to the General Shareholders' Meeting 2025 on the Company's website ([www.repsol.com](http://www.repsol.com)), provided they have an electronic ID or a qualified electronic signature, based on a recognized and valid electronic certificate, issued by the Spanish Public Certification Authority (CERES), under the National Mint and Stamp Factory, and identify themselves using any of these means. The Company may enable additional identification means that duly guarantee the identity of the shareholder (or their representative). In the case of representatives, the applicable rules will be developed on the Company's corporate website.

In addition to identification and registration on the Participation Platform and to guarantee the identity of the attendees, the correct exercise of their rights, interactivity, and the proper development of the meeting, shareholders (or their representatives) identified according to the previous section (1) 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. (CEST) on May 23, 2025, until 11:00 a.m. (CEST) on May 29, 2025. After this time, no prior registration for the exercise of the right to telematic attendance will be accepted.

The shareholder (or their representative) who has previously registered to attend the General Meeting telematically must connect to the Company's website between 8:00 a.m. and 11:45 a.m. (CEST) on May 29, 2025 (if the General Meeting is held on the first call) or on May 30, 2025 (if, as expected, the General Meeting is held on the second call), and identify themselves as indicated in the corresponding instructions. If the General Meeting is held on the second call, telematic attendees who connected on the first call must reconnect to attend the General Meeting telematically on the second call.

The telematic attendance of the shareholder at the General Meeting (provided it is constituted) will nullify any vote or delegation made previously by any other procedure established by the Company.

Both in the text of the call for the General Meeting and in the application intended for this purpose, the Terms of Use of the Application for telematic attendance at the General Meeting 2025 of the Company are detailed.

**12. Can a shareholder attend the General Meeting accompanied by a family member or a third party?**

The shareholder may attend the General Meeting accompanied by a family member or a third party as long as these persons are also shareholders of the Company or representatives of a shareholder.

**13. If the attendance card, delegation, and remote voting card have multiple holders, how many can attend the General Meeting?**

Only one of them will have the right to attend the General Meeting, who will be considered designated by the rest of the co-holders to exercise the shareholder's rights.

**14. How can a shareholder be represented at the General Meeting?**

Shareholders who do not attend the General Meeting may delegate their vote to any individual or legal entity, whether a shareholder or not, to represent them. The representation must be granted in writing or by remote communication means specifically for each meeting.

The shareholder must communicate, in writing or by electronic means, to the person designated as representative, the representation granted in their favor. When the representation is granted in favor of a member of the Board of Directors, the communication will be understood to have been made upon receipt by the Company of the documentation evidencing the same.

The shareholder must also notify the Company, in writing or by electronic means, both the appointment of a representative and, if applicable, the revocation thereof.

The communication to the Company of the appointment of a representative will be understood to have been made by: (i) sending, by postal mail to the attention of the Shareholder Information Office or by email to [tarjetas.junta@repsol.com](mailto:tarjetas.junta@repsol.com), the attendance, delegation, and remote voting card; (ii) the shareholder granting their representation by electronic means through the “Electronic Voting and Delegation” section of the Participation Platform available on the Company's website ([www.repsol.com](http://www.repsol.com)); or (iii) the representative presenting the duly completed and signed attendance, delegation, and remote voting card at the shareholder registration desks at the place and on the day indicated for the General Meeting or through the “Telematic Attendance” section of the Participation Platform.

#### **15. Can the granted representation be revoked?**

The representation is always revocable. Personal attendance at the General Meeting by the represented party, or the exercise by the shareholder of remote voting, either by electronic means or by postal mail, implies the revocation of any delegation, regardless of the date thereof.

#### **16. How can representation be granted by remote communication means?**

The valid remote communication means for granting representation are as follows:

##### *(i) Delegation by postal mail or email*

To grant their representation by postal mail or email, shareholders must complete the “Delegation” section of the attendance, delegation, and remote voting card provided by the Iberclear participant entity where their shares are deposited or, if applicable, by the Company itself.

Once the card is completed and signed as indicated in the previous paragraph, the shareholder must send it to the Company, either by postal mail (to the attention of the Shareholder Information Office, Calle Méndez Álvaro No. 44, 28045 Madrid) or by email (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 Meeting or, if applicable, send it through the “Telematic Attendance” section of the Participation Platform.

In the event that the card issued by the Iberclear participant entity does not include the “Delegation” section or it is incomplete, the shareholder may complete it using the card model provided by the Company on its website ([www.repsol.com](http://www.repsol.com)). This card, duly signed, must be sent to the Company by postal mail or email or presented on the day of the General Meeting or, if applicable, sent through the “Telematic Attendance” section of the Participation Platform along with the corresponding card issued by the Iberclear participant entity, where the signature of the shareholder delegating their representation must also appear.

*(ii) Delegation by electronic means through the Participation Platform*

The shareholder may grant their representation through the Company's website ([www.repsol.com](http://www.repsol.com)), accessing the “Electronic Voting and Delegation” section of the Participation Platform, enabled in the space dedicated to the 2025 General Shareholders' Meeting and following the procedure established there, provided they have an electronic ID or a qualified electronic signature based on a recognized and valid electronic certificate, issued by the Spanish Public Certification Entity (CERES), dependent on the National Mint and Stamp Factory, and identify themselves using any of these means.

Likewise, the representative designated by the shareholder may send the granted delegation in their favor through the “Telematic Attendance” section of the Participation Platform referred to later.

*(iii) Other provisions*

The Company may adapt, with the necessary guarantees, the means for granting remote representation and for remote voting at the General Meeting in the cases of non-resident shareholders in Spain, qualified investors, and other similar cases.

**17. What is the deadline for receiving representations granted by electronic means?**

For its validity, the representation granted by postal mail, email, or through the computer application must be received by the Company before 24:00 hours (CEST) on May 28, 2025.

**18. What happens if the name of the representative is not stated in the representation document received by the Company?**

When the document of representation is received at the registered office of the Company with the name of the representative left blank, the representation will be understood to be granted to the Chairman of the Board of Directors and, in his absence, to the Secretary of the General Meeting. If the representative designated according to the preceding indications is in a conflict of interest in the voting of the proposals that, within or outside the agenda, are submitted to the General Meeting, and the represented party has not given precise voting instructions as

provided for this purpose, the representation will be understood to be granted to the Deputy Secretary of the Board of Directors.

**19. What happens if the boxes for instructions are not marked in the document where the representation is recorded?**

The documents where the representations are recorded will reflect the voting instructions, understanding that if the corresponding instruction boxes are not marked, the represented party gives precise instructions to vote in favor of the proposals made by the Board of Directors.

**20. How can one vote through remote communication means?**

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

*(i) Voting by postal mail or email*

For voting by postal mail or email in relation to the items on the agenda, shareholders must complete and sign the section corresponding to the “Remote Voting” on the attendance, delegation, and remote voting card issued by the Iberclear participant entity where their shares are deposited or, if applicable, by the Company itself.

Once the card is completed and signed in the corresponding section, the shareholder must send it to the Company, via postal mail (to the attention of the Shareholder Information Office, Calle Méndez Álvaro No. 44, 28045 Madrid) or by email (addressed to [tarjetas.junta@repsol.com](mailto:tarjetas.junta@repsol.com)).

In the event that the card issued by the Iberclear participant entity does not include the section related to “Remote Voting” or if it is incomplete, the shareholder may complete it using the card model that the Company makes available on its website ([www.repsol.com](http://www.repsol.com)). This card, duly completed and signed, must be sent to the Company along with the corresponding card issued by the Iberclear participant entity, where the signature of the shareholder exercising their vote must also appear.

*(ii) Voting by electronic means through the Participation Platform*

The shareholder may cast their vote in relation to the items on the agenda of the General Meeting by accessing the “Electronic Voting and Delegation” section of the Participation Platform, enabled in the space dedicated to the 2025 General Shareholders' Meeting on the Company's website ([www.repsol.com](http://www.repsol.com)), and following the procedure established there, provided they have an electronic ID or a qualified electronic signature, based on a recognized and valid electronic certificate, issued by the Spanish Public Certification Entity (CERES), dependent on the National Mint and Stamp Factory, and identify themselves using any of these means.

*(iii) Telematic attendance*

The shareholder who wishes to do so may cast their vote in relation to the items on the agenda of the General Meeting through the “Telematic Attendance” section of the Participation Platform that the Company will make available to the shareholder through its website ([www.repsol.com](http://www.repsol.com)), accessing the space dedicated to the 2025 General Shareholders' Meeting, and following the procedure established there, provided they have an electronic ID or a qualified electronic signature, based on a recognized and valid electronic certificate, issued by the Spanish Public Certification Entity (CERES), dependent on the National Mint and Stamp Factory, and identify themselves using any of these devices.

Through the telematic attendance modality, the casting of the vote on the proposals related to items on the agenda can be done from the moment the shareholder (or, if applicable, the representative) connects as an attendee and until the Chairman or, if applicable, the Secretary of the General Meeting, announces the conclusion of the voting period for the proposals related to items on the agenda. Regarding the proposals on matters that, by legal mandate, do not need to be included in the agenda, telematic attendees may cast their votes from the moment these proposals are read for voting. The procedure provided in the Bylaws and the General Meeting Regulations will apply for the voting of the proposals and the counting of votes.

*(iv) Other provisions*

The Company may adapt, with the necessary guarantees, the means to grant remote representation and to cast remote votes at the General Meeting in cases of non-resident shareholders in Spain, qualified investors, and other similar cases.

The telematic attendance of the shareholder at the General Meeting (provided it is constituted) nullifies the delegation or vote by remote communication means prior to the General Meeting.

**21. What is the deadline for receiving the electronic vote?**

For its validity, the vote cast by postal mail, email, or computer application must be received by the Company before 24:00 hours (CEST) on May 28, 2025.

**22. What happens if, in relation to any of the items on the Agenda, the shareholder casting their remote vote does not mark any of the boxes intended for this purpose?**

If in relation to any of the points on the Agenda, the shareholder casting their vote remotely does not mark any of the boxes provided for this purpose, it will be understood that they vote in favor of the corresponding proposal made by the Board of Directors.

### **23. What are the priority rules applicable to representation and remote voting?**

Physical or telematic attendance at the General Meeting by the shareholder who has previously delegated or voted remotely, regardless of the means used, will nullify such delegation or vote. Likewise, physical attendance at the General Meeting will render telematic attendance ineffective.

In the event that a shareholder validly exercises both remote voting and delegation, the former will prevail. Similarly, the vote cast by electronic means through the 'Electronic Voting and Delegation' section of the Participation Platform will prevail over that sent by postal mail or email. Likewise, the delegation granted by electronic means through the 'Electronic Voting and Delegation' section of the Participation Platform will prevail over that sent by postal mail or email or over that sent by the representative themselves through the 'Telematic Attendance' section of the Participation Platform.

The vote cast and the representation granted through the 'Electronic Voting and Delegation' section of the Participation Platform may be nullified by express revocation by the shareholder, made by the same means.

If the Company receives two or more votes from the same shareholder by postal mail or email, the vote received at a later date will prevail. This same rule will also apply if the Company receives two or more delegations from the same shareholder by postal mail or email.

Any of the co-owners of a share deposit may vote, delegate, or attend, and the priority rules established in this section will apply among them. For the purposes of Article 126 of the Capital Companies Act, it is presumed that the co-owner who performs an action (delegation, vote, or physical or remote attendance) at any given time is designated by the rest of the co-owners to exercise the shareholder rights.

## **HOLDING AND ADOPTION OF RESOLUTIONS AT THE GENERAL MEETING**

### **24. What requirements must be met for the General Meeting to be validly constituted?**

The General Meeting is validly constituted on first call when the shareholders, present or represented, hold at least 25% of the subscribed capital with voting rights.

The General Meeting is validly constituted on second call, regardless of the capital present.

For the General Meeting to validly agree on any modification of the Bylaws, including the increase or reduction of capital, the issuance of bonds, the suppression or limitation of the preemptive right to acquire new shares, as well as the transformation, merger, split, global transfer of assets and liabilities, transfer of domicile abroad, or dissolution of the Company, it will be necessary, on first call, for the shareholders present or represented to hold at least 50% of the

subscribed capital with voting rights. On second call, the presence of 25% of said capital will be sufficient.

## **25. When can the General Meeting validly agree on the modification of the Bylaws?**

In general, the General Meeting can validly agree on the modification of the Bylaws with the favorable vote of the majority of the capital with voting rights present and represented at the meeting, provided that on first call, shareholders present or represented hold at least 50% of the subscribed capital with voting rights. When on second call, shareholders representing less than 50% of the subscribed capital with voting rights are present, the resolutions to modify the Bylaws can only be validly adopted with the favorable vote of two-thirds of the capital present or represented at the General Meeting.

## **26. Who presides over the General Meeting?**

The General Meeting is presided over by the Chairman of the Board of Directors, in their absence, by a Vice-Chairman, and in their absence, by the shareholder chosen by the attending shareholders.

The Chairman will be assisted by a Secretary, who will be the Secretary of the Board of Directors. In their absence, the Deputy Secretary of the Board of Directors will act, and in their absence, the person designated by the General Meeting itself.

## **27. Can shareholders intervene during the General Meeting?**

Before starting the report on the fiscal year and the proposals submitted to the General Meeting, the Chairman will ask the shareholders physically present who wish to speak to approach the table assistants, showing their attendance card to organize the speaking turns.

After the Chairman's presentation on the most relevant aspects of the fiscal year, they will give the floor to the shareholders who have requested it, directing and maintaining the debate within the limits of the agenda. The Chairman will end the debate when the matter has been, in their opinion, sufficiently discussed.

The above is understood without prejudice to the right of any shareholder who has attended the General Meeting telematically to request in writing before the start of the same the interventions and proposals of agreements or requests for information or clarifications they wish, in accordance with the provisions of the Capital Companies Act. In this case, shareholders must send the text of their intervention to the Company, in writing and in any case, in the form, terms, and conditions established on the aforementioned Company website, between 8:00 a.m. and 11:00 a.m. (CEST) on May 29, 2025, or, if applicable, on May 30, 2025, depending on whether the General Meeting is held on the first or second call, respectively. The telematic attendee who wishes their intervention to be recorded in the minutes of the General Meeting

must expressly indicate this in the text of their intervention. Requests for information or clarification made by telematic attendees will be answered in writing within seven days following the General Meeting, in accordance with the provisions of the Capital Companies Act.

In the event that the General Meeting is held on the second call (as is foreseeable), telematic attendees who, having connected to the meeting on the first call, have sent interventions and proposals of agreements or requests for information or clarifications, must resend them, under the indicated terms, on the day the meeting is held; otherwise, they will be considered as not submitted.

## **28. How are agreements reached at the General Meeting?**

Agreements must be adopted with the favorable vote of the majority of the share capital with voting rights, present and represented at the General Meeting, with the exceptions provided in the Capital Companies Act and the Company's Bylaws.

As a general rule, and without prejudice to the fact that, at the discretion of the Chairman, the voting system by acclamation or show of hands or other alternative systems may be used, the voting on the proposals of agreements will be carried out according to the following procedure:

- (i) The voting on the proposals of agreements will be carried out through a negative deduction system. For these purposes, votes in favor will be considered those corresponding to all shares present and represented, deducted (a) the votes corresponding to the shares whose holders or representatives state that they vote against or abstain, by communicating or expressing their vote or abstention to the Notary (or, failing that, to the Secretary or assisting staff) for recording in the minutes, (b) the votes corresponding to the shares whose holders have voted against or have expressly stated their abstention, through the means of remote communication deemed valid, and (c) the votes corresponding to the shares whose holders or representatives have left the meeting before the vote on the proposal of agreement in question and have recorded such departure with the Notary (or, failing that, with the Secretary or assisting staff).
- (ii) Communications or statements to the Notary or the Secretary regarding the sense of the vote or abstention may be made individually for each of the proposals of agreements or jointly for several or all of them, expressing to the Notary (or, failing that, to the Secretary or assisting staff) the identity and condition —shareholder or representative— of the person making them, the number of shares they refer to, and the sense of the vote or, if applicable, the abstention.

## **29. How is the minutes of the General Meeting approved?**

The presence of a Notary has been required to draw up the Minutes of the General Meeting, so

the notarial minutes will be considered the minutes of the meeting, and their approval will not be necessary.

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**NOTE: the responses offered are indicative, all of them, without prejudice to the strictly applicable nature of the current regulations (i.e., Capital Companies Act, Bylaws, and the Regulations of the General Shareholders' Meeting of Repsol, S.A.).**

**Last update: April 2025**