

# 2025 AGM

## REPSOL, S.A.

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Remuneration Policy of the  
Directors of Repsol, S.A.



*Translation of a report  
originally issued  
in Spanish. In the event  
of a discrepancy,  
the Spanish language  
version prevails*

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# REMUNERATION POLICY OF THE DIRECTORS OF REPSOL, S.A.

Under the provisions of article 529 *novodecies* of the Capital Companies Act, it is the responsibility of the Annual General Meeting to approve the remuneration policy of the directors, at least every three years, as a separate item on the agenda.

The Board of Directors of Repsol, S.A. (“**Repsol**” or the “**Company**”), at the proposal of the Remuneration Committee, has agreed, at its meeting on March 26, 2025, to propose to the Annual General Meeting the remuneration policy of the Directors of Repsol contained in this document, for its application in the years 2025, 2026, 2027, and 2028 (hereinafter, the “**Remuneration Policy**”).

In accordance with article 529 *novodecies* of the Capital Companies Act, this proposal for a Remuneration Policy is accompanied by a justificatory report from the Remuneration Committee. This report is available to shareholders on the Company's website from the call of the Annual General Meeting.

It is noted that, if approved, the Remuneration Policy will replace and render ineffective, from the date of its approval, the remuneration policy of the Company's Directors for the years 2023 to 2027, which was approved by the Annual General Meeting of Repsol on May 25, 2023, within the nineteenth item on the agenda.

## 1. NEW FEATURES OF THE REMUNERATION POLICY

The Compensation Committee annually reviews the Remuneration Policy in force at any given time to ensure that the principles, content, and information disclosed meet the expectations of its shareholders and proxy advisors and adhere to the best market and corporate governance practices.

Within this review process, the following issues derived from the continuous improvement action plan developed by the Compensation Committee are taken into consideration:

- Information gathered annually through the constant and transparent dialogue that the Company maintains with its shareholders and proxy advisors about the expectations of the Remuneration Policy and its possible modifications.
- Results of analyses of the best remuneration practices in comparable companies and global corporations conducted annually with the advice of an independent expert.
- Best practices in corporate governance.

The proposed Remuneration Policy to be submitted for approval at the Annual General Meeting follows the general guidelines established in the current remuneration policy of the Directors, approved by the Annual General Meeting in 2023, introducing some new features.

These modifications respond to the Company's desire to remain aligned with the best practices in corporate governance and market, with the recommendations established in the Good Governance Code of Listed Companies of the CNMV (*Comisión Nacional de Mercados y Valores*), and with the interests of its shareholders.

The main new features included are as follows:

- Assignment of the Long-Term Incentive to the CEO entirely in performance shares, replacing the assignment of 50% in performance shares and 50% in cash.



- Increase in the shareholding policy for Executive Directors, who henceforth must hold three annual installments of their fixed remuneration in shares of the Company (instead of two)<sup>1</sup>.
- Elimination of the discretionary power of the Board of Directors to modulate up to a maximum of 20%, upwards or downwards, the final result of the annual variable remuneration of the CEO, considering the quality of the results, individual performance, or other issues or circumstances that require qualitative measurement.
- Elimination of the discretionary power of the Board of Directors to modulate up to a maximum of 20%, upwards or downwards, the final result of the long-term variable remuneration of the CEO, considering the quality of the results, individual performance, or other issues or circumstances that require qualitative measurement.
- Establishment of a maximum compliance level of 120% in the metrics of the annual variable remuneration of the CEO and a maximum overall achievement level of the objectives of 120%.
- Establishment of a maximum compliance level of 120% in the metrics of the long-term incentive plans and a maximum overall achievement level of the objectives of 100%.
- Increase in the fixed remuneration of the CEO by 10% within the framework of the general program for attracting and retaining executive talent at Repsol and based on the performance of the CEO since his appointment in 2014, the market analysis carried out by the specialized remuneration firm, WTW (Willis Towers Watson), which has conducted a benchmarking of the total remuneration of the CEO considering a group of 11 companies comparable to Repsol in the Energy & Utilities sector in Europe, of similar size and with international scope of activities and the Ibex 35, as well as the evolution of the average fixed remuneration of Repsol group employees.

## 2. PHILOSOPHY OF THE REMUNERATION POLICY: PRINCIPLES AND CRITERIA

The general principle that defines this Remuneration Policy is the pursuit of mutual value generation for the Group and for the Directors and the alignment of their long-term interests with those of the shareholders, ensuring total transparency.

### 2.1. Regarding Executive Directors

The remuneration of Executive Directors for the performance of their executive functions follows the principles indicated below:

- Ensure that the remuneration, in terms of its structure and overall amount, complies with best practices and is competitive in relation to other comparable entities to attract, retain, and motivate the best professionals.
- Establish remuneration with objective criteria related to the individual performance of Executive Directors and the achievement of the Company's and Group's business objectives.
- Maintain an annual variable component linked to the achievement of specific and quantifiable objectives, aligned with social interest, with control and measurement systems that determine the

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<sup>1</sup> The CEO currently holds 860,086 shares of Repsol, which is equivalent to more than 7 times his annual fixed remuneration.



perception of variable remuneration based on evaluations that measure individual performance and personal contribution to the achievement of set objectives.

- Incorporate multi-year variable remuneration systems that promote the achievement of medium/long-term objectives and the retention of key individuals, promoting the sustainability and profitability of the Company in the long term.
- Maintain an adequate balance between the different remuneration elements in line with best corporate governance practices. To this end, among other aspects, the information received from the Company's shareholders, institutional investors, and voting advisors has been considered in the context of the consultation and engagement processes carried out by Repsol.
- Ensure the alignment of their interests with those of the shareholders, promoting shareholding.
- Keep the remuneration policy of Executive Directors aligned with that of Senior Management.

## 2.2. Regarding Directors in their capacity as such

The remuneration of Directors in their capacity as such – that is, for their deliberation and collective decision-making functions – is based on the following principles:

- The remuneration must be sufficient and appropriate to the dedication, qualifications, and responsibilities of the Directors, but without compromising their independence of judgment.
- The remuneration must be in line with what is paid in the market. To this end, the remuneration of directors set in other listed business groups similar to Repsol in terms of size, complexity of their businesses and operations, and geographical distribution of their assets are taken into consideration.

## 2.3. Periodic review of the Remuneration Policy

The remuneration policy for Directors is periodically reviewed by the Compensation Committee and the Board of Directors, in order to keep it aligned with the best corporate governance practices and market trends, after gathering information from the Company's shareholders, institutional investors, and voting advisors, in the context of the consultation and engagement processes carried out by Repsol, as well as remuneration analyses carried out by independent expert consultants such as WTW (Willis Towers Watson). The policy is submitted for approval by the Annual General Meeting whenever its modification is necessary or convenient and, in any case, every three years, in accordance with the Capital Companies Act.

## 2.4. Risk mitigation in the Remuneration Policy

The measures to ensure that the Directors' Remuneration Policy addresses the long-term results of the Company are as follows:

- The total compensation of Executive Directors for the performance of their executive functions consists of different remuneration elements that fundamentally include fixed remuneration and short- and long-term variable remuneration, linked to financial and non-financial objectives established in the Company's Strategic Plan, presenting a balanced and efficient relationship between fixed and variable components. The variable components have sufficient flexibility to allow their modulation to the point that their total suppression is possible in a given year if the objectives to which they are linked are not met. In this sense, the remuneration package reflects the Company's philosophy of having competitive remuneration that promotes the achievement of corporate objectives while preventing excessive risk-taking.



- Long-term variable remuneration plans are framed within a multi-year framework (4 years) to ensure that the evaluation process is based on long-term results and takes into account the underlying economic cycle of the Company and the achievement and consolidation of its strategic objectives. Additionally, the Company has established an additional period of three years, starting when Executive Directors receive the Company's shares delivered under the Long-Term Incentive plans, during which they cannot transfer these shares or directly or indirectly hedge them.
- The Company has implemented certain remuneration plans based on the delivery of Company shares, aimed at increasing the alignment of the interests of its beneficiaries with those of other shareholders.
- Repsol has a permanent shareholding policy, according to which Executive Directors will retain, while they remain in office, the ownership of the shares they hold in their portfolio, as well as any other shares that may be delivered to them under long-term variable remuneration programs, until reaching at least an amount equivalent to three times their annual fixed remuneration.
- The Compensation Committee has the power to propose the cancellation of the payment of short- and long-term variable remuneration, as well as to claim the reimbursement (clawback) of the variable remuneration components of the CEO when their payment does not meet the established performance conditions, or when it has been paid based on data whose inaccuracy is subsequently proven.
- The Compensation Committee is responsible for the review and analysis of the Remuneration Policy for Directors and the compensation policy for Senior Executives and its application, to the extent that the professional activities of these categories of personnel can have a material impact on the Company's risk profile. Additionally, the Compensation Committee is responsible for proposing to the Board of Directors the objectives and metrics for the short and long-term variable remuneration of Executive Directors and also evaluates their degree of compliance, proposing to the Board of Directors the approval of the level of incentive to be paid. The information on the level of compliance with the metrics is mostly extracted from the Consolidated Annual Accounts and the Integrated Management Report, which are reviewed by the Auditor.

### **3. REMUNERATION SYSTEM APPLICABLE TO EXECUTIVE DIRECTORS**

The Compensation Committee follows the principles detailed above when determining the remuneration package for Executive Directors for the performance of executive functions, the elements of which are detailed below.

#### **3.1. Fixed Remuneration**

The fixed remuneration of Executive Directors for the performance of managerial positions and functions mainly reflects their level of responsibility in the organization, the positions they hold, and their professional career, ensuring that it is competitive with that applied in companies comparable to Repsol, in order to attract and retain the best professionals.

On this basis, the Compensation Committee, composed exclusively of External Directors, and mostly of Independent Directors, annually proposes to the Board of Directors, for its approval, the amount of fixed remuneration for Executive Directors for the performance of executive functions, considering the framework of the Remuneration Policy in force at any given time.



For its determination and possible updates, the Compensation Committee, in addition to the criteria mentioned above, takes into account, among other things, the specific characteristics of each position and the required dedication, market analyses, or the average increases in the remuneration of the Company's workforce. All this is aimed at establishing appropriate compensation for the function performed, ensuring its competitiveness with respect to the reference market.

In this regard, the CEO will be entitled to receive an annual fixed remuneration of 1,452 thousand euros. The Board of Directors, at the proposal of the Compensation Committee, may review this fixed remuneration during the validity period of this policy, in accordance with the criteria indicated above, in which case it will include in the corresponding annual report on Directors' remuneration the reasons justifying this review. Additionally, if the Board of Directors, at the proposal of the Compensation Committee, considers a review of this remuneration appropriate, it would in any case take into account the evolution of the average remuneration of the Group's employees and would consult in advance with both the main shareholders and the most relevant voting advisors.

## 3.2. Variable Remuneration

### 3.2.1. Annual Variable Remuneration

The purpose of the annual variable remuneration is to incentivize the achievement of pre-set, specific, and quantifiable strategic objectives related to the management of Executive Directors, assessing the individual contribution to their achievement.

It is the responsibility of the Board of Directors, at the proposal of the Compensation Committee, to determine the objectives at the beginning of each fiscal year and to evaluate their fulfillment once it has ended, for which it has the support of the Company's internal areas, which will provide information on the different categories of objectives and the results obtained.

In defining the appropriate weightings and metrics to determine the levels of achievement of each objective, the Compensation Committee takes into account historical analyses, projections, and expectations of the Company's results. The annual variable compensation of the CEO is linked to the achievement of quantitative business objectives, including operational and financial objectives of the Company, value creation objectives, and sustainability objectives. If applicable, the Compensation Committee may also propose the inclusion of qualitative objectives related to the Company's strategy, which will have a maximum weight of 25%.

In this regard, each metric has an associated achievement scale defined based on its variability and level of demand. These scales have a minimum threshold of compliance, below which they do not generate the right to incentive, and a maximum compliance level of 120%, so that the maximum overall achievement of the objectives can reach 120%.

In order to ensure that the annual variable compensation is effectively related to the professional performance of the Executive Directors, when determining the level of compliance with quantitative objectives, those positive or negative economic effects derived from extraordinary events that could introduce distortions in the evaluation results are eliminated. If applicable, these adjustments will be detailed in the annual report on Directors' remuneration.

At the end of the fiscal year, in February - and simultaneously with the formulation of the Consolidated Annual Accounts and the Integrated Management Report, the Board of Directors, at the proposal of the Compensation Committee and considering the information provided by the Financial and People and Organization areas, evaluates the results obtained. The information on the metrics is mostly extracted from the aforementioned Consolidated Annual Accounts and the Integrated Management Report, which are



reviewed by the Accounts Auditor. Based on the level of compliance with each objective and its weighting, the Board of Directors determines a weighted average level of compliance.

The conditions of the annual variable compensation system applicable to the Executive Directors, including the structure, maximum compensation levels, objectives, and metrics and their individual weight, are reviewed annually by the Compensation Committee to ensure that they are sufficiently demanding and aligned with Repsol's strategic priorities, both short and long-term, its needs, and the business situation.

The amount of the annual variable compensation is defined as a percentage of the annual fixed compensation. In the case of the CEO, it can vary between 0%, if joint compliance does not exceed a minimum threshold, and 120% of the fixed compensation (maximum limit of variable compensation payment) if the joint compliance level of the objectives reaches or exceeds 120%.

The annual variable compensation may be paid in cash, shares, or a combination of these instruments, and there are no extraordinary payments.

### 3.2.2. Long-Term Variable Compensation

Repsol has traditionally implemented long-term variable compensation plans in the Company with the objectives of promoting mutual value generation for the Group, its shareholders, and its employees, as well as enhancing the commitment of its beneficiaries and rewarding sustainable value creation for the shareholder in the long term.

Currently, the Company has several long-term incentive plans ("ILP") for all management personnel, Executive Directors, and other highly qualified and potential professionals. These programs are independent of each other, although their main characteristics are similar:

- In all cases, they are structured in overlapping plans with a duration of at least four years and are linked to the fulfillment of a series of objectives and commitments formulated in the Group's Strategic Plan in force at any given time.
- Their objectives are directly aligned with the sustained maximization of the Company's value, the performance of Repsol's businesses, and sustainability.
- They are implemented through the granting of a total reference incentive, which is the sum of a cash incentive and a certain number of performance shares that will entitle the recipient to receive Repsol, S.A. shares once the measurement period of each Program cycle has elapsed and the established performance metrics have been verified. In the case of the CEO, the incentive under the ILP consists entirely of performance shares.
- They are linked to the permanence of their beneficiaries until the end of the measurement period, except in certain special cases that would lead to their early settlement.

In the ILP, each metric is associated with a scale of achievement defined based on its variability and level of demand. These scales have a minimum compliance threshold, below which they do not generate the right to incentive, and a maximum level set at 120%, although the overall achievement of the objectives cannot exceed 100%.

The Board of Directors determines these objectives, their weighting, and their minimum and maximum compliance thresholds every year, at the proposal of the Compensation Committee, taking into account Repsol's strategy, its needs, and the business situation.

The target or reference amount of long-term variable compensation for Executive Directors is defined as a percentage of the annual fixed compensation at the time of granting the incentive. In the case of the CEO, the maximum target amount of the long-term incentive is 120% of his annual fixed compensation. However,



if the joint achievement of the program objectives and his individual performance does not exceed the minimum threshold, the final amount to be settled can be 0%.

Once the measurement period is over, in February and simultaneously with the formulation of the Consolidated Annual Accounts and the Integrated Management Report, the Board of Directors, at the proposal of the Compensation Committee, evaluates the level of achievement reached in each of the objectives and the plan as a whole. Information on the metrics is provided by the Financial and People and Organization areas, extracted as necessary from the aforementioned Consolidated Annual Accounts and the Integrated Management Report, which are reviewed by the Accounts Auditor. The Internal Audit area also verifies the information on the level of compliance with the established metrics. To determine the incentive amounts corresponding to the established achievement scales, the personal performance of the beneficiary is also considered.

The Long-Term Incentive Program is implemented through the granting of the right to receive a certain number of Repsol, S.A. shares (performance shares), which are a mere expectation of right, not attributing the political and economic rights inherent to these shares, as well as a cash amount, except in the case of the CEO, where the entire incentive is assigned in performance shares.

The number of performance shares initially assigned to the CEO is the result of dividing the maximum target amount of the long-term incentive by the market price of the share, calculated as the average of Repsol, S.A. share prices in December and January closest to the start date of the corresponding cycle of the Long-Term Incentive Program.

Executive Directors may not transfer the shares of the Company that are delivered nor directly or indirectly hedge them until three years have passed since each share delivery, unless the Executive Director already maintains, at the time of the transfer, a net economic exposure to the share price variation equivalent to a market value of at least three times his annual fixed compensation. The above will not apply to shares that need to be sold, if applicable, to cover costs related to their delivery (including tax costs). They also may not directly or indirectly hedge the shares before their delivery.

The shares delivered, if applicable, under each long-term variable compensation plan to the beneficiaries of the Plan, including Executive Directors, may be counted for the purposes of the share investment referred to in the Share Purchase Plan for beneficiaries of the Long-Term Incentive Programs mentioned in section 3.2.3 below.

In case of termination of the contractual relationship of the Executive Directors, the Long-Term Incentive Plans in force at that time will be settled according to the conditions of their granting.

### **3.2.3. Share Purchase Plan for Beneficiaries of Long-Term Incentive Programs**

The Company has implemented a Share Purchase Plan for certain groups of employees and Executive Directors, aimed at promoting the alignment of their long-term interests with those of the shareholders and the Company (the "Share Purchase Plan").

The Share Purchase Plan is structured through various cycles, approved by the Annual General Meeting in 2011, 2016, 2020, and 2023, and allows its beneficiaries to invest a maximum amount in Repsol shares, so that if they hold the shares for a period of three years and meet the other conditions of the Share Purchase Plan, the Company will deliver an additional share for every three shares initially acquired by them at the end of the indicated period.

For simplicity in the implementation of the Share Purchase Plan regarding the determination of its beneficiaries and the maximum amount to invest in it, the long-term variable compensation programs have been taken as a reference, so that only beneficiaries of the long-term variable compensation programs can participate in the Share Purchase Plan, and the maximum amount to invest is 50% of the total gross incentive amount corresponding to each beneficiary according to these programs.



For those beneficiaries who are Executive Directors or who are considered Senior Management (understood as those executives who are part of the Executive Committee or any other equivalent body that may replace it in the future), an additional performance requirement is established for the delivery, by the Company, of the additional share for every three shares initially acquired by the beneficiaries. Specifically, this objective consists of achieving a global level of attainment of the objectives established for the annual variable remuneration of the CEO corresponding to the fiscal year immediately preceding the final delivery date of the shares under the Share Purchase Plan, equal to or greater than 75%.

At the end of the 2024 fiscal year, the Twelfth Cycle (2022-2025), Thirteenth Cycle (2023-2026), and Fourteenth Cycle (2024-2027) of the Share Purchase Plan are in effect.

In the event of termination of the contractual relationship of the Executive Directors, the Share Purchase Plans that are in effect at that time will be settled in accordance with the conditions of their grant.

### 3.2.4. Control of Annual and Long-Term Variable Remuneration

The Compensation Committee has the power to propose the cancellation of the payment of short-term and long-term variable remuneration of the Executive Directors if it is determined that its accrual is due to inaccurate or erroneous information or data due to unforeseen circumstances.

Likewise, the Compensation Committee may propose to the Board of Directors the claim for reimbursement (“clawback”) of the variable components of remuneration, both short-term and long-term, of the Executive Directors when the payment has not been adjusted to the established performance conditions or when it has been paid based on data whose inaccuracy is subsequently proven. This claim possibility does not have a prescribed expiration date.

On the other hand, the conditions of the Share Purchase Plan establish that the accrual of the delivery of additional shares is conditioned, in addition to the beneficiary's permanence in the Repsol Group, to the absence, in the judgment of the Board of Directors, following a report from the Remuneration Committee, during the period prior to each of the deliveries, of a material restatement of the Company's financial statements, when it affects the degree of compliance with the long-term variable remuneration program objectives from which the cycle originates, except when it is appropriate according to an amendment to the accounting regulations.

## 3.3. Long-Term Savings Systems

The CEO is a participant in the Group's Executive Pension Plan (the “Pension Plan”), a defined contribution social security system. According to the formula provided in the Pension Plan Regulations, annual retirement contributions are approximately 20.5% of the annual fixed remuneration, subject to his continuity in the Group. The contingencies covered in the Pension Plan are retirement, total or absolute permanent disability, severe disability, and death.

In the event of termination of the CEO's contractual relationship with the Company, as a result of the factors indicated below, the receipt of the accumulated capital in the Pension Plan will only occur at the time of his effective retirement or in case of death or permanent disability before retirement:

- a unilateral decision by the Company, provided it is not based on the reasons set forth in articles 40, 41, or 50 of the Workers' Statute;
- an unfair disciplinary dismissal;
- an objective dismissal or if the termination occurs due to organizational, economic, productive, or technical reasons, whether it is declared or recognized as fair or unfair; and



- a termination by the CEO's will for any of the reasons set forth in articles 40, 41, or 50 of the Workers' Statute.

Additionally, the CEO is a participant in Repsol's pension plan. It is a defined contribution employment system plan to which all Repsol employees can adhere, through which the company makes a monthly contribution, with a maximum limit of seven thousand euros per year per employee. The economic rights of this plan are consolidated by its participants from the moment of the contribution, but they can only receive the accumulated amount in the plan if any of the contingencies covered by it occur: retirement, total or absolute permanent disability, severe disability, and death.

The long-term savings systems do not contemplate payment to Executive Directors for the cessation of their executive functions or as administrators of the Company. However, the amounts from the long-term savings systems of the Executive Directors, which will be received, if applicable, at the time any of the contingencies covered by them occur, are compatible with the severance compensation for termination of the relationship provided in their contract, which is developed in section 3.5.3.5

### 3.4. Other perceptions

Executive Directors are beneficiaries of certain in-kind perceptions that include, among other concepts, medical insurance, life and disability insurance. In their case, these remunerations also include income on account linked to these in-kind remunerations. All of this is in line with the practice usually followed by Repsol.

Repsol's policy does not foresee the granting by the Company of advances, credits, or guarantees to Executive Directors.

Additionally, Executive Directors may receive, if applicable, additional remuneration derived from their membership in the administrative bodies of other Group, multi-group, or associated companies.

### 3.5. Main conditions of the contracts of Executive Directors

The remunerations, rights, and economic compensations of Executive Directors are determined in their respective contracts, always respecting the provisions of the Social Statutes and the Remuneration Policy.

The contract signed with the CEO has an indefinite duration, does not require any notice period by Repsol, and establishes a non-compete commitment in companies and analogous activities during its validity and for one year after its termination.

The contractual conditions of the CEO establish a severance compensation equivalent to two annual payments of his fixed and variable annual remuneration—including the non-compete remuneration. This amount corresponds to the limit established by the Board of Directors on February 25, 2014, at the proposal of the Compensation Committee for severance compensations of new Executive Directors appointed from then on. This compensation will proceed in case of termination of the contract due to causes attributable to Repsol or by mutual agreement, if it occurs in the interest of the Company. In case of termination of the contract by unilateral decision of the CEO, he must notify the Company three months in advance and will only receive one annual payment of his fixed and variable annual remuneration as compensation for the non-compete agreement.

### 3.6. Permanent shareholding policy

While holding their position, Executive Directors must retain ownership of the Company's shares they have in their portfolio, as well as those other shares that are delivered to them as payment for the Long-Term



Incentive Programs or that are linked to the Share Purchase Plan by the Beneficiaries of the Long-Term Incentive Programs until they reach, at least, an amount equivalent to three times their annual fixed remuneration.

The valuation of the shares in the portfolio will be carried out based on the market value of the corresponding date at each moment.

### **3.7. Compensation policy for new appointments**

In determining the compensation package for a new Executive Director, the Compensation Committee will consider the candidate's experience and knowledge, their origin (internal or external to the Company), and their compensation level at the time of appointment. The compensation components and their corresponding maximum limits, as well as the basic contractual conditions described in this Compensation Policy for Executive Directors, will apply to any new director assigned executive functions.

Exceptionally, and to facilitate the hiring of an external candidate, the Compensation Committee may propose for decision by the Board to establish a special incentive that is reasonable and compensates for the loss of unearned incentives in the previous company due to the termination and subsequent acceptance of Repsol's offer. The Company will provide detailed information in the corresponding compensation report about the incentives that, if applicable, the Board of Directors agrees to establish.

Regarding the compensation of the Director in their capacity as such, this will be integrated within the maximum distributable amount set by the general meeting and distributed by the Board of Directors as described below.

## **4. COMPENSATION SYSTEM APPLICABLE TO DIRECTORS IN THEIR CAPACITY AS SUCH**

Regarding Directors in their capacity as such, the Compensation Policy set by the Board of Directors, at the proposal of the Compensation Committee, aims to sufficiently and adequately compensate for the dedication, qualification, and responsibilities of the Directors, but without compromising their independence of judgment.

The Compensation Committee is responsible for proposing to the Board of Directors the criteria it deems appropriate for the compensation of Directors for their supervisory and collegial decision-making function, with the Board of Directors determining the exact amount to be paid and its distribution among the different Directors.

### **4.1. Maximum limit for the total compensation of the Board**

In accordance with the provisions of Article 45 of the Bylaws, and as stated in the current compensation policy, at the time of approving this Compensation Policy, that is, the one approved by the Annual General Meeting on May 25, 2023, the current limit that the Company can annually allocate to the compensation of the members of the Board of Directors for the performance of the supervisory and collegial decision-making function of this body, including the compensation of the Chairman of the Board of Directors, is 8.5 million euros. This limit is renewed upon the approval of this Compensation Policy.

It is the responsibility of the Board of Directors to determine the exact amount to be paid within the aforementioned limit and its distribution among the different Directors, taking into account the functions and responsibilities assigned to each of them, the positions held by each of them on the Board and its Committees, and other objective circumstances that it considers relevant.



## 4.2. Compensation of Directors in their capacity as such

The Directors, in their capacity as such, receive a fixed remuneration for the performance of their supervisory and collective decision-making functions. The calculation of this remuneration, except for the Chairman, is carried out by assigning points for membership on the Board of Directors or various Committees or holding positions. Each point has a remuneration equivalence, resulting in different amounts for the Directors based on their responsibilities. It is the responsibility of the Board of Directors, at the proposal of the Remuneration Committee, to establish the value of the point, in line with the maximum limit set for the total remuneration of the Board, which will be duly communicated in the annual report on Directors' remuneration for the corresponding fiscal year.

Notwithstanding the above, the Board of Directors, at the proposal of the Remuneration Committee, in view of the recommendations issued by supervisory bodies, as well as market practices and trends in remuneration matters, may modify this model for other equivalent systems also based on fixed remuneration, without the modification leading to an increase in the maximum remuneration previously indicated.

It should also be noted that External Directors are in any case excluded from social security systems financed by the Company for cases of termination, death, or any other, and from incentive plans linked to the Company's performance, short or long term, such as multi-year monetary remuneration, shares, or stock options.

In accordance with article 16.5 of the Board of Directors Regulations, once they finish their term, Directors may not provide services to another competing entity for a period of two years, unless the Board of Directors decides, on a case-by-case basis, to waive this obligation or shorten its duration. No additional compensation of any kind is foreseen for Directors for this non-compete obligation.

## 4.3. Remuneration to Directors for their membership in the management bodies of companies participated by Repsol

In addition to the remuneration contemplated in this Policy that corresponds to them in each case, Repsol Directors may receive remuneration for their membership in the management bodies of companies participated by Repsol. This remuneration may be paid by the participated companies and/or by the Company when they hold the position at Repsol's proposal.

These remunerations will be subject, in any case, to the legal and statutory requirements applicable to each of the companies, and their receipt by the Directors will be duly reported in the corresponding annual report on Directors' remuneration of Repsol.

# 5. CHAIRMAN OF THE BOARD OF DIRECTORS

The remuneration of the Chairman of the Board of Directors reflects the important role and his high activity and involvement in the position, as well as the other criteria established in the Remuneration Policy.

The remuneration of the Chairman of the Board of Directors is exclusively composed of fixed concepts. The total amount of the fixed remuneration of the Chairman of the Board of Directors is 1,250,000 euros annually, an amount that includes the amounts that, if applicable, correspond to him for his membership on the Board of Directors and Committees of Repsol Group companies, multi-group or associated.

The contractual conditions of the Chairman of the Board of Directors, applicable since May 1, 2015, include the in-kind remuneration of which he is a beneficiary and which includes, among other concepts, medical



insurance, the cost of the residence that the Company makes available to him as housing and for the institutional representation of the Company, the corresponding income on account derived from such concepts, and the economic compensation for the applicable personal tax derived from such in-kind remuneration (withholdings), in accordance with Repsol's usual practice in this regard. They also contemplate a post-contractual non-compete commitment of one year, although he will no longer receive any economic compensation for the termination of his contract.

## 6. DIRECTORS' LIABILITY INSURANCE

In accordance with the provisions of Article 45 of the Bylaws, the Company has taken out liability insurance that covers third-party claims for possible damages and/or losses caused by acts or omissions in the performance of duties as members of the Board of Directors. It is a collective policy for Directors, executives, and other employees of the Group who perform functions similar to those of executives, and it also covers the various companies of the Group under certain circumstances and conditions.

In 2024, the total premium amount for this collective liability insurance amounted to 3.4 million euros. This amount corresponds to the entire insured group and, therefore, does not exclusively refer to the members of the Repsol Board of Directors.

## 7. POLICY TERM

Under the provisions of Article 529 *novodecies* of the Capital Companies Act, the Company will apply this Directors' Remuneration Policy during the fiscal years 2025, 2026, 2027, and 2028.

Any modification or replacement of the Remuneration Policy will require prior approval by the Annual General Meeting in accordance with current legislation.

In any case, this Remuneration Policy will be understood without prejudice to any payments that must be made to Executive Directors during these years, corresponding to deferred amounts of variable remuneration from previous years, which will be subject to the conditions established for such remunerations.

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