

**SUPPLEMENT DATED 27 FEBRUARY 2020 TO THE BASE PROSPECTUS
DATED 4 APRIL 2019 (AS SUPPLEMENTED ON 10 MAY AND 24 JULY 2019)**



REPSOL INTERNATIONAL FINANCE B.V.

*(A private company with limited liability incorporated under the laws of The Netherlands
and having its statutory seat (statutaire zetel) in The Hague)*

EURO 10,000,000,000

Guaranteed Euro Medium Term Note Programme

Guaranteed by

REPSOL, S.A.

(A sociedad anónima organised under the laws of the Kingdom of Spain)

This supplement (the **Supplement**) to the base prospectus dated 4 April 2019 as supplemented on 10 May 2019 and 24 July 2019 (the **Base Prospectus**) constitutes a supplement, for the purposes of Article 13(1) of the Prospectus Law of 10 July 2005, as amended (the **Luxembourg Act**), to the Base Prospectus and is prepared in connection with the Euro 10,000,000,000 Guaranteed Euro Medium Term Note Programme (the **Programme**) established by Repsol International Finance B.V. (the **Issuer**) and guaranteed by Repsol, S.A. (the **Guarantor**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to and should be read in conjunction with the Base Prospectus.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. The information incorporated by reference to the Base Prospectus by virtue of this Supplement has been translated from the original Spanish.

This Supplement has been prepared for the purpose of supplementing the section of the Base Prospectus entitled “*Documents incorporated by reference*” to incorporate by reference the audited consolidated financial statements, including the notes to such financial statements, the auditors’ report thereon, the Consolidated Management Report and the Annual Report on Corporate Governance of Repsol, S.A. for the year ended 31 December 2019, information on oil and gas exploration and production activities (unaudited information) for 2019, 2018 and 2017, as well as to supplement certain sections.

The Dealers, the Trustee and the Arranger have not separately verified the information contained in the Base Prospectus, as supplemented by this Supplement. None of the Dealers or the Arranger or the Trustee makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in the Base Prospectus, as supplemented by this Supplement.

On 21 July 2019, Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the **Prospectus Regulation**) has come into force, superseding Directive 2003/71/EC, as amended (the **Prospectus Directive**). Also, on 21 July 2019, the *Loi du 16 juillet 2019, relative aux prospectus pour valeurs mobilières (New Luxembourg Act)* has come into force.

Notwithstanding the foregoing, in accordance with Article 46(3) of the Prospectus Regulation and article 64 (*Dispositions transitoires*) of the New Luxembourg Act, prospectuses approved in accordance with the national laws transposing the Prospectus Directive (such as the Luxembourg Act) will continue to be governed by that national law until the end of their validity, or until twelve months have elapsed after 21 July 2019, whichever occurs first.

As the Base Prospectus was approved on 4 April 2019 in accordance with the Luxembourg Act, the Base Prospectus, this Supplement and any further supplement to the Base Prospectus will be governed by such law.

Documents incorporated by reference

Both the Issuer and the Guarantor consider advisable, pursuant to Article 13(1) of the Luxembourg Act, to incorporate by reference into the Base Prospectus via this Supplement sections of the audited Consolidated Financial Statements, including the notes to such financial statements, the auditors' report thereon, the Consolidated Management Report and the Annual Report on Corporate Governance of Repsol, S.A. for the year ended 31 December 2019 and the Information on oil and gas exploration and production activities (unaudited information) for 2019, 2018 and 2017.

To that end, the information set out below shall supplement the section "**DOCUMENTS INCORPORATED BY REFERENCE**" (pages 21 to 24 of the Base Prospectus) through the inclusion of the following documents in the list "**Information incorporated by reference**" as new paragraphs (L) and (M). The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of Commission Regulation (EC) 809/2004.

"Information Incorporated by Reference"

Page References (top of the page)

(L)	The audited consolidated financial statements, including the notes to such financial statements, the auditors' report thereon, the Consolidated Management Report and the Annual Report on Corporate Governance of Repsol, S.A. for the year ended 31 December 2019:	
	(a) <i>Auditors' report on consolidated annual financial statements and Management Report</i>	2-11
	(b) <i>Consolidated financial statements of Repsol, S.A. and Investees comprising the Repsol Group for the financial year 2019:</i>	
	- Consolidated balance sheet at 31 December 2019 and 2018	14
	- Consolidated income statement for the years ended 31 December 2019 and 2018	15
	- Consolidated statement of recognised profit and loss for the years ended 31 December 2019 and 2018	16
	- Consolidated statement of changes in equity for the years ended 31 December 2019 and 2018	17
	- Consolidated cash flow statement for the years ended 31 December 2019 and 2018	18
	- Notes to the 2019 consolidated financial statements	20-90
	- Appendix IA – Main companies comprising the Repsol Group at 31 December 2019	91-98
	- Appendix IB – Main changes in the scope of consolidation	99-102
	- Appendix IC – Joint operations of the Repsol Group at 31 December 2019	103-108
	- Appendix II – Segment reporting and reconciliation with EU-IFRS financial statements	109-110
	- Appendix III – Regulatory framework	111-117
	(c) <i>Consolidated Management Report 2019</i>	
	- Highlights of 2019	123-126
	- Our company	127-135
	- Context	136-138
	- Financial performance and shareholder returns	139-146
	- Our business in 2019	147-166
	- Sustainability	167-204
	- Appendix I – Alternative performance measures	209-217
	- Appendix II - Risk	218-221
	- Appendix III – Further information on sustainability	222-253

-	Appendix V – Statement of non-financial information	263-265
-	Appendix VI – table of conversions and abbreviations	266
-	Appendix VI - Annual Corporate Governance Report 2019	284-374
-	Independent reasonable assurance report on the design and effectiveness of the internal control over financial reporting (ICFR) as at December 31, 2019	377-378
-	Independent verification report on the Statement of non-financial information for the year ended 31 December 2019	381-384
(M)	Information on oil and gas exploration and production activities (unaudited information) for 2019, 2018 and 2017	3-25

Important Notices

Both the Issuer and the Guarantor consider advisable, pursuant to Article 13(1) of the Luxembourg Act, and in connection with Section “IMPORTANT NOTICES” to replace the information contained under subsection “Alternative Performance Measures” (page 3 of the Base Prospectus) with the following information:

“The financial data incorporated by reference in this Base Prospectus, in addition to the conventional financial performance measures established by IFRS, contains certain alternative performance measures (such as adjusted net income, EBITDA etc.) (APMs) that are presented for the purposes of a better understanding of Repsol’s financial performance, cash flows and financial position, as these are used by Repsol when making operational or strategic decisions for the Group. The relevant metrics are identified as APMs and accompanied by an explanation of each such metric’s components and calculation method in “Appendix I: Alternative Performance Measures” to the “Consolidated Management Report 2019”, which is incorporated by reference in this Base Prospectus.

Such measures should not be considered as a substitute for those required by IFRS.”

Risk Factors

Both the Issuer and the Guarantor consider advisable, pursuant to Article 13(1) of the Luxembourg Act, to replace, in its entirety, the information contained in subsection “1. Risk Factors relating to the Issuer and the Guarantor – Operation Risks - Uncertainty in the current economic context”, on pages 5 and 6, both inclusive, of the Base Prospectus with the following:

“Uncertainty in the current economic context

The global economic activity moderated significantly during 2019. According to the latest estimate, it seems that global growth in 2019 as a whole stood at 2.9%, which is the slowest pace since the international financial crisis.

During the last months, there had been signs that the worst was over for both world trade and the manufacturing sector. Therefore, in January the International Monetary Fund projected global growth to strengthen from 2.9 percent in 2019 to 3.3 percent in 2020. However, this tentative optimism has been dashed by the outbreak of the COVID-19— a global health emergency that can also cause big activity disruptions.

There is still great uncertainty about the virus and its spreads. So, regarding the economic impact, many scenarios can play out, depending on how quickly the virus is contained and how fast the Chinese and other affected economies return to normal.

In one scenario, the pandemic is short-lived and limited to China and few more countries. The impact would be clearly significant in the first quarter of the year, especially due to lower discretionary consumption, a sharp drop in tourism spending, and a significant number of people unable to work in China. But growth there will rebound in following quarters. Under this scenario, 2020 growth for China would be 0.4 percentage points lower (the impact will be limited to some expansionary policies) and global growth would be just about 0.1 percentage points lower.

Nevertheless, if the spread of the virus continues for longer and more globally, the growth consequences would be more protracted. Not only demand disruptions would be aggravated, but supply-chain disruptions and financial contagion (including lower equity prices and higher money market spreads) would be added.

Apart from the coronavirus, the global economy faces other risks. Although trade tensions have recently been reduced, a full agreement between US and China seems far and difficult to reach. Thus, for now the tariffs increases

remain. And the uncertainty about a possible increase in tariffs between the US and Europe remains. This prolonged uncertainty regarding trade policy is negatively affecting investment and the demand for capital goods.

A realization of these risks could lead to an abrupt shift in risk sentiment and expose financial vulnerabilities built up over years of low interest rates. Low inflation in advanced economies could become entrenched and constrain monetary policy space further into the future, limiting its effectiveness. The risks from climate change are playing out now and will dramatically escalate in the future, if not urgently addressed.

With regard to oil market, until recently, it was expected a tighter balance between supply and demand in 2020 than in the global 2019. However, the evolution of the novel coronavirus (Covid-19) originated in Wuhan, China, has made analysts to review their perspectives for this year. The first estimates of analysts on the effect of Covid-19 on oil demand point to a reduction of between 200 and 500 thousand Bbl/d of the average annual growth for 2020, concentrated mainly in the first quarter and, to a lesser extent, in the second quarter of 2020. On the supply side, there have also been significant production declines, which keep around 1.5 million Bbl/d out of the market due to various geopolitical and technical problems in Libya, Nigeria, Iraq and Kazakhstan. Additionally, it remains to be seen what OPEC's response to the expected fall in demand will be. Furthermore, recent development of U.S. production, with active drilling rigs falling to 2017 levels and U.S. production, although growing, failing to keep production growth rhythm from the past, brings some doubts regarding the sustainability at current prices.

Since the beginning of 2020, crude oil prices have moved from just below 70 \$/Bbl to under 55 \$/Bbl. The market is in a bearish mood due the uncertainties surrounding the Covid-19. In terms of associated risks, oil prices could drop even more if: the situation regarding the Covid-19 worsen affecting global activity, trade and consumption, leading to an even lower-than-expected demand; U.S. production recovers previous growth levels; OPEC+ lowers its compliance with production cuts; production out of the markets quickly returns.

The economic and financial situation could have a negative impact on Repsol and on third parties with which Repsol conducts or could conduct business. Any of the factors described above, whether in isolation or in combination with each other, could have an adverse effect on the financial position, business, or results of operations of Repsol. ””

Both the Issuer and the Guarantor consider advisable, pursuant to Article 13(1) of the Luxembourg Act, to replace, in its entirety, the risk factor entitled “In respect of any Notes issued with a specific use of proceeds, such as a Green Bond, there can be no assurance that such use of proceeds will be suitable for the investment criteria of an investor” contained in the section “**RISK FACTORS**” on pages 17 to 18 of the Base Prospectus with the following:

“The net proceeds from the issue of any Notes will be on-lent by the Issuer to, or invested by the Issuer in, other companies within the Repsol Group, for use by such companies for general corporate purposes or specifically to finance and/or refinance, in whole or in part, Eligible Green Projects in accordance with prescribed eligibility criteria (any such Notes, **Green Bonds**). See also the section entitled “Use of Proceeds” for further detail.

Regardless of whether any Green Bonds are listed or admitted to trading on any dedicated “green”, “environmental”, “sustainable” or other equivalently-labelled segment of any stock exchange or securities market, no assurance is given by the Issuer, the Guarantor or the Dealers that the use of such proceeds for any Eligible Green Projects will satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social impact of any projects or uses, the subject of or related to, any Eligible Green Projects. In addition, although the Issuer or the Guarantor may agree at the time of issue of any Green Bonds to apply the proceeds of any Green Bonds so specified in, or substantially in accordance with, the eligibility criteria, it would not be an Event of Default under the Green Bonds if such obligations are not complied with for whatever reason. Furthermore, while the Issuer will specify the criteria that Eligible Green Projects will need to meet in accordance with the Framework described on the Guarantor’s website at the time of issue of Green Bonds, such criteria may be subject to change and the Framework applicable to such Green Bonds may also be modified or amended, in each case, during the life of such Green Bonds. Therefore, there can be no assurance that Green Bonds continue to meet any investment criteria or guidelines with which an investor or its investments are required to comply during the life of such Green Bonds.

In connection with the issue of Green Bonds, a sustainability rating agency or sustainability consulting firm may issue a second-party opinion (whether or not requested by the relevant Issuer or the Guarantor) confirming that the Eligible Green Projects have been defined in accordance with the broad categorisation of eligibility for green projects and/or a second-party opinion regarding the suitability of the Green Bonds as an investment in connection with certain environmental and sustainability projects (any such second-party opinion, a Second-party Opinion). A Second-party Opinion would not constitute a recommendation to buy, sell or hold securities, would only be current as of the date it is released and would not be, nor would be deemed to be, incorporated in and/or form part of this Base Prospectus.

Any failure to apply the proceeds of any issue of Green Bonds in connection with Eligible Green Projects, or any failure to meet, or continue to meet the eligibility criteria, or the withdrawal of any Second-party Opinion or any such Green Bonds no longer being listed or admitted to trading on any stock exchange or securities market may have a material adverse effect on the value of such Green Bonds and also potentially the value of any other Green Bonds which are intended by either Issuer to finance Eligible Green Projects or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose. Prospective investors must determine for themselves whether the proposed Green Bonds meet their requisite investment criteria and conduct any other investigations they deem necessary to reach their own conclusions as to the merits of investing in any such Green Bonds.”

Recent developments

Both the Issuer and the Guarantor consider advisable, pursuant to Article 13(1) of the Luxembourg Act, that the information set out below shall supplement the sub-section entitled “**Recent Developments**” contained in the section “**INFORMATION ON THE ISSUER**” on page 33 of the Base Prospectus:

“As a result of changes in events and conditions, the functional currency of the Issuer has changed from USD to EUR. In accordance with accepted accounting criteria and for accounting purposes, the change has been applied as of 1 July 2019 (beginning of Group reporting period closest to the changes).”

Business Overview – Legal and Arbitration Proceedings

Both the Issuer and the Guarantor consider advisable, pursuant to Article 13(1) of the Luxembourg Act, to replace, in its entirety, the information contained in subsection “Legal and Arbitration Proceedings, on pages 44 to 49, both inclusive of the Base Prospectus with the following information:

“The Group companies are party to judicial and arbitration proceedings arising in the ordinary course of their business activities. The most significant of these, which may have, or have had in the recent past, significant effects on the Group’s financial position or profitability, and their status at the reporting date are summarised below.

Addax arbitration in relation to the purchase of Talisman Energy UK Limited (TSEUK)

On July 13, 2015, Addax Petroleum UK Limited (“Addax”) and Sinopec International Petroleum Exploration and Production Corporation (“Sinopec”) filed a “Notice of Arbitration” against Talisman Energy Inc. (currently “ROGCI”) and Talisman Colombia Holdco Limited (“TCHL”) in connection with the purchase of 49% of the shares of TSEUK (currently “RSRUK”, see Note 13). On October 1, 2015 ROGCI and TCHL submitted the answer to the “Notice of Arbitration”. On May 25, 2016, Addax and Sinopec formalized the arbitration claim, in which they requested that, in the event that their claims be estimated in their entirety, they be paid the amount of their initial investment in RSRUK, materialized in 2012 through the purchase of 49% of this from TCHL, a 100% subsidiary of ROGCI, together with any additional investment, past or future, in such company, as well as any loss of opportunity that could have occurred, estimating all this in a figure total of approximately \$5.500 million.

The dispute relates to events which took place in 2012, prior to Repsol’s acquisition of Talisman in 2015 -and that does not involve any actions by Repsol.

ROGCI and TCHL submitted their response to the arbitration complaint and corresponding evidence on November 25, 2016. Addax and Sinopec submitted a reply brief with additional evidence on May 31, 2017; and ROGCI and TCHL submitted a rejoinder brief and further evidence on August 2, 2017. New expert reports were exchanged on October 18, 2017, November 1, 2017, and May 23, 2018.

ROGCI and TCHL asked the Arbitral Tribunal to dismiss the claims of Addax and Sinopec based on contractual guarantees and in January 2017 the Court decided that it would deliberate on that request prior to other issues. The hearing regarding this request took place on June 19 and 20, 2017. On August 15, 2017, the Arbitral Tribunal issued a Partial Award dismissing Addax and Sinopec warranty claims.

The Arbitral Tribunal decided, among other procedural matters, the split of the procedure in two phases: the first addressing liability and the second dealing with the quantum of any liability found that, where appropriate, would have been determined. The oral hearing on liability issues took place between January 29 and February 22 and between June 18 and 29, 2018, this last period being devoted mainly to the testimonies of the experts proposed by the parties. The hearing on the oral conclusions was held from July 9 to 11, 2018 and the written conclusions were presented on September 29 and October 12, 2018.

On January 29, 2020, the Arbitral Tribunal issued its second Partial Award on one aspect of the five matters to be determined in the liability phase and, although Repsol had considered the claims to be without merit -supported by

external advice-, and still does, the Tribunal has decided that ROGCI and TCHL are liable to Sinopec and Addax in respect of that aspect of the claim.

As indicated, the partial Award issued addresses one of the five claims regarding liability. The Court has indicated that it will decide the result of the remaining ones in due time, through subsequent awards, although the time at which they will be issued is currently unknown. In principle, once all of them have been decided, a new procedural phase will be necessary to determine the amounts, whose schedule has not yet been established. It is likely that this calendar should include deadlines for new allegation briefs, evidence, additional expert statements and a new oral hearing. It is estimated that the phase related to the determination of the amount, without taking into account any challenges to the awards, will not be resolved before the first quarter of 2022.

Repsol is analyzing the different actions that fit this partial award, including and foresees its challenge before the Singapore courts.

Although it is not known with certainty the amount of the eventual compensation (if any), since the litigation still has a long way and numerous pending decisions, in view of the partial award issued, Repsol, prudently, has made an estimate of the economic impacts that could be derived finally and as a whole from the litigation, having accrued the corresponding provision of 837 million euros in their financial statements as of December 31, 2019.

Additionally, on November 30, 2017 Repsol, S.A. commenced an arbitration against China Petroleum Corporation and TipTop Luxembourg S.A.R.L seeking relief from any adverse ruling on the arbitration mentioned above together with other damages yet unquantified. This procedure is based on their conduct towards Repsol during the months leading up to its acquisition of the Talisman Group.

United States of America

The Passaic River / Newark Bay lawsuit

The events underlying this litigation related to the sale by Maxus Energy Corporation ("Maxus") of its former chemicals subsidiary, Diamond Shamrock Chemical Company ("Chemicals") to Occidental Chemical Corporation ("OCC"). Maxus agreed to indemnify Occidental for certain environmental contingencies relating to the business and activities of Chemicals prior to September 4, 1986. After that (1995), Maxus was acquired by YPF S.A. and subsequently (in 1999) Repsol S.A. acquired YPF.

In December 2005, the New Jersey Department of Environmental Protection ("DEP") and the New Jersey Spill Compensation Fund (together, the "State of New Jersey") sued Repsol YPF S.A. (today called Repsol, S.A., hereinafter, "Repsol"), YPF, YPF Holdings Inc. ("YPFH"), CLH Holdings ("CLHH"), Tierra Solutions, Inc. ("Tierra"), Maxus and OCC for the alleged contamination caused by the former Chemicals old plant which allegedly contaminated the Passaic River, Newark Bay and other bodies of water and properties in the vicinity.

On September 26, 2012 OCC lodged a Second Amended Cross Claim (the "Cross Claim") against Repsol, YPF, Maxus, Tierra and CLHH (all of which together "the Defendants") demanding, among other things, that Repsol and YPF be held liable for Maxus' debts.

Between June 2013 and August 2014, the Defendants signed different agreements with the State of New Jersey, in which they do not acknowledge liability and through certain payments in exchange for the withdrawal by the State of New Jersey of its proceedings against them. In February 2015, Repsol file a claim against OCC for the \$65 million that it had to pay to the State of New Jersey.

On April 5, 2016 the Presiding Judge decided to dismiss OCC's suit against Repsol in full. On June 17, 2016 Maxus filed for bankruptcy with the Federal Bankruptcy Court of the State of Delaware, and also requested the stay of the Cross Claim. On October 19, 2017, the Presiding Judge upheld Repsol's claim against OCC in full, ordering OCC to pay \$65 million plus interest and costs.

On September 14, 2018, Maxus (assuming right of ownership of the claim on behalf of OCC) and OCC filed an appeal against these rulings. At the same time, OCC filed an appeal against the claim ordering them to pay the \$65 million that Repsol had to pay to the State of New Jersey.

On June 14, 2018, the Maxus Bankruptcy Administration filed a lawsuit ("New Claim") in the Federal Bankruptcy Court of the State of Delaware against YPF, Repsol and certain subsidiaries of both companies for the same claims as those contained in the Cross Claim. On February, 2019, the Federal Bankruptcy Court rejected the petitions submitted by Repsol requesting that the Court reject the New Claim from the outset, which implies that the proceedings will be ongoing.

On December 10, 2019, the bankruptcy managers of Maxus filed an Insurance Claim in Texas against Greenstone Assurance Limited (a historical captive reinsurance company of the Maxus Group and currently 100% owned by Repsol - "Greenstone"), claiming that this company would be required to pay Maxus compensation for the liabilities arising from the indemnity granted to OCC, by virtue of alleged insurance policies issued by Greenstone between 1974 and 1998.

Repsol maintains the view, as has been shown in the Cross Claim, that the claims made in the New Claim and in the Insurance Claim are unfounded.

Administrative and legal proceedings with tax implications

Repsol does business globally, operating as a vertically-integrated oil and gas company, which translates into growing complexity with respect to tax management in the current international context.

In accordance with prevailing tax legislation, tax returns cannot be considered final until they have been inspected by the tax authorities or until the inspection period in each tax jurisdiction has elapsed.

The years for which Repsol Group companies have its tax returns open to inspection in respect of the main applicable taxes are as follows:

Country	Years	Country	Years
Algeria	2014 - 2018	Malaysia	2014 - 2018
Australia	2014 - 2018	Norway	2016 - 2018
Bolivia	2013 - 2018	The Netherlands	2017 - 2018
Canada	2013 - 2018	Papua New Guinea	2015 - 2018
Colombia	2013 - 2018	Peru	2014 - 2018
Ecuador	2015 - 2018	Portugal	2015 - 2018
Spain	2015 - 2018	United Kingdom	2012 - 2018
United States	2015 - 2018	Singapore	2014 - 2018
Indonesia	2013 - 2018	Trinidad and Tobago	2014 - 2018
Libya	2011 - 2018	Venezuela	2012 - 2018

Whenever discrepancies arise between Repsol and the tax authorities with respect to the tax treatment applicable to certain operations, the Group acts with the authorities in a transparent and cooperative manner in order to resolve the resulting controversy, using the legal avenues available with a view to reaching non-litigious solutions. However, in this fiscal year, as in prior years, there are administrative and legal proceedings with tax implications that might be adverse to the Group's interest and that have given rise to litigious situations that could result in contingent tax liabilities. Repsol believes that it has acted lawfully in handling the foregoing matters and that its defense arguments are underpinned by reasonable interpretations of prevailing legislation, to which end it has lodged appeals as necessary to defend the interests of the Group and its shareholders.

It is difficult to predict when these tax proceedings will be resolved due to the extensive appeals process. Based on the advice received from in-house and external tax experts, Repsol believes that the tax liabilities that may ultimately derive from these proceedings will not have a significant impact on Repsol's Financial Statements. In the Group's experience, the result of lawsuits claiming sizeable amounts have either tended to result in immaterial settlements or the courts have found in favour of the Group.

The Group's general criterion is to recognize provisions for tax-related proceedings that it deems it is likely to lose and does not recognize provisions when the risk of losing the case is considered possible or remote. The amounts to be provisioned are calculated on the basis of the best estimate of the amount needed to settle the lawsuit in question, underpinned, among others, by a case-by-case analysis of the facts, the legal opinions of its in-house and external advisors and prior experience in these matters.

The main tax-related lawsuits affecting the Group at 31 December 2019 were as follows:

Bolivia

YPFB Andina, S.A. is involved in a lawsuit regarding the deductibility of royalty payments and hydrocarbon shares from the Company's income tax. This lawsuit is currently awaiting a ruling at second instance. The Company believes, despite the ruling handed down at first instance in 2019, that its position is expressly supported by law.

Brazil

Petrobras, as operator of the Albacora Leste, BMS 7, BMES 21 and BMS 9 consortia (in which Repsol has a 10%, 37%, 11% and 25% interest, respectively) received tax assessments (IRRF, CIDE and PIS/COFINS) and for 2008 to 2012, in connection with payments to foreign companies for charter contracts for exploration platforms and related services used in the blocks. All of the proceedings have been appealed and are either in the administrative (2009-2012) or judicial review process.

Likewise, Repsol Sinopec Brasil received notification of assessments for the same items and taxes (2009 and 2011), in connection with payments to foreign companies for contracts for exploration charters and related services used in blocks BMS 48, BMS 55, BMES 29 and BMC 33, in which Repsol Sinopec Brasil is the operator. The assessments have been appealed either through the administrative review process (2011) or judicial review process at first instance (2009). The Company considers that its actions are in accordance with the law and are in line with general practice in the sector.

These lawsuits are currently limited to CIDE and PIS/COFINS, after the company availed itself of a program authorized by Law 13,586/17, which made it possible to reduce the amount in dispute regarding personal income tax (IRRF) through the retroactive application of the price determination percentages (split) contained in this Law, abandoning the lawsuits in progress and without any penalties being applicable.

Canada

The Canadian Revenue Agency (CRA) periodically reviews the tax situation of the companies of Repsol Oil&Gas Canada Inc. (ROGCI, formerly Talisman Group, acquired by Repsol in 2015) resident in Canada. In recent years, and by applying good tax practices, Repsol has obtained a rating for ROGCI as a low-risk taxpayer, which has allowed it to reach agreements with the CRA to resolve existing disputes and avoid uncertain disputes. International operations from 2010 to 2016 and corporate income tax for 2015 and 2016 are currently being reviewed.

Spain

Proceedings relating to the following corporate income tax years are still open.

– Financial years 2006 to 2009. The matters discussed relate mainly to transfer prices, deduction of losses for investments abroad and deductions for investments, the majority of them as a result in changes in the criteria maintained by the Administration in previous actions. In relation to the transfer price adjustments, the settlements have been annulled as a consequence of the resolution of a dispute by the Arbitration Board of the Economic Agreement with the Basque Country, the resolution of an amicable procedure with the US and two rulings handed down by the Central Economic Administrative Tribunal; which is why the inspection authorities must issue new assessments applying the criteria already accepted in subsequent years by the Administration and the taxpayer. In relation to the other matters, the Central Economic Administrative Court partially upheld the company's appeal, and the Company has appealed to the National High Court for the aspects that were not upheld (tax incentives for R&D, deduction of losses on overseas business), as the Company believes it has acted within the law.

– Financial years 2010 to 2013. The actions were concluded in 2017 without any penalties being imposed and, for the large part, by means of assessments signed on an uncontested basis or agreements from which no significant liabilities have arisen for the Group. However, with regards to two issues (deductibility of interest for the late payment of taxes and the deduction of losses on overseas business) the administrative decision has been subject to appeal, as the Company believes it has acted within the law. Currently, the claims are still in the administrative review process, and a ruling has yet to be handed down by the Central Economic Administrative Tribunal.

– Financial years 2014 to 2016. The audit ended in December 2019 without the imposition of any penalty and, for the most part, with assessments signed on an uncontested basis or agreements that did not generate significant liabilities for the Group. However, there are still disputes regarding the deduction of losses for foreign investments and the corresponding claim has been filed against the administrative ruling, since the Company believes that its actions have been in accordance with the law.

Indonesia

The Indonesian tax authorities have been questioning various aspects regarding the taxation of the profits of the permanent establishments that the Group has in the country, in particular with regard to the application of the reduced rate of the double taxation treaties signed by Indonesia. The company considers that its actions are in line with general practice in the sector and are in accordance with the law and, therefore, the disputes on which the aforementioned actions are based are being appealed through administrative proceedings or a ruling has yet to be handed down by the courts.

Malaysia

Repsol Oil & Gas Malaysia Ltd. and Repsol Oil & Gas Malaysia (PM3) Ltd., the Group's operating subsidiaries in Malaysia, have received notifications from the Inland Revenue Board (IRB) with regard to 2007, 2008 and 2011 questioning the deductibility of certain costs. The aforementioned actions have resulted in a reconciliation agreement ratified by the tax court, under which Repsol subsidiaries have received a refund of the taxes initially retained by the IRB. In addition, these entities received an assessment from the IRB for 2014 questioning the deductibility of certain expenses. The assessments were appealed in January 2020 as the Company considered that its actions were in accordance with the law."

General Information

Both the Issuer and the Guarantor consider advisable, pursuant to Article 13(1) of the Luxembourg Act, to replace, in its entirety, the information contained in paragraph 2 of the section "**GENERAL INFORMATION**" on page 103 of the Base Prospectus with the following:

"To the best of the knowledge of the Issuer, there has been no material adverse change in its prospects since 31 December 2018 (being the date of the last published audited financial statements) nor has there been any significant change in the financial or trading position of the Issuer and its consolidated subsidiaries since 31 December 2018.

To the best of the knowledge of the Guarantor, there has been no material adverse change in its prospects since 31 December 2019, nor has there been any significant change in the financial or trading position of the Group since 31 December 2019 (being the date of the last published audited financial statements)."

Furthermore, both the Issuer and the Guarantor consider advisable, pursuant to Article 13(1) of the Luxembourg Act, to insert the following as paragraph (5)(xiii) of the section "**GENERAL INFORMATION**" on page 104 of the Base Prospectus:

"5(xiii) the audited consolidated financial statements, including the notes to such financial statements, the auditors' report thereon, the Consolidated Management Report and the Annual Report on Corporate Governance of Repsol, S.A. for the year ended 31 December 2019"

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has been noted or, to the best of the knowledge of the Issuer and the Guarantor, has arisen, as the case may be, since the publication of the Base Prospectus.

To the extent there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by virtue of this Supplement and (b) any other statement, pre-dating this Supplement, in, or incorporated by reference into, the Base Prospectus, the statements in (a) above shall prevail.

As long as any of the Notes are outstanding, this Supplement and each document incorporated by reference into the Base Prospectus via this Supplement will be available for inspection, free of charge, at the offices of the Issuer at Koninginnegracht 19, 2514 AB The Hague, The Netherlands during normal business hours and on the website of the Luxembourg Stock Exchange at www.bourse.lu. In addition, copies of the documents incorporated by reference referred to above can be obtained from the website of the Issuer at <https://www.repsol.energy/en/shareholders-and-investors/fixed-income-and-credit-ratings/rif/index.cshtml>.