# Long-term Incentive Programs

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

# 2026-2029 LONG-TERM INCENTIVE PROGRAM

Repsol has implemented several long-term incentive programs (LTI) for the Group's senior management and other employees, including the Chief Executive Officer, with the following objectives: to foster the mutual creation of value for the Group, its shareholders and its employees; to strengthen the commitment of beneficiaries; and to reward sustainable long-term shareholder value creation.

The programs are independent of one another, although their main features are similar:

- They are structured in overlapping four-year cycles and are linked to the achievement of the objectives and commitments set out in the Company's Strategic Plan in force at any given time.

- Their objectives are linked to the maximization of the Company's value, the performance of Repsol's businesses and sustainability.

- They are contingent upon beneficiaries remaining with the Group until the end of the measurement period, except in certain special circumstances that may give rise to early settlement.

Under the LTI, each metric has an associated achievement scale, defined by reference to its variability and level of ambition. These scales include a minimum achievement threshold, below which no incentive entitlement will arise, and a maximum set at 120%, although the overall achievement level of the objectives may not exceed 100%.

The Board of Directors, upon proposal by the Remuneration Committee, determines the weighting of the objectives and metrics associated with the LTI programs, taking into account Repsol's strategy, its needs and business conditions.

Once the measurement period has ended, concurrently with the preparation of the Consolidated Annual Accounts and the Consolidated Management Report, the Board of Directors, upon proposal by the Remuneration Committee, assesses the level of achievement of each objective and of the program as a whole. Information on the metrics is provided by the Finance and People and Organization departments and, where necessary, is extracted from the aforementioned Consolidated Annual Accounts and Consolidated Management Report, which are reviewed by the statutory auditor. The Internal Audit department also verifies the information on the level of achievement of the established metrics. In determining the incentive amounts payable based on the established achievement scales, individual beneficiary performance is also taken into account.

In 2020, the Company implemented a new Long-Term Incentive Program, aligned with applicable regulations, corporate governance recommendations and market best practices. The main difference compared with previous programs is the partial grant of shares[1] through performance shares as part of the incentive award, rather than only as part of settlement. In the case of the Chief Executive Officer, following approval by the 2025 Annual General Meeting of the new Remuneration Policy, the incentive award, starting with the 2025-2028 Long-Term Incentive Program, is made entirely in performance shares.

The 2025 Annual General Meeting approved three cycles of the new Long-Term Incentive Program for financial years 2026-2029 (Seventh Cycle), 2027-2030 (Eighth Cycle) and 2028-2031 (Ninth Cycle).

With respect to the objectives and metrics of the 2026-2029 LTI program, on 18 February 2026 the Board of Directors, upon proposal by the Remuneration Committee, approved the general categories and weightings of the objectives set out below:

[1] In the case of the Chief Executive Officer, the structure of the long-term variable remuneration is implemented through the grant of the right to receive a specified number of shares of Repsol, S.A. (*performance shares*).

- **Sustainability**, with a total weighting of 40%, comprising objectives and indicators related to the commitment to reduce energy intensity.

- **Value creation**, with a total weighting of 30%, measured by Total Shareholder Return (TSR).

- **Company performance**, with a total weighting of 30%.

As stated in the 2025 Annual Report on the Remuneration of Directors, the specific metrics and indicators for the objectives relating to Sustainability and Company Performance under the 2026-2029 Long-Term Incentive were fully defined following the Capital Markets Day (CMD), which took place on 10 March 2026. To this end, at its meeting held on 23 June 2026, the Board of Directors approved the following objectives for the 2026-2029 Long-Term Incentive Program.[2]

[2] Certain data relating to performance objectives constitute sensitive information and, therefore, their disclosure before the reference period could be detrimental to the Company's interests. However, once that measurement period has ended, the target values and achievement levels will be disclosed in the relevant Annual Remuneration Report, provided that the information is no longer sensitive.

| TYPES OF OBJECTIVES | WEIGHT | | METRICS | LEVEL OF ACHIEVEMENT | | | ASSOCIATED ACHIEVEMENT LEVEL | | |
|---|---|---|---|---|---|---|---|---|---|
| | | | | Minimum | Target | Maximum | Minimum | Target | Maximum |
| Sustainability | 40 % | 20 % | Reduction of Carbon Intensity Indicator | 0.8 ≤ X < 0.9 | X=1 | X > 1 | 50 % | 100 % | 120 % |
| | | 10 % | Renewable capacity | 0.7 ≤ X < 0.8 | X=1 | X > 1 | 25 % | 100 % | 120 % |
| | | 10 % | Available production capacity of renewable fuels | 0.7 ≤ X < 0.8 | X=1 | X > 1 | 25 % | 100 % | 120 % |
| Value creation | 30 % | | Total Shareholder Return (TSR) versus peer companies | 5th position | 3rd or 4th position | 1st or 2nd position | 75 % | 100 % | 120 % |
| Company performance | 30 % | 20 % | Cumulative Free Cash Flow | 0.7 ≤ X < 0.8 | X=1 | X > 1 | 25 % | 100 % | 120 % |
| | | 10 % | Cumulative Adjusted Net Income | 0.7 ≤ X < 0.8 | X=1 | X > 1 | 25 % | 100 % | 120 % |

| TYPES OF OBJECTIVES | METRICS | DESCRIPTION |
|---|---|---|
| Sustainability | Reduction of Carbon Intensity Indicator (%) | To achieve a 25% ± 1% reduction in the Carbon Intensity Indicator (CII) by 2030 compared to 2016, with a specific reduction target of 22% by 2029.<br>The CII is calculated as the ratio of $CO_2$ emissions, measured in tonnes (t) of $CO_2$eq, corresponding to the Company's operated Scope 1+2 and Scope 3 Category 11 emissions (emissions from the use of products obtained from E&P production), divided by the energy content of those products made available to society, measured in gigajoules (GJ).<br>The degree of achievement will be determined based on the value obtained at the end of the period relative to the target. |
| | Renewable capacity (GW) | To achieve operational renewable generation capacity of approximately 9 GW by 2028 and a specific capacity target by 2029.<br>The degree of achievement will be determined based on the value obtained at the end of the period relative to the target. |
| | Available production capacity of renewable fuels (Mt) | To achieve available annual production capacity for renewable fuels in accordance with a specific pathway for the period.<br>The degree of achievement will be calculated by comparing the actual cumulative available annual production capacity over the period with the cumulative available annual production capacity set out in the pathway. |
| Value creation | Total Shareholder Return (TSR) versus peer companies | To achieve a Total Shareholder Return (TSR) above that of a selected peer group of companies.<br>TSR is the total return that would be obtained by investing in one share on the first day of the period, selling that share at the end of the period, and receiving the (gross) dividends paid during that time. The peer group comprises the following international listed companies in the sector: Total, RD Shell, BP, ENI, OMV, Equinor, GALP and MOL.<br>TSR values will be obtained using the CUMULATIVE_TOT_RETURN_GROSS_DVDS function in the Bloomberg tool, taking the average value for the month of December of each year as the reference.<br>The degree of achievement of the objective will depend on Repsol's relative position within the selected peer group and will be the simple average of the degree of achievement obtained in each year of the period. If Repsol's position falls below the median, the degree of achievement of the objective will be zero. |
| Company Performance | Repsol Group Free Cash Flow (FCF) | The objective is to achieve cumulative free cash flow equal to the values set in each year's budget, in which the financial metrics are adjusted to the prevailing price environment, on a like-for-like basis excluding inorganic transactions or the acceleration of material organic projects.<br>The degree of achievement will be calculated by comparing the cumulative free cash flow of the Repsol Group obtained during the period against the target value. |
| | Repsol Group Adjusted Net Income | The objective is to achieve cumulative Adjusted Net Income equal to the values set in each year's budget, in which the financial metrics are adjusted to the prevailing price environment, on a like-for-like basis excluding material inorganic transactions.<br>The degree of achievement will be calculated by comparing the cumulative Adjusted Net Income of the Repsol Group obtained during the period against the target value. |

# 2023-2026, 2024-2027 AND 2025-2028
# LONG-TERM INCENTIVE PROGRAMS

As a result of the Capital Markets Day (CMD) held on 10 March 2026, the Board of Directors has also resolved, with respect to the 2023-2026, 2024-2027 and 2025-2028 LTI Programs, to replace the Repsol Group Adjusted Income target with the Repsol Group Adjusted Net Income target for 2026, 2027 and 2028, in order to align it with the targets announced at that event.

* * *