

Annual General Meeting to be held on May 31<sup>st</sup>

## REPSOL ADVANCES ITS CORPORATE GOVERNANCE BEST PRACTICES

- Repsol's Board of Directors has called the Annual General Meeting for May 31<sup>st</sup>, to approve the earnings corresponding to the fiscal year 2018, the company's best results of the past eight years.
- The Board has approved a series of proposals that represent a new step forward in corporate governance best practices, by reducing the number of directors, increasing transparency, and adding to the presence of women and the role of independent directors in the company's governing body.
- Furthermore, the Board will propose the re-election of directors Antonio Brufau, Josu Jon Imaz, José Manuel Loureda, John Robinson West, and Henri Philippe Reichstul.
- It will also propose the appointment of Aránzazu Estefanía Larrañaga and María Teresa García-Milà Lloveras as Independent Outside Directors.
- With these appointments, Repsol's Board of Directors exceeds the recommendation of the Good Governance Code of Listed Companies, made by the National Securities Market Commission (CNMV), to have at least 30% female directors by 2020.
- In addition, the Board of Directors has agreed to appoint Mariano Marzo Carpio as Lead Independent Director.

May 31<sup>st</sup>

Annual General Meeting

Increased presence of independent directors

33%

Presence of women on the Board of Directors

Reduction of the Board of Directors to

15 members

- **The Board of Directors has also agreed to propose a gross shareholder remuneration equivalent to 0.525 euros per share, through the “Repsol Flexible Dividend” program and as a substitute for the final dividend of the 2018 fiscal year. With this agreement, the total remuneration proposed by the Board for the fiscal year increases by 5.6% to the equivalent of 0.95 euros per share.**
- **At the shareholders meeting, the Board will propose a reduction in share capital through buybacks of an amount equivalent to the shares to be issued in 2019 through the scrip dividend.**

**5.6%** increase in  
shareholder  
remuneration through  
scrip dividends, up to  
**0.95** euros/  
share

The Repsol Board of Directors has agreed to call the company's Annual General Meeting to be held, foreseeably on second call, at the Palacio Municipal de Congresos in Madrid on May 31<sup>st</sup>.

With the proposals contained in the meeting's agenda, Repsol will advance its good governance best practices, including the separation and transparency of the duties of the Chairman and CEO, the presence of women on the Board of Directors (greater than 30%), the increased presence of independent directors, the appointment of an Lead Independent Director, and the reduction of the number of board members.

The Board will propose the re-election of directors Antonio Brufau, Josu Jon Imaz, José Manuel Loureda, John Robinson West, and Henri Philippe Reichstul for a period of four years.

Antonio Brufau has informed the Board of Directors of his intention to make this his final term, resulting in the termination of his position at the end of this new term.

The Board will also propose the appointment of Aránzazu Estefanía Larrañaga and María Teresa García-Milà Lloveras as Independent Outside Directors for a period of four years. With these appointments, Repsol will have five women on its Board of Directors, which will be reduced to 15 members.

At the Annual General Meeting on May 31<sup>st</sup>, the Consolidated Financial Statements and Consolidated Management Report for 2018 will be submitted for shareholder approval. The company obtained its best earnings of the last eight years in 2018, posting a net income of 2.341 billion euros.

Additionally, the Board of Directors has agreed to propose a gross shareholder remuneration equivalent to 0.525 euros per share through the “Repsol Flexible Dividend” program and as a substitute for the final dividend of the 2018 fiscal year. This compensation is in addition to that approved by the company as part of the same program and as a substitute for the traditional interim dividend of 2018, for an equivalent gross amount of 0.425 euros per share. The total shareholder remuneration will thus increase to an equivalent of 0.95 euros per share, 5.56% higher than that of last year.

The company plans to increase the dividend until it reaches one euro per share in 2020, as established in Repsol's 2018-2020 Strategic Plan. In addition, at the Annual General Meeting the Board will propose a reduction in share capital through share buybacks for an amount equivalent to the shares to be issued in 2019 through the scrip dividend.

The Board will also propose that the scrip dividend program be maintained as a formula for shareholder remuneration. This allows shareholders to decide whether they prefer to receive part or all of their distribution in cash or in the form of additional shares in the company. To this end, two necessary capital increases will be submitted for approval by shareholders in order to continue the "Repsol Flexible Dividend" program.

### **Aránzazu Estefanía Larrañaga**

Aránzazu Estefanía Larrañaga holds a degree in law with honors and a prize for extraordinary academic achievement from the University of Deusto.

From 2000 to January 2019, she was a partner at the Uría Menéndez Abogados law firm, at its Bilbao office. She has also been a member of the Board of Directors, the Professional Practice Steering Committee, and the Criminal Risk Prevention Committee at Uría Menéndez. Currently, she is the secretary of the Board of Directors of the Bilbao Exhibition Centre.

She also has teaching experience as an assistant professor in the Department of Civil Law at the University of Deusto. She is a widely renowned lawyer in the field of commercial law, and has practiced extensively in the areas of compliance and criminal risk prevention, as well as safety and environmental law. Since 2013, she has been recognized every year by Best Lawyers in Spain as a leading lawyer in arbitration and mediation, and has been named lawyer of the year in procedural law.

### **Maria Teresa García-Milà Lloveras**

María Teresa García-Milà Lloveras holds a bachelor's degree in economics from the University of Barcelona and a PhD in economics from the University of Minnesota.

She began her career as an assistant professor in the Department of Economics at the State University of New York, and was later an associate professor in the Department of Economics at the Autonomous University of Barcelona (UAB).

She subsequently held several positions at the Pompeu Fabra University in Barcelona, including roles as professor in the Department of Economics and Business, Dean of the Faculty of Economics and Business Administration, Vice-Provost for Science Policy, and Chair of the Department of Economics and Business.

She is currently the director of the Barcelona Graduate School of Economics, a professor in the Department of Economics at the Pompeu Fabra University in Barcelona, an independent director at Banco Sabadell, and an honorary member of the Spanish Economic Association, of which she is also a former president and vice president.

*The information included in this document is published pursuant to the provision of article 226 of the Spanish Securities Market Law.*

*This document contains statements that Repsol believes constitute forward-looking statements which may include statements regarding the intent, belief, or current expectations of Repsol and its management, including statements with respect to trends affecting Repsol's financial condition, financial ratios, results of operations, business, strategy, geographic concentration, production volume and reserves, capital expenditures, costs savings, investments and dividend payout policies. These forward-looking statements may also include assumptions regarding future economic and other conditions, such as future crude oil and other prices, refining and marketing margins and exchange rates and are generally identified by the words "expects", "anticipates", "forecasts", "believes", "estimates", "notices" and similar expressions. These statements are not guarantees of future performance, prices, margins, exchange rates or other events and are subject to material risks, uncertainties, changes and other factors which may be beyond Repsol's control or may be difficult to predict. Within those risks are those factors described in the filings made by Repsol and its affiliates with the Comisión Nacional del Mercado de Valores in Spain and with any other supervisory authority of those markets where the securities issued by Repsol and/or its affiliates are listed.*

*Repsol does not undertake to publicly update or revise these forward-looking statements even if experience or future changes make it clear that the projected performance, conditions or events expressed or implied therein will not be realized.*

*This document does not constitute an offer or invitation to purchase or subscribe shares, pursuant to the provisions of the Royal Legislative Decree 4/2015 of the 23<sup>rd</sup> of October approving the recast text of the Spanish Securities Market Law and its implementing regulations. In addition, this document does not constitute an offer to purchase, sell, or exchange, neither a request for an offer of purchase, sale or exchange of securities in any other jurisdiction.*

*The information contained in the document has not been verified or revised by the External Auditors of Repsol.*