



Repsol, S.A. and investees comprising the Repsol Group

Independent limited assurance report
Carbon Intensity Indicator
31 December 2021



Independent limited assurance report

To the shareholders of Repsol, S.A.:

We have undertaken a limited assurance engagement of the Carbon Intensity Indicator ("CII") contained in the report "Carbon Intensity Indicator and Carbon Intensity Indicator Percentage as of December 31, 2021" for the year ended 31 December 2021 of Repsol, S.A. (the Parent company) and investees (hereinafter "Repsol" or the Group).

The CII has been prepared in accordance with the calculation methodology detailed in the document "Carbon Intensity Indicator (CII)" prepared by Repsol and published on its website (<https://www.repsol.com/en/sustainability/climate-change/net-zero-emissions-2050/index.cshtml>).

Responsibility of the Parent company's directors

The preparation of the CII, and the content thereof, are the responsibility of the directors of Repsol S.A. The CII has been drawn up in accordance with the calculation methodology detailed in the document "Carbon Intensity Indicator (CII)" prepared by Repsol and published on its website (<https://www.repsol.com/en/sustainability/climate-change/net-zero-emissions-2050/index.cshtml>).

This responsibility also includes the design, implementation and maintenance of the internal control considered necessary to allow the CII to be free from material misstatement, whether due to fraud or error.

The directors of Repsol, S.A. are also responsible for defining, implementing, adapting and, maintaining the management systems from which the information required to prepare the CII is obtained.

Our independence and quality control

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies International Standard on Quality Control 1 (ISQC 1) and accordingly maintains a comprehensive system of quality control, including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our responsibility

Our responsibility is to express a limited assurance report based on the procedures we have performed and the evidence obtained. We conducted our limited assurance engagement in accordance with the requirements laid down in the current International Standard on Assurance Engagements 3000 Revised, "Assurance Engagements other than Audits or Reviews of Historical Financial Information" (ISAE 3000 Revised) issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC).



The scope of a limited assurance engagement is substantially less extensive than those carried out in a reasonable assurance engagement and, accordingly, the assurance provided is also lower.

The procedures we performed were based on our professional judgement and included inquiries, observation of processes performed, inspection of documents, analytical procedures, and review procedures on a sample basis, as described below:

- Meetings with Repsol S.A. personnel involved in the preparation of the CII to understand the existing internal procedures and management systems, the information gathering process and the control environment.
- Analysis of the procedures used to compile and validate the data presented in relation to the CII for the year 2021, contained in the report “Carbon Intensity Indicator and Carbon Intensity Indicator Percentage as of December 31, 2021”
- Verification, by means of sample testing and substantive evidence, of the information relating to the CII and the adequately compilation using data provided by Repsol.
- Obtaining a management representation letter from the directors of the Parent company.

Conclusion

Based on the procedures performed and the evidence we have obtained, nothing has come to our attention which may lead us to believe that the CII of Repsol, S.A. and investees contained in the report “Carbon Intensity Indicator and Carbon Intensity Indicator Percentage as of December 31, 2021”, for the year ended 31 December 2021 is not prepared, in all material respects, in accordance with the calculation methodology detailed in the document “Carbon Intensity Indicator (CII)” prepared by Repsol and published on its website (<https://www.repsol.com/en/sustainability/climate-change/net-zero-emissions-2050/index.cshtml>).

Use and distribution

Our report is only issued to the directors of Repsol, S.A., in accordance with the terms of our engagement letter. We do not assume any liability to third parties other than Repsol, S.A. management.

PricewaterhouseCoopers Auditores, S.L.

A handwritten signature in blue ink, consisting of a stylized, cursive script that appears to read 'Pablo Bascones Ilundáin'.

Pablo Bascones Ilundáin

28 April 2022

Carbon Intensity Indicator and Carbon Intensity Indicator Percentage as of December 31, 2021

Description		g CO ₂ e/MJ
Baseline	(a)	77.7
CII December 31, 2021	(b)	73.9
CII Percentage	$((a)-(b)) / (a)$	5.0%



1. Purpose of the Carbon Intensity Indicator and Carbon Intensity Indicator Percentage

On July 6, 2021, Repsol S.A., by means of its wholly owned subsidiary Repsol Europe Finance S.à.r.l, issued Euro-denominated notes for an overall amount of 1.25 billion Euros, with the unconditional and irrevocable guarantee of Repsol S.A, under its EURO 10,000,000,000 Euro Medium Term Note Programme dated May 7, 2021, as supplemented (the “**EMTN Programme**”). This issue of notes was structured in two tranches (EUR 650,000,000 0.375% due 6 July 2029 ISIN: XS2361358299 and EUR 600,000,000 0.875% due 6 July 2033 ISIN: XS2361358539, the “**Notes**”) and linked to certain sustainability performance targets specified in the applicable Final Terms: SPT 1 and SPT 2, respectively.

According to the Terms and Conditions of the above-mentioned program, the interest rate payable on the Notes may be subject to a future adjustment based on the evolution of the Carbon Intensity Indicator Percentage (the “**CII Percentage**”) as defined in section 2 below.

According to Condition 4 (*Sustainability-Linked Notes*) of the Terms and Conditions of the EMTN Programme, if the Sustainability-Linked Notes Option is specified in the relevant Final Terms as being applicable to the Notes, the issuer or the guarantor shall publish the CII and the CII Percentage in respect of each financial year.

Therefore, Repsol, S.A. is providing this document in compliance with such obligation.

2. Definitions

The Terms and Conditions provide the following definitions:

Assurance Provider means such qualified provider of third-party assurance or attestation services appointed by the Guarantor from time to time;

Baseline means a CII of 77.7 (being the CII for the financial year 2016);

CII means the Group’s carbon intensity indicator measuring carbon dioxide equivalent emissions for every unit of energy that the Group makes available to society, measured in grams of carbon dioxide equivalent per megajoule (g CO₂e/MJ) and calculated in good faith by the Guarantor and provided that for the purposes of calculating the CII for each CII Reference Year, and after consultation with the Assurance Provider, the Guarantor may exclude the impact of any material amendment to, or change in, any applicable laws, regulations, rules, guidelines and policies relating to the business of the Group, which occurs between the Issue Date of the first Tranche of the SLNs and the last day of the relevant CII Reference Year;

CII Condition means that the CII for the relevant CII Reference Year, as set out in the Assurance Report in respect of such CII Reference Year, does not exceed the CII Target for such CII Reference Year;

CII Percentage in respect of a financial year means the reduction between the Baseline and the CII for such financial year, expressed as a percentage, and calculated in good faith by the Guarantor;

CII Percentage Target means, in respect of the relevant CII Reference Year, the percentage specified as such in the relevant Final Terms;

CII Reference Year means the financial year(s) of the Group specified in the applicable Final Terms as being the CII Reference Year(s);

CII Target means the CII targeted by the Group for the relevant CII Reference Year and specified in the relevant Final Terms as being the CII Target for such CII Reference Year and which results from applying a percentage decrease equal to the CII Percentage Target in respect of such CII Reference Year to the Baseline, save that in the event of an issue of Subsequent SLNs, the CII Target for the relevant CII Reference Year shall be deemed to mean the Subsequent SLNs CII Target in respect of such CII Reference Year;

SPT means the sustainability performance target(s) specified in the applicable Final Terms as SPT 1, SPT 2 or SPT 3;

SPT 1 means the CII Target, CII Percentage Target and CII Reference Year specified in the applicable Final Terms as SPT 1;

SPT 2 means the CII Target, CII Percentage Target and CII Reference Year specified in the applicable Final Terms as SPT 2;

SPT 3 means the CII Target, CII Percentage Target and CII Reference Year specified in the applicable Final Terms as SPT 3;

Terms used, but not defined, in this document have the meanings given to them in the Terms and Conditions in the Base Prospectus of the EURO 10,000,000,000 Euro Medium Term Note Programme dated May 7, 2021

3. Preparation criteria

For the purposes of compiling and monitoring the CII Target and the CII Percentage Target, the company uses different available sources from business units and public references from TSOs or energy authorities. This information comes from the different tools in the company, and it is consolidated by the Sustainability Division who make the calculations to obtain the CII value for every year. This allows the correct aggregation of the information and the preparation of the company reports.

Through the governance structure given by the company, the data and the results are provided to the management who support the procedure and approve the results.

This process is also used by Repsol to report on Energy Transition and Climate Change information as part of the non-financial information included in the Integrated Management Annual Report. Furthermore, to ensure that this process is traceable, and the CII value obtained is reliable, this process is annually verified by a third party and in addition verified internally within the company.

With the aim of preparing this Statement (as of December 31, 2021) of the company, the following steps were carried out:

- Data collection from business units and public institutions information included in the CII as described above
- Calculation of the CII Percentage as of December 31, 2021