



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 (the **Base Prospectus**) dated 25 October 2012, which comprises a base prospectus, constitutes a supplement, for the purposes of Article 16 of the Prospectus Directive as implemented by Article 13 of Chapter 1 of Part II of the and *loi relative aux prospectus pour valeurs mobilières du 10 juillet 2005* (the Luxembourg law on prospectuses for securities of 10 July 2005), as amended by the Luxembourg law of 3 July 2012 (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 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 dated 25 October 2012.

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.

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.

Risk Factors

Both the Issuer and the Guarantor consider advisable, pursuant to Article 16 of the Prospectus Directive as implemented by Article 13 of Chapter I of Part II of the Luxembourg Act, to replace the information contained in Section “**Risk Factors – 1. Risk Factors relating to the Issuer and/or the Guarantor – FINANCIAL RISKS – Liquidity Risk**” (page 21 of the Base Prospectus) with the following information in order to provide with the information obtained from the latest published financial statements:

“Liquidity risk is associated with the Group’s ability to finance its obligations at reasonable market prices, as well as being able to carry out its business plans with stable financing sources. Repsol keeps, in line with its prudent financial policy, resources available to cover 70% of its entire gross debt (or 58% of such debt including preference shares). If Gas Natural Fenosa is excluded, Repsol has resources sufficient to cover 87% of its entire gross debt (and 66% of such debt including preference shares).”

Information on Repsol S.A.

Both the Issuer and the Guarantor consider advisable, pursuant to Article 16 of the Prospectus Directive as implemented by Article 13 of Chapter I of Part II of the Luxembourg Act, to replace the last three paragraphs of Section “**Information on Repsol, S.A. – Expropriation of Repsol Group shares in YPF, S.A. and Repsol YPF, S.A. – b) Agreement between Repsol and Petersen Energía, S.A. for the sale of up to 25% of YPF, S.A. and other related loan agreements with the Petersen Group**” (page 35 of the Base Prospectus) with the following information:

“As of 31 December 2011, the total amount outstanding, including principal and accrued interest, under the loans granted by the Repsol Group to the Petersen Group was €1,542 million. Both loans were secured by share pledges over some, but not all, of the shares (Class D) of YPF, S.A., in the form of ADSs, held by the Petersen Group: the 2008 loan was secured by a share pledge over 18,126,746 shares of YPF, S.A. and the 2011 loan was secured by a share pledge over 3,048,174 YPF, S.A. shares.

On 30 May 2012, in exercise of its contractual rights, Repsol notified the relevant members of the Petersen Group of the early termination of both loan agreements with Repsol and demanded the immediate payment of all sums outstanding under both loans. In accordance with the terms of the security documents, Repsol, as secured lender, was entitled since that date to exercise the voting rights corresponding to the shares (ADSs) subject to the share pledges. On 8 November 2012, the Guarantor notified The Bank of New York Mellon, as collateral agent and depository of the ADSs program of YPF, S.A., the enforcement of the two shares pledges, acquiring on that date a total of 21,174,920 Class D shares of YPF, S.A. in the form of ADSs, which represent a 5.38% of the share capital of YPF, S.A.

Repsol does not hold any security or guarantees in respect of the two loans other than the aforementioned share pledges.”

Legal and Arbitration Proceedings

Both the Issuer and the Guarantor consider advisable, pursuant to Article 16 of the Prospectus Directive as implemented by Article 13 of Chapter I of Part II of the Luxembourg Act, to replace the information contained in Section “**Legal and Arbitration Proceedings – YPF, S.A. Expropriation - Procedures initiated as a consequence of the expropriation of the Group’s YPF shares - 2. Lawsuit claiming unconstitutionality of the intervention in YPF by the Argentinian government and the “temporary occupation” of rights over 51% of Class D YPF, S.A. shares held by Repsol.**” (page 68 of the Base Prospectus) with the following information:

“On 1 June 2012, Repsol filed two separate lawsuits before the Argentinian courts (one in relation to YPF, S.A. and the other one in relation to Repsol YPF Gas, S.A.) requesting the declaration of unconstitutionality: (i) of articles 13 and 14 of Law N° 26,741 and any other regulation, resolution, act, investigation and/or action issued and/or performed under these regulations as being in clear violation of articles 14, 16, 17, 18 and 28 of the Argentinian constitution; (ii) of NEP Decree N° 530/2012, NEP Decree N° 532/2012, and NEP Decree N° 732/2012 (taken together, the Decrees), and any other regulation, resolution, act, investigation and/or action issued and/or performed under the Decrees as standing in violation of articles 1, 14, 16, 17, 18, 28, 75, 99 and 109 of the Argentinian constitution. Certain precautionary measures that were also requested were dismissed. The issue will be handled before the Federal Administrative Litigation jurisdiction. With respect to the precautionary measures requested in relation to Repsol YPF Gas, S.A., the next stage is that the Appeals Chamber rules upon the appeal filed by Repsol against their first instance dismissal.

Repsol considers it has solid arguments for the Argentinian courts to rule the intervention and temporary occupation of YPF unconstitutional.”

2012 third quarter reports and regulatory announcements

On 8 November 2012, the Guarantor presented its non-audited consolidated preview of income statement for the period ended 30 September 2012 (the **Guarantor’s Preview of Income Statement 3Q2012**) to the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*). An English-language translation of the Guarantor’s Preview of Income Statement 3Q2012 has been filed with the Luxembourg Financial Sector Surveillance Commission (*Commission de Surveillance du Secteur Financier* or *CSSF*) and, by virtue of

this Supplement, is incorporated by reference in, and form part of, the Base Prospectus. This Supplement also incorporates by reference certain regulatory announcements released by the Guarantor since the date 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 this Supplement, and (b) any other statement, pre-dating this Supplement, in, or incorporated by reference in, the Base Prospectus, the statements in (a) above shall prevail.

Documents incorporated by reference

Both the Issuer and the Guarantor consider advisable to incorporate by reference in the Base Prospectus via this Supplement (i) the Guarantor's Preview of Income Statement 3Q2012, and (ii) certain regulatory announcements of the Guarantor; and therefore, pursuant to Article 16 of the Prospectus Directive as implemented by Article 13 of Chapter I of Part II of the Luxembourg Act, to amend the **Section "DOCUMENTS INCORPORATED BY REFERENCE"** (pages 3-6 of the Base Prospectus) by the inclusion of the following documents to the list "**Information incorporated by reference**" (page 3 of the Base Prospectus). Any information not listed in the cross reference list but included in the documents incorporated by reference is given for information purposes only.

Information Incorporated by Reference	Page References
(J) Guarantor's Preview of Income Statement 3Q2012	1-29
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- Announcement dated 8 November 2012, regarding the third quarter results 2012	1-8
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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 Koningskade 30, 2596 AA 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 http://www.repsol.com/es_en/corporacion/accionistas-inversores/informacion-financiera/financiacion/repsol-international-finance/programa-emision-continua.aspx

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus 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.

**3Q 2012
Earnings Preview**



REPSOL

Madrid, 8 November 2012

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As a result of the process involving the expropriation of YPF, S.A. and YPF Gas, S.A. (formerly known as Repsol YPF Gas, S.A.) shares held by the Repsol Group, financial information for the period January-September 2011 and for the third quarter 2011, save as otherwise indicated, has been restated for comparison purposes in accordance with applicable accounting regulations. The accounting policies applied for the recording of the effects of the expropriation process are described in Note 3 (Changes in the Group's structure) in the interim consolidated financial statements at 30 June 2012, filed with the Spanish Securities Exchange Commission (Comisión Nacional del Mercado de Valores) on 26 July 2012.

Furthermore, the average number of outstanding shares used for calculating earnings per share at 30 September 2011 and in the third quarter 2011 was changed in accordance with applicable accounting regulations to include the effect of the capital increase carried out in 2012 as part of the shareholders remuneration scheme known as "Repsol dividendo flexible" (Repsol flexible dividend) described in the official notice published in 6 July 2012.

1. INCOME FROM CONTINUED OPERATIONS (M€)
Unaudited figures

3Q 2011	2Q 2012	3Q 2012	% Variation 3Q12/3Q11	THIRD QUARTER 2012 RESULTS	Jan-Sept 2011	Jan-Sept 2012	% Variation 12/11
838	893	1,455	73.6	CCS OPERATING INCOME	2,625	3,427	30.6
331	436	671	102.7	CCS NET INCOME	1,198	1,565	30.6
762	936	1,251	64.2	CCS ADJUSTED OPERATING INCOME	2,462	3,268	32.7
262	481	496	89.3	CCS ADJUSTED NET INCOME	1,088	1,437	32.1
963	636	1,577	63.8	OPERATING INCOME	3,072	3,543	15.3
402	274	752	87.1	NET INCOME	1,459	1,655	13.4
887	679	1,373	54.8	ADJUSTED OPERATING INCOME	2,909	3,384	16.3
333	319	577	73.3	ADJUSTED NET INCOME	1,349	1,527	13.2

2. NET INCOME (*) (M€)
Unaudited figures

3Q 2011	2Q 2012	3Q 2012	% Variation 3Q12/3Q11	THIRD QUARTER 2012 RESULTS	Jan-Sept 2011	Jan-Sept 2012	% Variation 12/11
486	406	679	39.7	CCS NET INCOME	1,640	1,706	4.0
557	244	760	36.4	NET INCOME	1,901	1,796	-5.5

(*) This figure includes both continued and discontinued operations (mainly YPF and YPF Gas – formerly Repsol YPF Gas)

THIRD QUARTER 2012 MAIN HIGHLIGHTS AND KEY FINANCIAL FIGURES

All the details provided below refer to income from continued operations.

- **CCS Adjusted Net income** in the quarter was 496 M€ and **CCS Adjusted Operating Income** amounted to 1,251 M€, both figures higher than in the same year-ago quarter (89% and 64%, respectively).
- The key factors contributing to this growth were the resumption of operations in Libya (since the last quarter of 2011), earnings growth in Bolivia (thanks to the start of production in May 2012 of Phase I of the Margarita expansion project), increased income in Refining in Spain due to wider margins and enhanced earnings performance of the LNG division, also due to wider margins, all of which was partially offset by the negative results of the Chemical business.
- Upstream production in the quarter reached 339 Kboepd, 20% higher year-on-year. Production growth was recorded in Libya and in some of the Company's key development projects (Phase I of Margarita-Huacaya in Bolivia, the Mid-Continent project in the United States, and the Joint Venture with Alliance Oil in Russia).
- The **Group's net financial debt, excluding Gas Natural Fenosa**, at the end of third quarter 2012 totalled 4,918 M€, which implies a reduction of 252 M€ in comparison with the net debt figure at the end of second quarter 2012. EBITDA generated in this period (1,696 M€) was up 65%, significantly higher than in the previous quarter. EBITDA, plus the proceeds from divestments made in this quarter, were sufficient to cover investments, taxes and interest payments and Repsol S.A. shareholders' remuneration under the scrip dividend formula. This remuneration, amounting to 242 M€, was paid in July following the success of the "Repsol Dividendo Flexible" program whereby those who held 63.64% of the bonus issue rights opted for receiving new shares in the Company.

- The Repsol Group, excluding Gas Natural Fenosa, enjoys a sound financial position, maintaining at 30 September liquidity (including committed but undrawn credit facilities) sufficient to cover 2.8 times its current debt maturities. The net debt/capital employed ratio, excluding Gas Natural Fenosa, at the end of third quarter 2012 stood at 14.0% and 22.6% taking preference shares into account. Excluding capital employed from discontinued operations, these ratios would be 16.7% and 27.0% respectively.

1.- BREAKDOWN OF RESULTS BY BUSINESS AREA

1.1.- UPSTREAM

Unaudited figures

3Q 2011	2Q 2012	3Q 2012	% Variation 3Q12/3Q11		Jan- Sept 2011	Jan-Sept 2012	% Variation 12/11
400	490	657	64.3	OPERATING INCOME (M€)	1,206	1,801	49.3
322	518	634	96.9	ADJUSTED OPERATING INCOME (M€)	1,105	1,811	63.9
99	144	145	46.5	LIQUIDS PRODUCTION (Thousand boepd)	110	142	29.2
1,033	986	1,091	5.6	GAS PRODUCTION (*) (Million scf/d)	1,075	1,044	-2.9
283	320	339	19.8	TOTAL PRODUCTION (Thousand boepd)	301	327	8.8
356	499	513	44.1	OPERATING INVESTMENTS (M€)	1,145	1,622	41.7
43	206	180	318.6	EXPLORATION EXPENSE (M€)	199	466	134.2
3Q 2011	2Q 2012	3Q 2012	% Variation 3Q12/3Q11	INTERNATIONAL PRICES	Jan-Sept 2011	Jan-Sept 2012	% Variation 12/11
113.4	108.3	109.5	-3.4	Brent (\$/Bbl)	111.9	112.2	0.3
89.5	93.4	92.2	3.0	WTI (\$/Bbl)	95.5	96.2	0.7
4.2	2.2	2.8	-33.3	Henry Hub (\$/MBtu)	4.2	2.6	-38.1
3Q 2011	2Q 2012	3Q 2012	% Variation 3Q12/3Q11	REALISATION PRICES	Jan-Sept 2011	Jan-Sept 2012	% Variation 12/11
83.2	86.9	85.5	2.8	OIL (\$/Bbl)	83.5	88.7	6.2
3.8	3.9	3.7	-2.6	GAS (\$/Thousands scf)	3.5	3.7	5.7

(*)1,000 Mcf/d = 28.32 Mm3/d = 0.178 Mboed

Adjusted operating income in third quarter 2012 was 634 M€, 97% higher than in third quarter 2011.

This growth was mainly driven by greater liquids production volume in Libya, higher prices and volumes of Bolivian gas exports (Phase I Margarita) and the positive currency exchange impact, which was partially offset by higher exploration costs.

- Increased production volumes, particularly of liquids, increased income by 357 M€
- Higher exploration costs had a negative impact of 114 M€. Seismic activity in the third quarter was more intensive and the amortization of wells increased, particularly Itaborai in Brazil which accounted for the most significant amount.
- Greater amortizations, mainly as a result of the start of operations in Libya, diminished income by 24 M€
- The appreciation of the dollar versus the Euro increased income by 73 M€
- Higher oil and gas realisation prices (which increased more than international benchmarks) net of royalties had a positive effect of 2 M€

Production in this quarter totalled 339 Kboepd, 20% more than in the same period in 2011. The main variations were in Libya, Bolivia, and Russia. In Libya, production was 44 Kboepd, stabilising for the second consecutive quarter at pre-conflict levels. In Bolivia, production totalled 30 Kboepd, 33% more than in third quarter 2011 thanks to the start of production of Phase I in Margarita. In Russia, Repsol started to record production during the quarter following the incorporation of Saneco assets since 16 August, reaching an average of 2.8 Kboepd over the entire quarter. Average production between 16 August and 30 September amounted to an average of 5.6 Kboepd. It

should also be mentioned that the Mid Continent project in the United States, contributed an average of 1.6 Kboepd during the quarter.

Three exploration wells are currently being drilled: one in the Espiritu Santo 21 block in Brazil (BM-S-50 Sagitario), one in the Sud Est Illizi block in Algeria (TESO-1) and another one in Block 57 in Peru (Mapi).

January – September 2012 results

Adjusted operating income in the first nine months of 2012 totalled 1,811 M€, 64% more than in the same year-ago quarter. The main growth drivers were the increase in liquids production volumes, higher oil and gas realisation prices in the period (better performance than the international Brent and HH benchmarks), and the appreciation of the Dollar against the Euro.

Production in the first nine months of 2012 (327 Kboepd) was up 9% versus the same period in 2011 (301 Kboepd) mainly as the result of the resumption of production in Libya, which was ongoing throughout the entire period, higher output in Bolivia following the start-up of Phase I of Margarita in May 2012, and increased production in the United States as a result of the development wells drilled after the drilling moratorium was lifted and the start of production of the Mid-Continent project in February 2012.

Operating investments

Operating investments in third quarter 2012 in Upstream totalled 513 M€, 44% more than in the same period in 2011. Investments in development accounted for 69% of the total and were mainly earmarked for the U.S. (33%), Brazil (14%), Trinidad and Tobago (10%), Venezuela (10%), Peru (9%) and Bolivia (9%). Exploration investments, representing 14% of total investments, were basically in Norway (24%), Peru (23%), Brazil (15%), Algeria (11%), and in the U.S. (10%).

In the **first nine months of the year**, investments in the Upstream division amounted to 1,622 M€, 42% more than in the same period in 2011. Investments in development represented 59% of the total and were mainly allotted to the U.S. (35%), Trinidad and Tobago (13%), Brazil (13%), Venezuela (10%), Bolivia (9%) and Peru (9%). Investments in exploration represented 21% of the total and were mainly made in the U.S. (37%), Cuba (15%), Brazil (14%), and Peru (11%).

1.2.- LNG
Unaudited figures

3Q 2011	2Q 2012	3Q 2012	% Variation 3Q12/3Q11		Jan-Sept 2011	Jan-Sept 2012	% Variation 12/11
108	79	188	74.1	OPERATING INCOME (M€)	276	425	54.0
108	78	189	75.0	ADJUSTED OPERATING INCOME (M€)	276	425	54.0
54.3	46.1	49.1	-9.6	ELECTRICITY PRICES IN THE SPANISH ELECTRICITY POOL (€/MWh)	49.2	48.6	-1.2
102.3	95.4	103.8	1.5	LNG SALES (Tbtu)	332.8	305.5	-8.2
4	6	9	125.0	OPERATING INVESTMENTS (M€)	11	26	136.4

1 Tbtu= 1,000,000 MBtu
1 bcm= 1,000 Mm³= 39.683 Tbtu

Adjusted operating income in third quarter 2012 was 189 M€, 75% higher than the 108 M€ posted a year earlier.

Earnings in third quarter 2012 increased mainly as a result of wider LNG marketing margins.

January – September 2012 results

At 425 M€, **adjusted operating income** in the first nine months of the year was up 54% year-on-year mainly thanks to wider LNG marketing margins.

Operating investments

Operating investments in the third quarter and in the first nine months totalled 9 M€ and 26 M€, respectively. These investments were higher than in 2011 mainly due to expenditures in maintenance activities and in development projects.

1.3.- DOWNSTREAM
Unaudited figures

3Q 2011	2Q 2012	3Q 2012	% Variation 3Q12/3Q11		Jan-Sept 2011	Jan-Sept 2012	% Variation 12/11
206	202	494	139.8	CCS OPERATING INCOME (M€)	628	777	23.7
209	205	307	46.9	CCS ADJUSTED OPERATING INCOME (M€)	637	594	-6.8
3Q 2011	2Q 2012	3Q 2012	% Variation 3Q12/3Q11		Jan-Sept 2011	Jan-Sept 2012	% Variation 12/11
331	-55	616	86.1	OPERATING INCOME (M€)	1,075	893	-16.9
334	-52	429	28.4	ADJUSTED OPERATING INCOME (M€)	1,084	710	-34.5
9,834	9,839	11,119	13.1	OIL PRODUCT SALES (Thousand tons)	28,543	31,096	8.9
671	541	538	-19.8	PETROCHEMICAL PRODUCT SALES (Thousand tons)	2,047	1,672	-18.3
612	607	507	-17.2	LPG SALES (Thousand tons)	1,992	1,896	-4.8
413	157	155	-62.5	OPERATING INVESTMENTS (M€)	1,059	450	-57.5
3Q 2011	2Q 2012	3Q 2012	% Variation 3Q12/3Q11	REFINING MARGIN INDICATOR (\$/Bbl)	Jan-Sept 2011	Jan-Sept 2012	% Variation 12/11
1.6	4.7	6.4	300.0	Spain	1.9	4.8	152.6

CCS adjusted operating income, at 307 M€, was 47% higher year-on-year

The rise in CCS adjusted operating income in this third quarter in comparison with the same quarter a year earlier is due to the following:

- In **Refining**, wider margins and greater volumes of distillates (mainly after the start-up of the Cartagena enlargement project) had a positive impact of 185 M€
- In **Chemicals**, the worse international scenario, which is affecting margins and sales, diminished income by 45 M€ and as a result, CCS operating income is in negative territory.
- The performance of the **LPG and Marketing** activities was similar to that of third quarter 2011.
 - In the case of Marketing, volumes and margins were down at pump stations in Spain.
 - Nevertheless, in LPG, wider average margins thanks to the sales mix and the drop in raw material prices were able to compensate weaker sales volumes.
- The results of Trading and other activities explain the year-on-year variation.

January – September 2012 results

CCS adjusted operating income in the first nine months of 2012 totalled 594 M€, 7% down year-on-year despite wider refining margins mainly because of weaker earnings performance in the Chemical business and, to a lesser extent, lower Marketing sales volumes.

Operating investments

Operating investments in the Downstream division in third quarter 2012 amounted to 155 M€ and 450 M€ during the first nine months of the year, lower than in the equivalent year-ago periods due to the completion of the enlargement and conversion projects at the Cartagena refinery and the fuel oil reduction unit in Bilbao

1.4.- GAS NATURAL FENOSA

Unaudited figures							
3Q 2011	2Q 2012	3Q 2012	% Variation 3Q12/3Q11		Jan-Sept 2011	Jan-Sept 2012	% Variation 12/11
200	229	226	13.0	OPERATING INCOME (M€)	712	701	-1.5
199	232	231	16.1	ADJUSTED OPERATING INCOME (M€)	636	704	10.7
256	118	90	-64.8	OPERATING INVESTMENTS (M€)	412	275	-33.3

Adjusted operating income in third quarter 2012 in Gas Natural Fenosa amounted to 231 M€, 16% higher than the 199 M€ reported a year earlier.

This increase was mainly driven by wider marketing margins for wholesale gas sales and earnings growth in Latin America, which partially offsets the impact of the enactment of Royal Decree-Law 13/2012 on the earnings performance of the power business in Spain.

January – September 2012 results

Adjusted operating income in the first nine months of 2012 was 704 M€, 11% higher year-on-year due to the same factors affecting third quarter earnings performance.

Operating investments

Operating investments at Gas Natural Fenosa in the third quarter and during the first nine months of 2012 totalled 90 M€ and 275 M€, respectively. Material investments were mainly earmarked for Gas and Power Distribution activities in Spain and in Latin America.

1.5.- CORPORATE AND OTHER

This caption reflects operating income/expenses of the Corporation and activities not attributable to operating areas as well as inter-segment consolidation adjustments.

An adjusted expense of 110 M€ was recorded in third quarter 2012.

2.- FINANCIAL INCOME/CHARGES AND DEBT

(*) This caption reflects data on the Group's financial income/charges and financial situation excluding Grupo Gas Natural Fenosa. Consolidated Group data are included in the tables detailing third quarter 2012 results (page 25 of this earnings preview).

Unaudited figures (IFRS)

BREAKDOWN OF NET DEBT (M€) – GROUP, EX GAS NATURAL FENOSA	2Q2012	3Q2012	% variation	Jan-Sept 2012
			3Q12/2Q12	
NET DEBT EX GAS NATURAL FENOSA AT THE START OF THE PERIOD	4,174	5,170	23.9	6,775
ELIMINATION OF YPF AND YPF Gas DEBT AT 31 DECEMBER 2011	0	0	-	-1,939
GROUP NET DEBT EX GAS NATURAL FENOSA AND YPF AT THE START OF THE PERIOD	4,174	5,170	23.9	4,836
EBITDA	-1,030	-1,696	64.7	-4,260
VARIATION IN TRADE WORKING CAPITAL	-402	67	-	138
INCOME TAX COLLECTIONS / PAYMENTS	446	472	5.8	1,021
INVESTMENTS (1)	735	766	4.2	2,339
DIVESTMENTS (1)	-16	-556	-	-580
DIVIDENDS PAID (including affiliates)	0	242	-	885
OWN SHARES TRANSACTIONS	51	1	-98.0	-1,312
TRANSLATION DIFFERENCES	-262	114	-	-25
INTEREST EXPENSE AND OTHER MOVEMENTS (2)	85	348	-	520
ASSOCIATED EFFECTS TO PETERSEN'S LOANS (3)	1,389	-10	-	1,356
NET DEBT AT THE CLOSE OF THE PERIOD	5,170	4,918	-4.9	4,918
NET DEBT + PREFERENCE SHARES AT THE CLOSE OF THE PERIOD	8,202	7,949	-3.1	7,949

Debt ratio

CAPITAL EMPLOYED (M€) (4)	29,346	29,396	0.2	29,396
NET DEBT / CAPITAL EMPLOYED (%) (4)	17.6	16.7	-5.1	16.7
NET DEBT + PREFERENCE SHARES/ CAPITAL EMPLOYED (%)	27.9	27.0	-3.2	27.0
ROACE before non-adjusted items (%) (4)	4.9	9.6	95.9	8.7

(1) In third quarter 2012, financial investments totalling 10 M€ and financial divestments for the amount of 179 M€ were made which are not included in this table.

(2) Mainly includes interest, dividends collected, provisions, and the impact of changes in the scope of consolidation.

(3) It mainly includes the amount associated to the provision registered in relation with the Petersen Group loans.

(4) Capital employed does not include discontinued operations. If these operations been included, the net debt/capital employed ratio at 30 September 2012 would have been 14.0% and 22.6% taken preference shares into account. ROACE does not include operating income or capital employed in discontinued operations.

The Group's net financial debt, excluding Gas Natural Fenosa, at the end of third quarter stood at 4,918 M€, 252 M€ less than at the end of second quarter 2012. The following are worth mentioning:

- The significant rise in EBITDA during this period (65% higher than in the previous quarter), coupled with the proceeds from divestments made during this period, were able to cover investments, taxes, variation in working capital and interest payments as well as remuneration for Repsol, S.A. shareholders under a scrip dividend formula.
- Cash payment of 242 M€ to Repsol, S.A.'s shareholders in July 2012 following the success of the "Repsol Dividendo Flexible" program whereby those who held 63.64% of the bonus issue rights opted for receiving new shares in the Company.

The Repsol Group, excluding Gas Natural Fenosa, enjoys a sound financial position, with sufficient liquidity at 30 September 2012 (including committed but undrawn credit facilities) to cover 2.8 its current debt maturities. At the end of the third quarter, the net debt/employed capital ratio, excluding Gas Natural Fenosa, stood at 14.0% or 22.6% if preference shares are taken into account. Excluding capital employed from discontinued operations, these ratios would be 16.7% and 27.0% respectively.

Unaudited figures (IFRS)

3Q 2011	2Q 2012	3Q 2012	% Variation 3Q12/3Q11	FINANCIAL INCOME/EXPENSES OF THE GROUP EX GNF (M€)	Jan-Sept 2011	Jan-Sept 2012	% Variation 12/11
-74	-104	-114	54.1	NET INTEREST EXPENSE (incl. preference shares)	-204	-322	57.8
-146	67	18	-	HEDGING POSITIONS INCOME/EXPENSE	-172	24	-
10	-13	-13	-	UPDATE OF PROVISIONS	-30	-39	30.0
39	17	17	-56.4	CAPITALISED INTEREST	104	51	-51.0
-57	-55	-64	12.3	OTHER FINANCIAL INCOME/EXPENSES	-152	-174	14.5
-228	-88	-156	-31.6	TOTAL	-454	-460	1.3

The Group's **net financial expenses** at 30 September 2012 **ex Gas Natural Fenosa**, amounted to 460 M€, in line with the figure recorded a year earlier. The following factors are worth mentioning:

- Interest expense was higher (118 M€) due to larger average net debt balances and the "step up" of preference shares.
- Positive hedging positions in 2012 mainly as a result of the slight appreciation of the USD versus the € plus long positions in that currency.
- Lower capitalised interest (53 M€) as a result of the start up of major refining projects.

3.- OTHER CAPTIONS IN THE PROFIT AND LOSS ACCOUNT

3.1.- TAXES

The effective tax rate in the first nine months of 2012, excluding income from unconsolidated affiliates, was 44% and the accrued tax expense totalled 1,270 M€. The new estimated tax rate for fiscal year 2012 is approximately 44%.

3.2.- EQUITY ON EARNINGS OF UNCONSOLIDATED AFFILIATES

Unaudited figures

3Q 2011	2Q 2012	3Q 2012	% Variation 3Q12/3Q11	BREAKDOWN OF UNCONSOLIDATED AFFILIATES (M€)	Jan-Sept 2011	Jan-Sept 2012	% Variation 12/11
4.0	10.2	6.0	50.0	UPSTREAM	3.1	17.3	-
10.8	27.6	13.3	23.1	LNG	28.6	57.3	100.3
3.4	1.1	6.6	94.1	DOWNSTREAM	17.6	15.6	-11.4
0.0	0.5	1.0	-	Gas Natural Fenosa	1.7	3.1	82.4
18.2	39.4	26.9	47.8	TOTAL	51.0	93.3	82.9

Income from minority interests in third quarter 2012 totalled 27 M€, 48% higher than in the same year-ago quarter.

The most significant variation is in the Downstream division due to the enhanced earnings performance of Dynasol.

3.3.- MINORITY INTERESTS

Recurrent income attributable to minority interests in third quarter 2012 amounted to 34M€ versus 31 M€ recorded in third quarter 2011.

Having excluded minority interests in YPF's results, this caption now mainly reflects the minority interests in the La Pampilla (Peru) and Petronor (Bilbao) refineries, and those recorded through the stake in the Gas Natural Fenosa Group.

4.- HIGHLIGHTS

Since the publication of second quarter 2012 results, the most relevant items on the Company are as follow:

In **Upstream**, the Government of Ecuador in early August approved the sale of Repsol's wholly-owned subsidiary in this country, Amodaimi Oil Company, to Tiptop Energy Ltd, a subsidiary of China's Sinopec. Amodaimi holds a 20% stake in Block 16 and Tivacuno service contracts in Ecuador, both of which are producing assets. Following this transaction, Repsol which holds a 35% stake, remains the operator of these blocks.

On 20 August, the Government of Australia awarded Repsol Exploración, S.A. an exploration license for block WA-480-P following the tender process held in April 2012. The new block, covering a 12,585 km² area, is at a depth of 1,000 to 4,500 metres, 280 km offshore the Hedland harbour in the Pilbara region in West Australia, NE of Exmouth Heights in the southern Carnarvon Basin, the most prolific in Australia.

In August, Repsol announced that it had completed the first phase of its joint oil and gas production project with Alliance Oil with the incorporation of Alliance Oil asset's in the joint venture and the acquisition of shares by Repsol. This project was approved under an agreement executed on 20 December 2011. The AROG JV will serve as a platform for both companies in the Russian Federation, the world's leading oil and gas producer. The agreement combines Alliance Oil's expertise and privileged access to exploration and production opportunities in Russia and Repsol's technical and financial capabilities, creating a long-term exploration and production partnership.

In August, the Bulgarian authorities awarded a consortium formed by Repsol, Total (Operator) and OMV, the Han Asparuth exploration block in the Black sea, which spans over a 14,220 km² area in the Western Sub-Basin of the Black Sea, 200 to 2,000m² under water.

Also in August, the *Ministerio del Poder Popular de Petróleo y Minería de la República Bolivariana de Venezuela* (the Ministry of Oil and Mining of Venezuela) announced in the Official Gazette the approval of the Marketing Declaration for the Perla Field situated in the Cardon IV Block in the Gulf of Venezuela. The Development Plan outlined for this key project contemplates three phases in accordance with the volumes of non-associated natural gas to be produced: Phase I 300 Mcf/d (million cubic feet per day); Phase II 800 Mcf/d; and, Phase III 1,200 Mcf/d.

On 6 September, Repsol reported a new gas discovery in Block 57 in Peru. The well, known as Sagari, was successful in two different formations known as Nia Superior and Nia Inferior. Preliminary estimates indicate that the field could contain between 1 and 2 trillion cubic feet (TCF) of gas resources. With a 53.84% interest, Repsol is the operator of the block and Petrobras holds the remaining 46.16%. The Sagari find reinforces the potential of this area in Peru home of the Kinteroni field, discovered by Repsol and one of the five major discoveries made worldwide in 2008. It is currently in an accelerated development phase and production is expected to come on stream at the end of 2012.

In the third quarter, Repsol contracted two deep-water drilling vessels: Mylos Ocean and Rowan Renaissance. The first one will be used in the drilling campaign in the Brazilian BM-C-33 block to appraise the three discoveries made by Repsol and the second one will be used preferably for drilling in West Africa (Angola and Namibia), the Canary Islands, and in the U.S. Gulf of Mexico.

In October, the Lubina and Montanazo fields in the Spanish Mediterranean coast started production. The Casablanca platform will be used for operations at these two fields which were discovered by Repsol in 2009. Repsol, which holds a 75.06% stake in Montanazo and 100% in Lubina, is the operator of both fields.

In **Downstream**, Repsol announced on 19 July that it had reached an agreement with a consortium of Chilean investors, led by LarrainVial, for the sale of its 100% holding in Repsol Butano Chile for an approximate sum of 540 million USD.

In the **Corporation**, on 13 September, Repsol International Finance, B.V. closed a 750 million euro 5 years and 5 months bond at 99.654 per cent, with a coupon of 4.375 per cent equivalent to mid swap + 335 b.p., to be listed on the regulated market of the Luxembourg Stock Exchange. This bond, guaranteed by Repsol, S.A., is issued under the Repsol International Finance, B.V. Euro 10,000,000,000 Guaranteed Euro Medium Term Note Programme, approved by the Luxembourg Commission de Surveillance du Secteur Financier (CSSF).

On 13 September and for the second consecutive year, Repsol leads the oil and gas industry ranking in the Dow Jones Sustainability Index World (DJSI World) as well as the Dow Jones Sustainability Index Europe (DJSI Europe). Of the 125 international oil and gas companies examined, only 15 have been included in the global index (Dow Jones Sustainability Index World), led by Repsol with the maximum rating for its financial, social, and environmental performance in 2012.

Madrid, 8 November 2012

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A teleconference for analysts and institutional investors is scheduled today, 8 November, at 1:00 p.m. (CET) to report on Repsol's third quarter 2012 results.

The teleconference can be followed live at Repsol's website (www.repsol.com). A recording of the entire event will be available for at least one month at the company's website www.repsol.com for investors and any interested party.

TABLES



3rd QUARTER 2012 RESULTS

REPSOL ADJUSTED OPERATING INCOME BASED ON ITS MAIN COMPONENTS

(Million euros)

(Unaudited figures)

Compiled in accordance with International Financial Reporting Standards

	QUARTERLY FIGURES			JANUARY-SEPTEMBER	
	3Q11	2Q12	3Q12	2011	2012
EBITDA	1,411	1,405	2,074	4,500	5,405
Operating revenue.....	13,113	14,018	15,609	39,443	44,687
Operating income.....	963	636	1,577	3,072	3,543
Financial expenses.....	(291)	(151)	(222)	(665)	(655)
Share in income of companies carried by the equity method - net of taxes.....	18	39	27	51	93
Income before income tax	690	524	1,382	2,458	2,981
Income tax.....	(257)	(249)	(596)	(902)	(1,270)
Income from continued operations	433	275	786	1,556	1,711
Income attributed to minority interests for continued operations.....	(31)	(1)	(34)	(97)	(56)
NET INCOME FROM CONTINUED OPERATIONS	402	274	752	1,459	1,655
Income from discontinued operations (*).....	155	(30)	8	442	141
Net Income	557	244	760	1,901	1,796
Earnings per share accrued by parent company (**)					
* Euro/share	0.44	0.20	0.64	1.51	1.51
* \$/ADR	0.60	0.26	0.82	2.04	1.95

NOTE: Information for 2011 includes the necessary changes in relation to the profit and loss account published in each period on the expropriation process affecting YPF, S.A. and YPF Gas, S.A. shares.

(*) It includes net income/(losses) net of taxes and minority interests contributed by YPF, S.A. and YPF Gas, S.A. and the affiliates of each company for each period and for the loans extended to the Petersen Group as well as the effects recorded as a result of the expropriation of YPF, S.A. and YPF Gas, S.A. shares.

(**) A capital increase for the shareholder's remuneration scheme known as "Repsol Dividendo Flexible" was carried out in July 2012 and, accordingly, share capital is currently represented by 1,256,178,727 shares. The average weighted number of outstanding shares for the presented periods was recalculated in comparison with the previous periods to include the impact of this capital increase in accordance with IAS 33 "Earnings per share". The average number of shares held by the company during each period was also taken into account. The average number of outstanding shares was 1,255,277,310 in 2011 and 1,190,834,036 in 2012.

Dollar/euro exchange rate at date of closure of each quarter:

1.350 dollars per euro in 3Q11
1.259 dollars per euro in 2Q12
1.293 dollars per euro in 3Q12

REPSOL ADJUSTED OPERATING INCOME BY RECURRENT AND NON RECURRENT ITEMS

(Million euros)
(Unaudited figures)

	3Q11			JANUARY - SEPTEMBER 2011		
	Total	Non recurrent	Adjusted	Total	Non recurrent	Adjusted
Income from continuous operations before financial expenses	963	76	887	3.072	163	2.909
Upstream.....	400	78	322	1.206	101	1.105
LNG.....	108	-	108	276	-	276
Downstream.....	331	(3)	334	1.075	(9)	1.084
Gas Natural Fenosa.....	200	1	199	712	76	636
Corporate and others.....	(76)	-	(76)	(197)	(5)	(192)
Financial expenses.....	(291)	27	(318)	(665)	11	(676)
Share in income of companies carried by the equity method - net of taxes.....	18	-	18	51	-	51
Income before income tax	690	103	587	2.458	174	2.284
Income tax.....	(257)	(34)	(223)	(902)	(64)	(838)
Income from continued operations	433	69	364	1.556	110	1.446
Income attributed to minority interests for continued operations.....	(31)	-	(31)	(97)	-	(97)
NET INCOME FROM CONTINUED OPERATIONS	402	69	333	1.459	110	1.349
Income from discontinued operations (*).....	155	155	-	442	442	-
Net Income	557	224	333	1.901	552	1.349

	2Q12			JANUARY - JUNE 2012		
	Total	Non recurrent	Adjusted	Total	Non recurrent	Adjusted
Income from continuous operations before financial expenses	636	(43)	679	1.966	(45)	2.011
Upstream.....	490	(28)	518	1.144	(33)	1.177
LNG.....	79	1	78	237	1	236
Downstream.....	(55)	(3)	(52)	277	(4)	281
Gas Natural Fenosa.....	229	(3)	232	475	2	473
Corporate and others.....	(107)	(10)	(97)	(167)	(11)	(156)
Financial expenses.....	(151)	(11)	(140)	(433)	(12)	(421)
Share in income of companies carried by the equity method - net of taxes.....	39	-	39	66	-	66
Income before income tax	524	(54)	578	1.599	(57)	1.656
Income tax.....	(249)	9	(258)	(674)	10	(684)
Income from continued operations	275	(45)	320	925	(47)	972
Income attributed to minority interests for continued operations.....	(1)	-	(1)	(22)	-	(22)
NET INCOME FROM CONTINUED OPERATIONS	274	(45)	319	903	(47)	950
Income from discontinued operations (*).....	(30)	(30)	-	133	133	-
Net Income	244	(75)	319	1.036	86	950

	3Q12			JANUARY - SEPTEMBER 2012		
	Total	Non recurrent	Adjusted	Total	Non recurrent	Adjusted
Income from continuous operations before financial expenses	1.577	204	1.373	3.543	159	3.384
Upstream.....	657	23	634	1.801	(10)	1.811
LNG.....	188	(1)	189	425	-	425
Downstream.....	616	187	429	893	183	710
Gas Natural Fenosa.....	226	(5)	231	701	(3)	704
Corporate and others.....	(110)	-	(110)	(277)	(11)	(266)
Financial expenses.....	(222)	-	(222)	(655)	(12)	(643)
Share in income of companies carried by the equity method - net of taxes.....	27	-	27	93	-	93
Income before income tax	1.382	204	1.178	2.981	147	2.834
Income tax.....	(596)	(29)	(567)	(1,270)	(19)	(1,251)
Income from continued operations	786	175	611	1.711	128	1.583
Income attributed to minority interests for continued operations.....	(34)	-	(34)	(56)	-	(56)
NET INCOME FROM CONTINUED OPERATIONS	752	175	577	1.655	128	1.527
Income from discontinued operations (*).....	8	8	-	141	141	-
Net Income	760	183	577	1.796	269	1.527

NOTE: Information for 2011 includes the necessary changes in relation to the profit and loss account published in each period on the expropriation process affecting YPF, S.A. and YPF Gas, S.A. shares.

(*) It includes net income/(losses) net of taxes and minority interests contributed by YPF, S.A. and YPF Gas, S.A. and the affiliates of each company for each period and for the loans extended to the Petersen Group as well as the effects recorded as a result of the expropriation of YPF, S.A. and YPF Gas, S.A. shares.

BREAKDOWN OF REPSOL ADJUSTED OPERATING INCOME
BY ACTIVITIES AND GEOGRAPHICAL AREAS

(Million euros)

(Unaudited figures)

Compiled in accordance with International Financial Reporting Standards

	QUARTERLY FIGURES			JANUARY-SEPTEMBER	
	3Q11	2Q12	3Q12	2011	2012
Upstream	400	490	657	1,206	1,801
USA and Brazil.....	104	75	76	305	268
North of Africa	(6)	347	356	122	1,040
Rest of the World.....	302	68	225	779	493
 LNG	 108	 79	 188	 276	 425
 Downstream	 331	 (55)	 616	 1,075	 893
Europe	274	(43)	385	908	634
Rest of the World.....	57	(12)	231	167	259
 Gas Natural Fenosa	 200	 229	 226	 712	 701
 Corporate and others	 (76)	 (107)	 (110)	 (197)	 (277)
 TOTAL	 963	 636	 1,577	 3,072	 3,543

NOTE: Information for 2011 includes the necessary changes in relation to the profit and loss account published in each period on the expropriation process affecting YPF, S.A. and YPF Gas, S.A. shares.

BREAKDOWN OF REPSOL ADJUSTED EBITDA
BY ACTIVITIES AND GEOGRAPHICAL AREAS

(Million of euros)

(Unaudited figures)

Compiled in accordance with International Financial Reporting Standards

	QUARTERLY FIGURES			JANUARY-SEPTEMBER	
	3Q11	2Q12	3Q12	2011	2012
Upstream	478	857	943	1,629	2,668
USA and Brazil.....	173	204	216	485	636
North of Africa	1	368	378	184	1,098
Rest of the World.....	304	285	349	960	934
LNG	151	129	240	402	571
Downstream	495	120	589	1,538	1,211
Europe.....	424	120	541	1,337	1,112
Rest of the World.....	71	-	48	201	99
Gas Natural Fenosa	346	377	378	1,077	1,146
Corporate and others	(59)	(78)	(76)	(146)	(191)
TOTAL	1,411	1,405	2,074	4,500	5,405

NOTE: Information for 2011 includes the necessary changes in relation to the profit and loss account published in each period on the expropriation process affecting YPF, S.A. and YPF Gas, S.A. shares.

BREAKDOWN OF REPSOL ADJUSTED OPERATING INVESTMENTS
BY ACTIVITIES AND GEOGRAPHICAL AREAS (*)

(Million of euros)

(Unaudited figures)

Compiled in accordance with International Financial Reporting Standards

	QUARTERLY FIGURES			JANUARY-SEPTEMBER	
	3Q11	2Q12	3Q12	2011	2012
Upstream	356	499	513	1,145	1,622
USA and Brazil.....	141	260	214	607	880
North of Africa	4	7	11	51	23
Rest of the World.....	211	232	288	487	719
 LNG	 4	 6	 9	 11	 26
 Downstream	 413	 157	 155	 1,059	 450
Europe.....	395	146	145	1,013	418
Rest of the World.....	18	11	10	46	32
 Gas Natural Fenosa	 256	 118	 90	 412	 275
 Corporate and others	 43	 17	 82	 72	 131
 TOTAL	 1,072	 797	 849	 2,699	 2,504

(*) Includes investments accrued during the period regardless of having been paid or not. Does not include investments in "other financial assets".

NOTE: Information for 2011 includes the necessary changes in relation to the profit and loss account published in each period on the expropriation process affecting YPF, S.A. and YPF Gas, S.A. shares.

REPSOL BALANCE SHEET

(Million euros)

(Unaudited figures)

Compiled in accordance with International Financial Reporting Standards

	DECEMBER	SEPTEMBER
	2011	2012
NON-CURRENT ASSETS		
Goodwill.....	4.645	2.678
Other intangible assets	3.138	3.041
Property, Plant and Equipment	36.759	27.759
Investment property	24	24
Equity-accounted financial investments.....	699	765
Non-current assets classified as held for sale subject to expropriation.....	-	5.503
Non-current financial assets		
Non-current financial instruments	2.322	879
Others	128	379
Deferred tax assets.....	2.569	3.259
Other non-current assets	344	251
CURRENT ASSETS		
Non-current assets classified as held for sale	258	253
Inventories.....	7.278	6.315
Trade and other receivables.....	9.222	8.066
Other current assets.....	220	137
Other current financial assets	674	532
Cash and cash equivalents	2.677	5.224
TOTAL ASSETS	70.957	65.065
TOTAL EQUITY		
Attributable to equity holders of the parent	23.538	26.878
Attributable to minority interests	3.505	778
NON-CURRENT LIABILITIES		
Subsidies.....	118	73
Non-current provisions.....	3.826	2.152
Non-current financial debt.....	15.345	15.175
Deferred tax liabilities	3.839	3.012
Other non-current liabilities		
Non-current debt for finance leases	2.864	2.809
Others	818	760
CURRENT LIABILITIES		
Liabilities associated with non-current assets held for sale	32	22
Current provisions.....	452	213
Current financial liabilities	4.985	4.186
Trade debtors and other payables:		
Current debt for finance leases	223	227
Other trade debtors and payables	11.412	8.780
TOTAL LIABILITIES	70.957	65.065

STATEMENT OF CASH FLOW

(Million euros)

(Unaudited figures)

Compiled in accordance with International Financial Reporting Standards

	JANUARY - SEPTEMBER	
	2011	2012
I. CASH FLOWS FROM OPERATING ACTIVITIES (*)		
Income before taxes and associates	2,458	2,981
Adjustments:		
Depreciation of Property, Plant and Equipment	1,546	1,966
Other adjustments (net)	496	458
EBITDA	4,500	5,405
Variation in working capital	(1,860)	(337)
Dividends received	28	46
Income taxes received/(paid)	(708)	(1,135)
Other proceeds/(payments) from operating activities	(131)	(163)
OTHER CASH FLOWS FROM OPERATING ACTIVITIES	(811)	(1,252)
	1,829	3,816
II. CASH FLOWS FROM INVESTING ACTIVITIES (*)		
Investment payments		
Group companies, associates, and business units	(261)	(160)
Property, plant and equipment, intangible assets and property investments	(2,438)	(2,426)
Other financial assets	(351)	(186)
Total Investments	(3,050)	(2,772)
Proceeds on divestments	783	962
Other cash flows	(8)	(141)
	(2,275)	(1,951)
III. CASH FLOWS FROM FINANCING ACTIVITIES (*)		
Receipts/(payments) from equity instruments	(63)	1,312
Proceeds on issue of financial liabilities	4,710	6,944
Payments for return and amortization of financial obligations	(5,890)	(5,875)
Dividends paid	(1,316)	(928)
Interest paid	(656)	(641)
Other proceeds/(payments) from financing activities	(229)	268
	(3,444)	1,080
Impact of translation differences from continued operations.	(107)	(48)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS FROM CONTINUED OPERATIONS	(3,997)	2,897
Cash flows from operating activities from discontinued operations	1,312	874
Cash flows from investment activities from discontinued operations	(1,209)	(872)
Cash flows from finance activities from discontinued operations	2,074	(345)
Impact from translation differences from discontinued operations	(11)	(7)
NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS FROM DISCONTINUED OPERATIONS	2,166	(350)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	6,448	2,677
CASH AND CASH EQUIVALENT AT THE END OF THE PERIOD	4,617	5,224

NOTE: Information for 2011 includes the necessary changes in relation to the profit and loss account published in each period on the expropriation process affecting YPF, S.A. and YPF Gas, S.A. shares.

(*) Relates to cash flows from continued operations.

FINANCIAL INCOME/CHARGES AND DEBT FOR THE CONSOLIDATED GROUP

Unaudited figures (IFRS)

NET DEBT (M€) – CONSOLIDATED GROUP	2Q2012	3Q2012	% variation	Jan-Sept 2012
			3Q12/2Q12	
NET DEBT OF THE CONSOLIDATED GROUP AT THE START OF THE PERIOD	8,911	9,960	11.8	11,663
ELIMINATION OF YPF AND YPF Gas DEBT AT 31 DECEMBER 2011	0	0	-	-1,939
NET DEBT OF THE CONSOLIDATED GROUP EX YPF AT THE START OF THE PERIOD	8,911	9,960	11.8	9,724
EBITDA	-1,405	-2,074	47.6	-5,405
VARIATION IN TRADE WORKING CAPITAL	-389	198	-	337
INCOME TAX COLLECTIONS / PAYMENTS	511	498	-2.5	1,135
INVESTMENTS (1)	930	908	-2.4	2,762
DIVESTMENTS (1)	-60	-566	-	-766
DIVIDENDS PAID (including affiliates)	39	243	-	928
OWN SHARES TRANSACTIONS	51	1	-98.0	-1,312
TRANSLATION DIFFERENCES	-276	98	-	-11
INTEREST EXPENSE AND OTHER MOVEMENTS (2)	259	447	72.6	955
ASSOCIATED EFFECTS TO PETERSEN'S LOANS (3)	1,389	-10	-	1,356
NET DEBT AT THE CLOSE OF THE PERIOD	9,960	9,703	-2.6	9,703
NET DEBT + PREFERENCE SHARES AT THE CLOSE OF THE PERIOD	13,171	12,916	-1.9	12,916

Debt ratio

CAPITAL EMPLOYED (M€) (4)	34,797	34,852	0.2	34,852
NET DEBT / CAPITAL EMPLOYED (%) (4)	28.6	27.8	-2.8	27.8
NET DEBT + PREFERENCE SHARES / CAPITAL EMPLOYED (%)	37.9	37.1	-2.1	37.1
ROACE before non-recurrent items (%) (4)	4.8	8.8	83.3	8.0

(1) In third quarter 2012, financial investments totalling 10 M€ and financial divestments for the amount of 196 M€ were made which are not included in this table.

(2) Mainly includes interest, dividends collected, provisions, and the impact of changes in the scope of consolidation.

(3) It mainly includes the amount associated to the provision registered in relation with the Petersen Group loans.

(4) Capital employed does not include discontinued operations. If these operations been included, the net debt/capital employed ratio at 30 September 2012 would have been 23.9% and 31.8% taken preference shares into account. ROACE does not include operating income or capital employed in discontinued operations.

Unaudited figures (IFRS)

3Q 2011	2Q 2012	3Q 2012	% Variation 3Q12/3Q11	FINANCIAL INCOME / EXPENSES CONSOLIDATED GROUP (M€)	Jan-Sept 2011	Jan-Sept 2012	% Variation 12/11
-138	-162	-172	24.6	NET INTEREST EXPENSE (incl. preference shares)	-398	-497	24.9
-145	67	18	-	HEDGING POSITION INCOME / EXPENSE	-169	26	-
6	-15	-18	-	UPDATE OF PROVISIONS	-39	-48	23.1
40	18	17	-57.5	CAPITALISED INTEREST	107	53	-50.5
-54	-59	-67	24.1	OTHER FINANCIAL INCOME / EXPENSES	-166	-189	13.9
-291	-151	-222	-23.7	TOTAL	-665	-655	-1.5

TABLES



OPERATING HIGHLIGHTS 3Q 2012

OPERATING HIGHLIGHTS UPSTREAM

	Unit	2011				2012				% Variation 12 / 11
		1Q	2Q	3Q	Acum	1Q	2Q	3Q	Acum	
HYDROCARBON PRODUCTION	K Boed	324	296	283	301	323	320	339	327	8.8%
Crude and Liquids production	K Boed	130	100	99	110	136	144	145	142	29.2%
USA and Brazil	K Boed	30	30	30	30	33	30	30	31	4.2%
North Africa	K Boed	30	3	2	12	39	49	47	45	290.2%
Rest of the world	K Boed	70	68	66	68	64	65	68	65	-4.0%
Natural gas production	K Boed	195	196	184	191	188	176	194	186	-2.9%
USA and Brazil	K Boed	1	2	2	2	2	2	3	2	42.5%
North Africa	K Boed	6	6	5	6	6	6	6	6	1.8%
Rest of the world	K Boed	187	188	177	184	180	167	186	178	-3.4%

OPERATING HIGHLIGHTS DOWNSTREAM

	Unit	2011				2012				% Variation 12 / 11
		1Q	2Q	3Q	Acum	1Q	2Q	3Q	Acum	
CRUDE PROCESSED	Mtoe	7.3	7.7	8.3	23.3	8.2	8.5	10.0	26.8	15.0%
Europe	Mtoe	6.4	6.8	7.3	20.6	7.3	7.6	9.1	24.0	16.8%
Rest of the world	Mtoe	0.9	0.9	1.0	2.7	0.9	0.9	0.9	2.7	1.0%
SALES OF OIL PRODUCTS	Kt	9,251	9,458	9,834	28,543	10,138	9,839	11,119	31,096	8.9%
Europe	Kt	8,215	8,465	8,640	25,320	9,029	8,737	9,973	27,739	9.6%
Own network	Kt	5,009	5,274	5,291	15,574	4,961	4,796	4,891	14,648	-5.9%
Light products	Kt	4,273	4,409	4,535	13,217	4,170	4,100	4,206	12,476	-5.6%
Other Products	Kt	736	865	756	2,357	791	696	685	2,172	-7.8%
Other Sales to Domestic Market	Kt	1,607	1,534	1,602	4,743	1,660	1,878	1,882	5,420	14.3%
Light products	Kt	1,202	1,110	1,164	3,476	1,446	1,685	1,808	4,939	42.1%
Other Products	Kt	405	424	438	1,267	214	193	74	481	-62.0%
Exports	Kt	1,599	1,657	1,747	5,003	2,408	2,063	3,200	7,671	53.3%
Light products	Kt	474	425	430	1,329	797	657	1,263	2,717	104.4%
Other Products	Kt	1,125	1,232	1,317	3,674	1,611	1,406	1,937	4,954	34.8%
Rest of the world	Kt	1,036	993	1,194	3,223	1,109	1,102	1,146	3,357	4.2%
Own network	Kt	406	467	480	1,353	480	518	503	1,501	10.9%
Light products	Kt	345	377	427	1,149	424	450	454	1,328	15.6%
Other Products	Kt	61	90	53	204	56	68	49	173	-15.2%
Other Sales to Domestic Market	Kt	398	413	360	1,171	387	403	382	1,172	0.1%
Light products	Kt	304	321	309	934	295	304	311	910	-2.6%
Other Products	Kt	94	92	51	237	92	99	71	262	10.5%
Exports	Kt	232	113	354	699	242	181	261	684	-2.1%
Light products	Kt	31	68	102	201	78	73	99	250	24.4%
Other Products	Kt	201	45	252	498	164	108	162	434	-12.9%
CHEMICALS										
Sales of petrochemicals products	Kt	710	666	671	2,047	593	541	538	1,672	-18.3%
Europe	Kt	624	590	582	1,796	518	456	463	1,437	-20.0%
Base petrochemical	Kt	236	214	199	648	161	137	151	449	-30.8%
Derivative petrochemicals	Kt	388	376	384	1,147	357	319	312	988	-13.9%
Rest of the world	Kt	86	77	88	251	75	86	75	236	-5.9%
Base petrochemical	Kt	16	19	20	55	22	17	8	48	-13.9%
Derivative petrochemicals	Kt	69	57	69	195	53	68	67	188	-3.6%
LPG										
LPG sales	Kt	784	596	612	1,992	782	607	507	1,896	-4.8%
Europe	Kt	507	292	285	1,084	496	304	229	1,029	-5.1%
Rest of the world	Kt	276	304	327	908	286	303	278	867	-4.5%

Other sales to the domestic market: includes sales to operators and bunker.

Exports: expressed from the country of origin.

LPG sales do not include those for YPF Gas that were 65 Kt in 1Q11, 94 Kt in 2Q11, 110 Kt in 3Q11 and 64 Kt in 1Q12

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Some of the above mentioned resources do not constitute proved reserves and will be recognized as such when they comply with the formal conditions required by the U. S. Securities and Exchange Commission.

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, the Comisión Nacional de Valores in Argentina, the Securities and Exchange Commission in the United States and with any other supervisory authority of those markets where the securities issued by Repsol and/or its affiliates are listed.

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THIRD QUARTER EARNINGS
PRESS RELEASE
Madrid, 8 November 2012
Pages 8

Despite the confiscation of YPF and declining earnings from Spanish fuel sales

REPSOL POSTS NET INCOME OF 1.796 BILLION EUROS

- **Repsol's strong results are reflected in that net profit at current cost of supply rose more than 4% to 1.706 billion euros compared to the first nine months of the previous year, which included YPF.**
- **Net income for the third quarter was 760 million euros, 36% higher than the same period last year, which included YPF.**
- **So far this year, Repsol has made five hydrocarbon discoveries including Pao de Açucar in (Brazil), one of the world's largest finds in 2012.**
- **Liquids production increased 29% and total hydrocarbon production rose 9% in the first nine months of the year. Repsol's realisation prices outperformed the international prices of reference.**
- **The Upstream unit's operating income grew 49% to 1.801 billion euros, mainly due to production increases in Libya, Bolivia and the United States.**
- **The Downstream unit posted operating income of 893 million euros, supported by wider refining margins due to the completion of the Cartagena and Bilbao refineries' expansion and improvement programmes.**
- **Downstream results were significantly affected by reduced activity in the petrochemical business and a 9% decline in fuel sales in Spain.**
- **The Group's net financial debt, excluding Gas Natural Fenosa, declined by 1.857 billion euros to 4.918 billion euros. The company's current liquidity excluding Gas Natural Fenosa, is more than 8.4 billion euros.**

Repsol posted a net income of 1.796 billion euros in the first nine months of the year a 5.5% decline from the year-earlier period. At current cost of supply (excluding the change in value of the oil inventories that the company stocks as part of Spain's strategic reserve) Repsol's net income was 1.706 billion euros, 4% higher than the first nine months of the previous year, despite the negative effect of the illegal expropriation of YPF and the decline in fuel sales in Spain.

Efficient management has allowed Repsol to gradually consolidate the strength of the businesses, particularly after the illegal expropriation of YPF in April of this year. Third quarter earnings show a net profit of 760 million euros, 36.4% higher than the same period of last year, which included YPF.

Along with the strengthening of its industrial units, Repsol has developed an active financial policy throughout the period. The Repsol Group cut debt, excluding Gas Natural Fenosa, by 1.857 billion euros to 4.918 billion euros. The company has liquidity, excluding Gas Natural Fenosa, of 8.415 billion euros, with 3.915 billion euros in cash and available credit lines of 4.5 billion euros.

By business areas, the Upstream unit (exploration and production) reaffirmed the positive trend of previous quarters, both in new discoveries and higher profit. So far this year Repsol has made five new finds, including Pao de Açucar, in Brazil, one of the world's largest during 2012.

Upstream operating income rose 49.3% to more than 1.8 billion euros, supported by increased production and crude oil and gas realization prices which evolved better than the international prices of reference. Earnings from the LNG business grew 54% in the period.

Operating income from the Downstream unit (refining, marketing, liquid petroleum gas, new energy, chemicals and trading) was directly affected by reduced activity in the petrochemical business and the decline in fuel sales in Spain, which fell by 9% between January and September, and positively by the wider margins resulting from the completion of the expansion of the Cartagena and Bilbao refineries.

Downstream operating income fell 16.9% to 893 million euros compared with the first nine months of the previous year.

UPSTREAM: OUTPUT GREW 9 % AND OPERATING INCOME 49%

The Upstream unit's operating income was 1.801 billion euros, the 49.3% increase driven by the rise in production and higher realization prices.

In the first nine months of the year production was 327,489 barrels of oil equivalent per day, mainly due to the resumption of activity in Libya, the start-up of the first phase of the Margarita gas field in Bolivia and increased production in the United States.

Production increases were accompanied by five new discoveries, including Pao de Açucar, in Brazil, one the world's largest in 2012, and the Sagari discovery, in Peru, which shows great potential and is close to an area already in development where Repsol expects to begin production this year.

These discoveries add to the TIHS1 in Algeria and Chipirón T2 and Cano Rondón East in Colombia. With these finds, Repsol has exceeded its annual resources incorporation goal included in its 2012-2016 Strategic Plan.

The improved trend of Repsol's crude and gas realization prices against international price developments was confirmed during the third quarter of the year. Repsol's crude realization prices increased 6.2%, against a 0.3% rise in Brent and Repsol's gas realization prices improved 5.7% versus a 38.1% decline of the Henry Hub price.

During the first nine months of 2012, operating investments in the Upstream unit totalled 1.622 billion euros, 42% more than in the same period of 2011. Operating investment in development represented 59% of the total, primarily allocated to the United States, Trinidad and Tobago and Brazil. Exploration Investments accounted for 21% of the total and were mainly spent on the United States, Cuba and Brazil.

Operating income at the LNG business was 425 million euros, and increase of 54% compared to the same period of the previous year.

DOWNSTREAM: IMPROVED REFINING MARGINS AND DECLINING CHEMICALS BUSINESS AND SPANISH SALES

In the first nine months of 2012, the Downstream unit's operating income was 893 million euros, a 16.9% decrease affected by the reduced value of inventories. At current cost of supply, operating income was 777 million euros, a 23.7% rise from the same period of 2011.

The declining earnings from fuel sales trend at petrol stations in Spain continued during the third quarter of the year. Between January and September, sales fell 9%, with a negative effect on the unit's operating income of more than 40 million euros, as well lower activity in the petrochemicals business..

On the other hand, the start-up of the expanded and optimised Cartagena and Bilbao refineries had a positive effect on earnings, with improved refining margins. The integrated refining margin rose 152.6% to 4.8 dollars per barrel.

Operating investment in the Downstream unit was 450 million euros, considerably less than the same period of 2011 as a result of the completion of the expansion and conversion project in Cartagena and Bilbao.

GAS NATURAL FENOSA

The operating income of Gas Natural Fenosa for the first nine months of 2012 was 701 million euros, in a period marked by higher wholesaler gas sales margins and improved results in Latin America, which partially offset the impact of the Royal Decree-Law 13/2012 on the results of electricity business in Spain.

Gas Natural Fenosa's operating investment during the first nine months of 2012 was 275 million euros. Material investment was centred on gas and electricity distribution in Spain and in Latin America.

As a result of the process involving the expropriation of YPF, S.A. and YPF Gas, S.A. (formerly Repsol YPF Gas, S.A.) shares held by the Repsol Group, financial information for previous periods was restated for comparison purposes in accordance with applicable accounting regulations. The accounting policies applied for the recording of the effects of the expropriation process are described in Note 3 (Changes in the Group's structure) in the condensed interim consolidated financial statements at 30 June 2012, filed with the Spanish Securities and Exchange Commission in 26 July 2012.

REPSOL CONTINUED OPERATIONS RESULTS
(Million Euros)
(Unaudited figures)

	January – September		Change %
	2011	2012	
Net income	1,459	1,655	13.4
Operating income	3,072	3,543	15.3
Recurrent net income	1,349	1,527	13.2
Recurrent operating income	2,909	3,384	16.3

REPSOL SUMMARISED INCOME STATEMENT
(Million Euros)
(Unaudited figures) (IFRS)

	January – September		Change %
	2011	2012	
EBITDA	4,500	5,405	20.1
Operating income	3,072	3,543	15.3
Financial expenses	(665)	(655)	1.5
Share in income from companies carried by the equity method-Net of tax	51	93	82.4
Income before income tax	2,458	2,981	21.3
Income tax	(902)	(1,270)	40.8
Income for the period from continued operations	1,556	1,711	10.0
Income attributable to minority interests from continued operations	(97)	(56)	(42.3)
NET INCOME FROM CONTINUED OPERATIONS	1,459	1,655	13.4
Net income from interrupted operations (*)	442	141	(68.1)
NET INCOME	1,901	1,796	(5.5)

(*) Includes income net of tax and from external partners contributed by YPF S.A., YPF Gas S.A. and their participated companies in each period and the loans made to Petersen as well as the effects of the expropriation of the shares in YPF S.A. and YPF Gas S.A.

BREAKDOWN OF REPSOL
OPERATING PROFIT, BY BUSINESSES
(Million Euros)
(Unaudited figures) (IFRS)

	January - September		Change %
	2011	2012	
Upstream	1,206	1,801	49,3
LNG	276	425	54,0
Downstream	1,075	893	(16,9)
Gas Natural Fenosa	712	701	(1,5)
Corporate & adjustments	(197)	(277)	(40,6)
TOTAL	3,072	3,543	15,3

OPERATING HIGHLIGHTS
(Unaudited figures)

	January – September		Change %
	2011	2012	
Oil and gas production (Thousand boepd)	301	327	8.8
Crude processed (million tons)	23.3	26.8	15.0
Sales of oil products (Thousand tons)	28,543	31,096	8.9
Sales of petrochemical products (Thousand tons)	2,047	1,672	(18.3)
LPG sales (ex YPF Gas) (Thousand tons)	1,992	1,896	(4.8)

REPSOL COMPARATIVE BALANCE SHEET

(Million Euros)

(Unaudited figures) (IFRS)

	DECEMBER 2011	SEPTEMBER 2012
NON-CURRENT ASSETS		
Goodwill	4,645	2,678
Other intangible assets	3,138	3,041
Property, plant & equipment	36,759	27,759
Investment property	24	24
Equity-accounted financial investments	699	765
Non-current assets classified as held for sale subject to expropriation	-	5,503
Non-current financial assets	2,450	1,258
Deferred tax assets	2,569	3,259
Other non-current financial assets	344	251
CURRENT ASSETS		
Non-current assets classified as held for sale	258	253
Inventories	7,278	6,315
Trade and other receivables	9,222	8,066
Other current assets	220	137
Other current financial assets	674	532
Cash and cash equivalents	2,677	5,224
TOTAL ASSETS	70,957	65,065
TOTAL EQUITY		
Attributable to equity holders of the parent	23,538	26,878
Attributable to minority interests	3,505	778
NON-CURRENT LIABILITIES		
Subsidies	118	73
Non-current provisions	3,826	2,152
Non-current financial debt	15,345	15,175
Deferred tax liabilities	3,839	3,012
Other non-current liabilities	3,682	3,569
CURRENT LIABILITIES		
Liabilities associated with non-current assets held for sale	32	22
Current provisions	452	213
Current financial debt	4,985	4,186
Trade and other payables	11,635	9,007
TOTAL LIABILITIES	70,957	65,065

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Madrid, November 8, 2012

Repsol has notified The Bank of New York Mellon, as collateral agent and depositary of the American Depositary Shares program of YPF, S.A., the enforcement of the two pledges, over a total of 21,174,920 Class D shares of YPF, S.A. in the form of American Depositary Shares, granted in accordance with the law of the State of New York by Petersen Energía Inversora, S.A. and Petersen Energía, S.A. as security of the loan agreements entered into in February 2008 and May 2011.

Last May 30, 2012, Repsol officially notified the borrowers the early termination of the loan agreements and, since that date, exercises the voting rights corresponding to the pledged shares, acquired today, which represent a 5.38% of the share capital of YPF, S.A.