# REPSOL INTERNATIONAL FINANCE B.V.

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

## EURO 10,000,000,000

## Guaranteed Euro Medium Term Note Programme

**Guaranteed by**

# REPSOL, S.A.

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

This supplement (the ***Supplement***) to the base prospectus dated 3 April 2020, as supplemented on 13 May 2020 (the ***Base Prospectus***), constitutes a supplement, for the purposes of Article 23 of Regulation (EU) 1129/2107, as amended or superseded (the ***Prospectus Regulation***) and is prepared in connection with the Euro 10,000,000,000 Guaranteed Euro Medium Term Note Programme (the ***Programme***) established by Repsol International Finance B.V. (the ***Issuer***) and guaranteed by Repsol, S.A. (the ***Guarantor***). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

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

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

This Supplement has been prepared for the purpose of supplementing the sections of the Base Prospectus entitled "*Documents Incorporated by Reference*" to incorporate by reference certain financial information as of and for the six-month period ended 30 June 2020 in respect of the Guarantor, as well as to supplement the sections entitled "*Risk Factors*", "*Description of the Issuer*", "*Description of the Guarantor and the Group*" and "*General Information*".

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.

**Guarantor's Interim Condensed Consolidated Financial Statements for the first half of 2020**

On 23 July 2020, the Guarantor filed its Interim Condensed Consolidated Financial Statements of Repsol, S.A. and investees composing the Repsol Group for the first half of 2020, including the Limited Review Report and the Interim Management Report (the "**Interim Consolidated Financial Report June 2020**") with the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores – CNMV*). An English-language translation of the Interim Consolidated Financial Report June 2020 has been filed with the CSSF and, by virtue of this Supplement, is incorporated by reference in, and forms part of, the Base Prospectus.

**Documents incorporated by reference**

Both the Issuer and the Guarantor consider advisable, pursuant to Article 23 of the Prospectus Regulation, to incorporate by reference into the Base Prospectus via this Supplement the Interim Consolidated Financial Report June 2020. To that end, the information set out below shall supplement the section "DOCUMENTS INCORPORATED BY REFERENCE" (pages 32 to 36 of the Base Prospectus) through the inclusion of the three (3) following document in the list "Information incorporated by reference": "Repsol, S.A. and investees comprising the Repsol Group Report on limited review of condensed interim consolidated financial statements and and interim consolidated director's Report at June 30, 2020" and "Interim Management Report First Half 2020", as new paragraph (L) and the sections listed below of the unaudited Guarantor's interim consolidated results of the second quarter ended 30 June 2020, document named "Q2 2020 Results July 23,2020", as a new paragraph (M). The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the Prospectus Regulation.

| **"Information Incorporated by Reference** | | **Page References** |
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| **(L)** | **The sections listed below of the Repsol, S.A. and investees comprising the Repsol Group Report on limited review of condensed interim consolidated financial statements and and interim consolidated director's Report at June 30, 2020**<br>https://www.repsol.com/imagenes/global/en/interim_condensed_consolidated_financial_statements_first_half_2020_tcm14-197561.pdf | (top of the page) |
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| | (b) Interim condensed consolidated financial statements for the first half of 2020 - Please note that pages indicated in this reference list for this document are the page numbers indicated at the top left hand-side of the attached pdf document: | 5-37 |
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| **(M)** | **The sections listed below of the unaudited Guarantor's interim consolidated results of the second quarter ended 30 June 2020, document named "Q2 2020 Results July 23, 2020"** https://www.repsol.com/imagenes/global/en/ORI23072020_q2_2020_results_tcm14-197471.pdf | |
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**Risk Factors**

Both the Issuer and the Guarantor consider advisable, pursuant to Article 23 of the Prospectus Regulation, to update the wording of the risk factors titled "*Risks related to uncertainty in the current economic context*" (page 16 and 17 of the Base Prospectus), "*Risks* related *to fluctuations in international commodity prices and demand*" (pages 17 and 18 of the Base Prospectus") with the following, that will replace the relevant sections included in the Supplement:

"**Risks related to uncertainty in the current economic context.**

The COVID-19 pandemic is inflicting high and rising costs worldwide, both human and economic. According to the International Monetary Fund ("IMF" -World Economic Outlook June 2020), global economy is projected to contract sharply by –4,9% in 2020, much worse than during the 2008–09 financial crisis, but also to rebound quicker and grow by 5.4 percent in 2021 as economic activity normalizes, helped by policy support.

In any case, in the current context there is a higher-than-usual degree of uncertainty. On the one hand, since May most countries have already reopened their economies and high-frequency data shows that activity is improving faster than expected. Furthermore, financial conditions have reversed their previous deterioration thanks to rapid policy response. On the other hand, the pandemic is still intensifying in some countries and the risks of outbreaks will persist until there is a treatment or vaccine.

Therefore, economic forecasts and associated risks depend on some factors that interact in ways hard to predict. These include, for example: the pathway of the pandemic; the progress in finding a vaccine and therapies; the intensity and efficacy of containment efforts; the success of the economic policies in both avoiding the tightening in financial conditions and reactivating the activity; or the behavioral changes (such as people avoiding shopping malls and public transportation) after the pandemic. Growth risks relative to the baseline scenario appear biased toward a deeper global growth contraction in 2020 and a shallower recovery in 2021.

For more information, see Note 21 ("Subsequent Events") to the Issuer's financial statements for the year ended 31 December 2019 and "Description of the Guarantor and the Group—Recent Developments".

The global economy also faces other risks. Although global trade tensions have recently eased, it is currently unclear whether a full agreement between the U.S. and China can be reached in the short term. This means that increased tariffs continue to apply for the time being and the risks about a possible increase in tariffs between the U.S. and the European Union remain. This prolonged uncertainty regarding trade policy is negatively affecting investment and the demand for capital goods.

Should any of these risks materialize, this could lead to an abrupt shift in risk sentiment and expose financial vulnerabilities built up over years of low interest rates. Low inflation in advanced economies could become entrenched and constrain monetary policy space further into the future, limiting its effectiveness. The global economy also remains at risk from the effects of climate change.

The Group is exposed to the uncertain macroeconomic context in a number of ways:

- An economic downturn in any of the countries in which the Group operates negatively affects business and consumer confidence, economic activity levels, unemployment trends and the state of the residential and commercial real estate sector. This in turn, may impact the Group's customers, resulting in their inability to pay amounts owed to the Group and may affect demand for the Group's goods and services.

- Should demand for crude oil, gas, electricity or oil derivatives drop beneath the Group's forecasts as a result of an economic slowdown, the results of its main businesses would be adversely affected as this would affect business volume.

- An economic downturn also negatively affects the state of the equity, bond and foreign exchange markets, including their liquidity. This might affect the reasonable value of financial assets and liabilities and increase the Group's financing costs, all of which could give rise to an impairment of the goodwill and the intangible or tangible fixed assets of the Group.

The Group is not able to predict how the economic cycle is likely to develop in the short term or the coming years or whether there will be a return to a recessive phase of the global economic cycle. Any further deterioration of the current economic situation in the markets in which the Group operates could have an adverse impact on the business, financial position and results of operations of the Repsol Group.

***Risks related to fluctuations in international commodity prices and demand.***

World oil prices have fluctuated greatly in recent years and are driven by international supply and demand factors, which are beyond the Group's control.

International product prices are influenced by the price of crude oil and the demand for such products. Also, international prices of crude oil and products affect the refining margin. International oil prices and demand for crude oil may also fluctuate significantly during economic cycles. In addition to the macroeconomic environment, the scenarios associated with the energy transition process and the effects of climate change can also affect the price of other commodities such as electricity and emissions allowances and carbon credits.

The annual average price of a barrel of Brent crude oil has been highly volatile in the last decade, falling from a maximum average of U.S.$111.7/bbl in 2012 to U.S.$43.7/bbl in 2016; annual average was U.S.$71.3/bbl in 2018 and U.S.64.2/bbl in 2019. In respect of gas prices (Henry Hub), prices are also now highly volatile, average of U.S.$ 4.4/Mbtu in 2014, to U.S.$2.5/Mbtu in 2016; annual average was U.S.$3.1/Mbtu in 2018 and U.S.$2.6/Mbtu in 2019. Crude oil and natural gas prices are also influenced by geopolitical factors, including but not limited to, demand in China, India and Japan due to nuclear shutdown, oversupply of crude oil, the strong U.S. dollar and general market volatility.

After the historic impact of COVID-19 on oil demand in Q2-2020, some dynamism has returned to the market, although not without risk. Continued increases in cases in the U.S., Brazil and India have sown doubts on the rebound of consumption due the potential increase of lockdowns. There is also a significant possibility that a second wave of the virus will return in the autumn before any vaccine can be brought to the market. A vaccine in small amounts is expected late in 2020 or early 2021 but that is likely to be limited to the countries that have already placed orders. The existing process for the vaccine's certification has been positive but scientists warn that any mutation of the virus may limit the vaccines effectiveness.

OPEC+ returned to supply management with a historic deal to curb crude supply by 9.7 million barrels a day from May through July, but that cut was reduced to around 7.7-8.2mbpd in August. There is a possibility of cuts to be reduced again before the end of the year. Rebound in oil prices will be determined by how quickly demand returns, refinery utilization increases and how quickly excess oil inventories are drained. June OECD oil stocks rose 18.7mb to 3,324mb. That is 295.9mb higher than June 2019 and 285.9mb above the current 5-year average. But OPEC+ always wanted to return inventories to the level between 2010-14 and inventories are currently 546.4mb above that level. To return to the current 5-year average would require a 1.73mbpd draw in only OECD inventories or the previous 5-year target (2010-14) which would require 3.3mbpd draws. Another risk from the supply side, although less likely, is an increase of U.S. Shale production, but the historic low activity and current price level (~$40/bl) are curtailing any chance for a quick recovery.

Reductions in crude oil and gas prices negatively affect Repsol's profitability and the value of its exploration and production assets and its plans for investment may have to change due to the delay, renegotiation or cancellation of projects. Likewise, any significant decrease in capital investment allocated to acquire, discover or develop new reserves could have an adverse effect on Repsol's ability to replace its crude oil and gas reserves. Any such fluctuations in international prices of crude oil and gas, reference products or other commodities (such as gas, electricity, emissions allowances and carbon credits) as well as demand could have an adverse impact on the business, financial position and results of operations of the Repsol Group."

**Recent developments in the section "DESCRIPTION OF THE ISSUER"**

Both the Issuer and the Guarantor consider advisable, pursuant to Article 23 of the Prospectus Regulation, that the information set out below shall be added at the end of sub-section entitled "**Recent Developments**" in the section **"DESCRIPTION OF THE ISSUER**", added by the supplement dated 13 May 2020 (page 39 of the Base Prospectus):

"*Subordinated bond issuances*

On 2 June 2020 Repsol International Finance B.V. closed two subordinated bond issuances for an aggregate amount of 1,500 million euro, listed on the regulated market of the Luxembourg Stock Exchange:

(i) EUR 750,000,000 undated and subordinated bond (EURO 6-Year Non-Call Undated Deeply Subordinated Securities), at 100% of its face value. The securities will bear interest on their principal amount from (and including) the issue date to 10 June 2026 at a rate of 3.750 per cent per annum, payable annually in arrears commencing on 11 June 2021; and from (and including) 11 June 2026, at the applicable 5 year Swap Rate plus (i) 4.000 per cent per year up to 10 June 2031; (ii) 4.250 per cent per year from (and including) 11 June 2031 up to 10 June 2046; and (iii) 5.000 per cent per year as from (and including) 11 June 2046.; and

(ii) EUR 750,000,000 undated and subordinated bond (EURO 8.5-Year Non-Call Undated Deeply Subordinated Securities), at 100% of its face value. The securities will bear interest on their principal amount from (and including) the issue date to 10 December 2028 at a rate of 4.247 per cent per annum, payable annually in arrears commencing on 11 December 2020; and from (and including) 11 December 2028, at the applicable 5 year Swap Rate plus (i) 4.409 per cent per year up to 10 December 2033; (ii) 4.659 per cent per year from (and including) 10 December 2033 up to 10 December 2048; and (iii) 5.409 per cent per year as from (and including) 11 December 2048.

Settlement took place on 11 June 2020.

*Cash tender offer*

On 2 June 2020 the Issuer launched a tender offer to holders of its outstanding €1,000,000,000 6 Year Non-Call Perpetual Securities (ISIN: XS1207054666) (the "Securities") guaranteed by Repsol, S.A., to tender their Securities for cash subject to the satisfaction (or waiver) of certain conditions at a purchase price equal to 101.20% of the principal amount of the relevant Securities. The offeror would also pay accrued interests in respect of the Securities.

On 3 June 2020 the Issuer announced that the Maximum Acceptance Amount for its invitation to holders of the Securities, which is the maximum aggregate principal amount of Securities the offeror proposed to accept for purchase, had been set at €1,000,000,000.

On 10 June 2020 the Issuer announced the results of its offer and its decision to set the Final Acceptance Amount at €593,723,000 and, therefore, subject to the satisfaction (or waiver) of the condition, to accept for purchase all the Securities validly tendered to the offer in full, with no *pro rata* scaling. On 12 June 2020, the Securities validly tendered were purchased by the Issuer and cancelled."

**Strategy**

Both the Issuer and the Guarantor consider advisable, pursuant to Article 23 of the Prospectus Regulation, that the information set out below shall replace the information included in the sub-section entitled "Strategy" contained in the section **"DESCRIPTION OF THE GUARANTOR AND THE GROUP"** on page 41 of the Base Prospectus:

"In June 2018, Repsol published an updated strategic plan for the years 2018 – 2020, following the early achievement of the targets set out in its strategic plan for the years 2016 – 2020. The current plan is geared towards growth and value creation and is focused on three pillars: (i) improving shareholder return, (ii) profitable portfolio growth and (iii) energy transition.

On 2 December 2019, Repsol announced that it aims to become a net zero emissions company in 2050, with a decarbonisation path through the reduction of its carbon intensity indicator of 10% in 2025, 20% in 2030 and 40% in 2040 (using 2016 as the reference year), respectively. In order to achieve its goal of becoming a net zero emissions company, Repsol intends to apply the best technology, including carbon capture, use and storage and, if necessary, additionally offset emissions through reforestation and other natural climate sinks. Repsol aims that the management of its different business units will be adapted to ensure, in this new scenario, their future profitability and the compliance with sustainability commitments.

For example, Repsol expects that its exploration and production business will prioritise the generation of value and cash over a production increase; industrial businesses will maintain the current position of leadership in refining profitability together with more challenging decarbonisation goals as well as an increase in the production of biofuels and chemical products with a low carbon footprint; new businesses will assume a more ambitious objective of low carbon power generation by 2025.

As at the date of this Base Prospectus, Repsol maintains its target to reduce its carbon intensity indicator of, 3% in 2020 (using 2016 as the reference year), to significantly increase it renewable power generation capacity and to reduce CO2 emissions across all its businesses, reaffirming its commitment to lead the energy transition, in line with the Paris objectives and the United Nations' Sustainable Development Goals.

The Company plans to update the scenarios for the development of its activities and develop a new Strategic Plan for the period 2021-2025, which will be published in November 2020."

**Recent developments in the section "DESCRIPTION OF THE GUARANTOR AND THE GROUP"**

Both the Issuer and the Guarantor consider advisable, pursuant to Article 23 of the Prospectus Regulation, that the information set out below shall replace the information included in the sub-section entitled "***Recent developments***" contained in the section **"DESCRIPTION OF THE GUARANTOR AND THE GROUP"** on pages 42 and 43 of the Base Prospectus:

"*COVID-19*

On 11 March 2020, the World Health Organisation raised the public health emergency caused by the SARS-CoV-2 virus (commonly known as coronavirus, causing the COVID-19 disease) to the status of an international pandemic. The rapid development of the situation, on an international scale, has developed into an unprecedented sanitary, social and economic crisis.

Even amidst these difficult circumstances, Repsol has managed to maintain the safe operation of its businesses, most of which are officially considered essential or strategic activities in the countries where they are present.

*Measures in the context and the evolution of the current economic situation*

On 25 March 2020, the Guarantor announced that its Board of Directors had adopted a series of measures after it assessed the context and the evolution of the current economic situation, particularly the global impact of COVID-19, the downturn in oil and gas market prices and their impact on the Group's business and activities. These measures include:

- reiterating Repsol's commitment to safeguard the health and safety of its employees, customers and suppliers in their dealings with Repsol, as well as to continue with its operations, maintaining the supply of essential energy products and services to society, both critical to sustain key services at the present time; and

- adopting a resilience plan (the "**Resilience Plan 2020**") for all of the Group's business units, taking into account a very challenging macroeconomic environment for this year, which factors in an average price of Brent crude of $35/bbl for the period from April 2020 to December 2020 and a Henry Hub price of $1.8/Mbtu. The Resilience Plan 2020 also sets out a series of initiatives that includes the implementation of further reductions, including reducing its operating expenditure by more than €350 million and its capital expenditure by more than €1 billion in 2020, together with reductions of approximately €800 million in working capital, compared with the metrics in Repsol's original budget for 2020.

  Repsol believes that the flexibility of its asset portfolio, which it believes allows it to take swift investment decisions based on various business scenarios, is a powerful resource to help it deal with this new and complex environment and is key to helping it achieve its objective of a reduction of 26% in planned investment for 2020.

  As of the date of this Base Prospectus and assuming the successful implementation of the measures mentioned above, Repsol expects that its net debt at 31 December 2020 will not increase compared to the Group's net debt at 31 December 2019 and it believes it will be able to cover its short-term debt maturities until 2024, without the need to refinance.

- to not include the 5% reduction of Repsol's total share capital (as of 31 December 2018) in the agenda of the annual general shareholders' meeting due to the current market situation and the circumstances that have arisen as a consequence of COVID-19.

For further information, see section 2.2 "2020 Resilience Plan", as disclosed in the Interim Consolidated Management Report for the first half of 2020 (pages 10 and 11), which are incorporated by reference in this Base Prospectus.

*Impacts of COVID-19*

In this context, COVID-19 has had a significant impact on several of the risks to our businesses. For further information, see "Risk Factors—Risk Factors that May Affect the Issuer's and the Guarantor's Ability to Fulfil Their Obligations under the Securities—Risks Relating to Geopolitical and Macroeconomic Conditions—Risks related to uncertainty in the current economic context" and "Risk Factors—Risk Factors that May Affect the Issuer's and the Guarantor's Ability to Fulfil Their Obligations under the Securities—Risks Related to Repsol's Business Activities and Industry—Risks related to fluctuations in international commodity prices and demand".

However, the global decline in activity and, overall, the strong deterioration of economic conditions as a consequence of the pandemic are impacting the activity of the Group's main businesses:

- *Upstream:*

The results and activities of Upstream have been heavily affected by the weak demand caused by the price environment for crude oil and gas. To mitigate the negative impacts, we have throttled our business accordingly, prompting the segment to lower investment and adjusted operations to protect profitability and asset value.

- The change in investment activity during the period has led to: (i) slower development work at *Akacías* in Colombia; (ii) start-up of YME in Norway put back to 2021; and (iii) minimal drilling activity at non-conventional sides in North America.
- Production has fallen by just over 22 kboe/d as a result of (i) shrinking demand for gas (Algeria, Venezuela, Bolivia, Peru and Indonesia); (ii) temporary closures due to low prices to preserve the value of certain assets (Colombia, Canada and the US Gulf of Mexico); and (iii) production cuts in certain countries (Algeria and Norway).

- *Industrial businesses:*

At Refining, the drop in global demand has prompted the temporary shut-down of refineries across the globe, including Europe. Repsol's refining system has managed to maintain reasonable levels of activity by balancing production, sales and storage capacity, despite a certain throttling of refinery use.

At Chemicals, the gradual recovery of the Chinese economy has been countered by the effective closure of other major markets. Margins have been solid and demand has remained at reasonable levels. The increased reliance on propylene oxide and styrene units was somewhat successful in compensating for the lack of any real market for polyols and polyurethanes destined for the automotive sector.

This price environment has also had a negative impact on the value of inventories, the effect of which is shown in the inventory effect.

- *Commercial businesses*:

Shrinking demand for fuel in the wake of the mobility restrictions and the general decline in economic activity has had a significant impact, especially at our network of service stations and aviation supplies.

In Spain, we witnessed an 85% reduction in demand for fuel at service stations at the height of the containment measures, before recovering to end the period at still 25% below the levels of demand seen in 2019. Demand for kerosene plummeted in the first six months due to lower domestic consumption and the absence of an international market for this product. Meanwhile, the confinement has pushed up demand for heating oil and LPG for domestic use due to increased consumption while people remained at home.

It is also difficult to predict to what extent and for how long the pandemic will continue to impact Repsol's businesses as we move forward. The reduced global demand for crude oil, gas and oil products in response to the slump in economic activity, especially the mobility restrictions in place, may adversely affect prices and the level of production and sales of our businesses. Meanwhile, the deterioration in global financial conditions may also affect the cost of financing, available liquidity or the solvency of our clients and partners under joint ventures, among other possible impacts. The course of the pandemic, the containment measures rolled out by the health authorities and the policies put in place to mitigate the social and economic impact of the crisis will all shape the scope and duration of both the crisis and the subsequent recovery.

For further information on business activities see section 2.1 "Impact of COVID-19" and 5 "Our business performance" and on segments profitability see section 4 "Financial performance and shareholder remuneration", as disclosed in the Interim Consolidated Management Report for the first half of 2020, which are incorporated by reference in this Base Prospectus.

*Annual general shareholders' meeting*

On 8 May 2020, the annual shareholders' meeting of the Guarantor approved, among other things, in respect of shareholder remuneration, to authorise the Board of Directors to continue with the "Repsol Flexible Dividend" programme in substitution of the 2019 final dividend and the 2020 interim dividend and to approve a reduction of share capital through the cancellation of own shares with the intention to offset the dilutive effect of the capital increases to be carried out in 2020.

*Credit ratings*

On 2 April 2020, Moody's announced its decision to downgrade the Guarantor's long-term credit rating to Baa2 from Baa1, with negative outlook.

On 2 April 2020, Fitch announced its decision to maintain the Guarantor's long-term credit rating at BBB but changed the outlook from positive to stable".

**Board of Directors, Senior Management and Employees**

Both the Issuer and the Guarantor consider advisable, pursuant to Article 23 of the Prospectus Regulation, that the information set out below shall replace the information included in the sub-section entitled "***Board of Directors***" contained in the section "**DESCRIPTION OF THE GUARANTOR AND THE GROUP**" on page 50 of the Base Prospectus:

*Board of Directors*

"As of the date of this Base Prospectus, the members of the Board of Directors of the Guarantor are as follows:

| Name | Position |
|---|---|
| Antonio Brufau Niubó ............................................ | Chairman |
| Manuel Manrique Cecilia[(1)] .................................... | Vice Chairman |
| Josu Jon Imaz San Miguel ...................................... | CEO |
| Maite Ballester Fornés............................................ | Director |
| Rene Dahan[(2)] ......................................................... | Director |
| Arantza Estefanía Larrañaga................................... | Director |
| Carmina Ganyet i Cirera ......................................... | Director |

| Name | Position |
|---|---|
| Teresa García-Milá Lloveras .................................. | Director |
| José Manuel Loureda Mantiñán(1) ........................... | Director |
| Ignacio Martín San Vicente .................................... | Director |
| Mariano Marzo Carpio(3) ........................................ | Director |
| Henri Philippe Reichstul ......................................... | Director |
| Isabel Torremocha Ferrezuelo ................................ | Director |
| J. Robinson West .................................................... | Director |
| Luis Suárez de Lezo Mantilla ................................. | Director and Secretary of the Board of Directors |

(1) Nominated for membership by Sacyr, S.A.
(2) Independent Director
(3) Lead Independent Director.

The business address of each of the directors as directors of the Guarantor is Calle Méndez Álvaro, 44, 28045 Madrid, Spain.

There are no conflicts of interest between any duties owed by the directors of the Guarantor to the Guarantor and their respective private interests and/or other duties. The directors of the Guarantor have no principal activities performed by them outside the Guarantor where these are significant with respect to the Guarantor".

**Share capital and major shareholders**

Both the Issuer and the Guarantor consider advisable, pursuant to Article 23 of the Prospectus Regulation, that the information set out below shall replace the information included in the sub-section entitled "***Share capital and major shareholders***" contained in the section "**DESCRIPTION OF THE GUARANTOR AND THE GROUP**" on page 51 of the Base Prospectus:

| Significant shareholders | % of voting rights attributed to shares | | % of voting rights through financial instruments | % of total voting rights |
|---|---|---|---|---|
| | Direct | Indirect | | |
| Sacyr, S.A.(1) | — | 7.545 | — | 7.545 |
| BlackRock, Inc. (2) | — | 4.762 | 0.236 | 4.998 |
| JP Morgan Chase & Co (3) | — | 0.585 | 6.270 | 6.855 |

*(1) Sacyr, S.A. holds its interest through Sacyr Securities, S.A.U., Sacyr Investments S.A.U. and Sacyr Investments II, S.A.U.*
*(2) BlackRock, Inc. holds its interest through several controlled entities. The information relating to BlackRock, Inc. is based on the statement submitted by this company to the CNMV on December 10, 2019, on the share capital amount of 1,527,396,053 shares.*
*(3) JP Morgan Chase & Co holds its stake through a number of controlled entities. The information relating to JP Morgan Chase & Co. is based on the statement submitted by that entity to the CNMV on March 19, 2020 on the share capital amount of 1,566,043,878 shares.*

**General Information**

Both the Issuer and the Guarantor consider advisable, pursuant to Article 23 of the Prospectus Regulation, to replace, in its entirety, the information contained in paragraphs 3 and 4 of the section **"GENERAL INFORMATION"** on page 115 of the Base Prospectus with the following:

"3. To the best of the knowledge of the Issuer and save as disclosed in "*Description of the Guarantor and the Group—Recent developments—COVID-19*" and sections "*Subsequent events*" and "*Future outlook*" in the Issuer's Management Report 2019 (included in the Issuer's financial statements for the year ended 31 December 2019) and Note 21 ("*Subsequent Events*") to the Issuer's financial statements for the year ended 31 December 2019, there has been no material adverse change in the prospects of the Issuer since 31 December 2019 and there has been no significant change in the financial position or financial performance of the Issuer since 31 December 2019.

4. To the best of the knowledge of the Guarantor and save as disclosed in "*Description of the Guarantor and the Group—Recent developments—COVID-19*", there has been no significant change in the financial position or financial performance of the Group since 30 June 2020 and there has been no material adverse change in the prospects of the Guarantor since 31 December 2019."