

Official Notice



Repsol Europe Finance S.à.r.l

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Luxembourg, March 29, 2023

In accordance with Law of 23 December 2016 on market abuse, Repsol Europe Finance S.à.r.l. (the “**Company**”) is filing the attached official notice published by Repsol, S.A. regarding the call of the Annual Shareholders’ Meeting 2023, as well as on the proposals regarding shareholder remuneration and reelection and appointment of Directors.

This official notice has been filed today by Repsol, S.A. (Guarantor of the Company’s Euro 10,000,000,000 Guaranteed Euro Medium Term Note Programme) with the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*).

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Inside information

Madrid, March 29, 2023

The Board of Directors of Repsol, S.A., in its meeting held today, has resolved to call the Annual Shareholders' Meeting which will be held at **the Palacio Municipal de Congresos, Avenida de la Capital de España-Madrid, unnumbered, Campo de las Naciones, Madrid**, at 12:00 p.m. (CEST) on 24 May 2023 on first call and at the same time and place **on 25 May 2023 on second call** according to the following

AGENDA

ITEMS REGARDING THE ANNUAL ACCOUNTS, STATEMENT OF NON-FINANCIAL INFORMATION, RESULTS ALLOCATION AND MANAGEMENT BY THE BOARD

First. Review and approval, if appropriate, of the Annual Financial Statements and Management Report of Repsol, S.A. and the Consolidated Annual Financial Statements and Consolidated Management Report, for fiscal year ended 31 December 2022.

Second. Review and approval, if appropriate, of the proposal for the allocation of results in 2022.

Third. Review and approval, if appropriate, of the Statement of Non-Financial Information for fiscal year ended 31 December 2022.

Fourth. Review and approval, if appropriate, of the management of the Board of Directors of Repsol, S.A. during 2022.

Fifth. Appointment of the Accounts Auditor of Repsol, S.A. and its Consolidated Group for fiscal year 2023.

ITEMS REGARDING SHAREHOLDER'S REMUNERATION

Sixth. Distribution of the fixed amount of 0.375 euros gross per share charged to free reserves. Delegation of powers to the Board of Directors or, by substitution, to the Delegate Committee or the Chief Executive Officer, to establish the terms of distribution for that which may go unforeseen by the General Shareholders' Meeting, to carry out the acts necessary for its execution and to issue as many public and private documents as may be required to fulfil the agreement.

Seventh. Approval of a share capital reduction for an amount of 50,000,000 euros, through the redemption of 50,000,000 of the Company's own shares. Delegation of powers to the Board of

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Directors or, as its replacement, to the Delegate Committee or the Chief Executive Officer, to set the other terms for the reduction in relation to everything not determined by the General Shareholders' Meeting, including, among other matters, the powers to redraft Articles 5 and 6 of the Company's Bylaws, relating to share capital and shares respectively, and to request the delisting and cancellation of the accounting records of the shares that are being redeemed.

Eighth. Approval of a capital reduction for a maximum amount of 132,739,605 euros, equal to 10% of the share capital, through the redemption of a maximum of 132,739,605 own shares of the Company. Delegation of powers to the Board or, by substitution, to the Delegate Committee or the Chief Executive Officer, to resolve on the execution of the reduction, and to establish the other terms for the reduction in relation to all matters not determined by the shareholders at the General Shareholders' Meeting, including, among other matters, the powers to redraft articles 5 and 6 of the Company's Bylaws, relating to share capital and shares, respectively, and to request the delisting and derecognition from the accounting records of the shares that are being redeemed.

ITEM RELATING TO THE EXPRESS AUTHORIZATIONS AND DELEGATIONS REQUESTED FOR THE BOARD OF DIRECTORS

Ninth. Delegation to the Board of Directors of the right to issue fixed-income securities, debt instruments, promissory notes, hybrid instruments and preferred shares in any form permitted by law, both simple and exchangeable for outstanding shares or other pre-existing securities of other entities, and to guarantee the issuance of securities of companies of the Group, leaving without effect, in the unused part, the eighth resolution (section one) of the Ordinary General Shareholders' Meeting held on May 31, 2019.

ITEMS RELATING COMPOSITION OF THE BOARD OF DIRECTORS

Tenth. Re-election as Director of Mr. Antonio Brufau Niubó.

Eleventh. Re-election as Director of Mr. Josu Jon Imaz San Miguel.

Twelfth. Re-election as Director of Ms. Aránzazu Estefanía Larrañaga.

Thirteenth. Re-election as Director of Ms. María Teresa García-Milá Lloveras.

Fourteenth. Re-election as Director of Mr. Henri Philippe Reichstul.

Fifteenth. Re-election as Director of Mr. John Robinson West.

Sixteenth. Ratification of the appointment by co-optation and re-election as Director of Mr. Manuel Manrique Cecilia.

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Seventeenth. Appointment as Director of Ms. María del Pino Velázquez Medina.

ITEMS REGARDING REMUNERATION OF THE COMPANY DIRECTORS

Eighteenth. Advisory vote on the Repsol, S.A. Annual Report on Directors' Remuneration for 2022.

Nineteenth. Examination and approval, if applicable, of the Remuneration Policy for the Directors of Repsol, S.A. (2023-2026).

Twentieth. Approval of three new additional cycles of the Beneficiaries' Share Purchase Plan of the Long-Term Incentives Programmes.

ITEM REGARDING GENERAL MATTERS

Twenty-first. Delegation of powers to interpret, supplement, develop, execute, rectify and formalize the resolutions adopted by the General Shareholders' Meeting.

Regarding shareholder remuneration and under item second on the Agenda, the Board of Directors of Repsol, S.A. has agreed to propose to the General Shareholders' Meeting the distribution of a final dividend of 0.35 gross euros per share in circulation and entitled to this distribution on the payment date, which is expected to take place on July 6, 2023¹. Likewise, it is proposed to the General Shareholders' Meeting, under item six on the Agenda, the distribution of another dividend of 0.375 gross euros per share charged to free reserves, whose distribution is expected for January 2024 on the date specified by the Board of Directors.

On the other hand, in addition to the approval of a share capital reduction through the redemption of a maximum of 50,000,000 of the Company's own shares provided for in item seven of the Agenda, under the following item (eight), it is proposed to the General Shareholders' Meeting to delegate to the Board of Directors the power to execute in whole or in part and at the times it deems most convenient, or not to execute, a second share capital reduction through the redemption of up to a maximum of 132,739,605 own shares, equivalent to 10% of the Company's share capital.

In relation to the composition of the Board of Directors, the Board has agreed, at the proposal of the Nomination Committee, to submit to the General Shareholders' Meeting the re-election of its Chairman, the CEO, Ms. Estefanía, Ms. García-Milá, Mr. Reichstul and Mr. West, as well as the ratification of the appointment and reelection of Mr. Manrique.

¹ Holders of American Depositary Shares (ADSs) may have certain specialties with respect to the payment date.

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Likewise, the Board of Directors has resolved, at the proposal of the Nomination Committee, to propose the appointment of Ms. María del Pino Velázquez Medina as External Independent Director of the Company.

Ms. Velázquez holds a degree in Mathematics with a specialization in Statistics from the Complutense University of Madrid and an MBA from IESE in Barcelona. After starting her professional career at Accenture and A.T. Kearney as a consultant, and working as a member of the Chairman's Office and the senior Strategic Planning team at Banco Santander, she joined the Airtel (Vodafone) team as Customer Service Director, where she was responsible for the strategy and execution of the customer relationship, across all channels. In 1999 she founded the Unísono Group to serve large corporations in everything related to customer experience, whose development and growth she led to reach 9,000 employees and 7 call-center, consulting, automation and digital process outsourcing companies, with a digital transformation, Business Intelligence, AI and consulting division, present in Spain, Chile, Colombia and Scotland. Ms. Velázquez was Chairman of the Board of Directors of Unísono until August 2021, when the company was acquired by the Altice Group and at which time she disassociated herself from the company.

With the appointment of Ms. Velázquez the majority of Independent Directors in the composition of the Board of Directors will reach 73.33%, increasing also the presence of women to 40%, in line with international best practices and the recommendations of the Good Governance Code for listed companies of the National Securities Market Commission (CNMV).