Repsol’s Green Bond Framework

Committed to a low-emissions future
Disclaimer

ALL RIGHTS ARE RESERVED
© REPSOL, S.A. 2017

Repsol, S.A. is the exclusive owner of this document. No part of this document may be reproduced (including photocopying), stored, duplicated, copied, distributed or introduced into a retrieval system of any nature or transmitted in any form or by any means without the prior written permission of Repsol, S.A.

This document does not constitute an offer or invitation to purchase or subscribe shares, in accordance with the provisions of the Royal Legislative Decree 4/2015 of the 23rd of October approving the recast text of the law on the securities market and its implementing regulations. In addition, this document does not constitute an offer of purchase, sale or exchange, nor a request for an offer of purchase, sale or exchange of securities in any other jurisdiction.

This document mentions resources which do not constitute proved reserves and will be recognized as such when they comply with the formal conditions required by the system “SPE/WPC/AAPG/SPEE Petroleum Resources Management System” [SPE-PRMS] [SPE – Society of Petroleum Engineers].

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 and circumstances described in the filings made by Repsol and its affiliates with the Comisión Nacional del Mercado de Valores in Spain and with any other supervisory authority of those markets where the securities issued by Repsol and/or its affiliates are listed.

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

In October 2015, the European Securities Markets Authority (ESMA) published the Guidelines on Alternative Performance Measures (APM), of mandatory application for the regulated information to be published from 3 July 2016. Information and disclosures related to APM used on the present document are included in Appendix I “Alternative Performance Measures” of the Management Report for the full year 2016.
1. Company Overview
2. Our commitments to sustainability
3. Green Bond Framework
4. Financial Position
5. Conclusions
Company Overview
Through the value chain and across the globe

Company overview and strategy

Core businesses:
Upstream and Downstream

~700 kboepd production

~1 Million bpd refining capacity

~2.4 billion boe proved reserves (*)

20% stake in GNF

(*) As of 31/12/2016

(**) As of April 2017

Our shareholders

Caixabank S.A.

Sacyr
Vallehermoso, S.A.

Temasek

Free Float

Institutional Free Float

Retail Investor

77.62%

18.55%
Repsol today
Strategic Plan 2016-2020

PORTFOLIO MANAGEMENT
- Capex flexibility
- Portfolio rationalization

EFFICIENCY
- Synergies and company-wide Efficiency Program

VALUE
- Shift from growth to value delivery
- Competitive and sustainable shareholder remuneration

RESILIENCE
- Integrated model
- Self-financing strategy even in a stress scenario
- FCF breakeven reduction

Long term value capture
- Keep financial and operating discipline: synergies and efficiencies
- Consolidate and extract the current value of our assets
- Manage portfolio to capture maximum value
- Review of projects with a long-term pay back
- Be ready to diversify/adapt traditional businesses

Sustainable value and resilience.
2016 - A year of strategic progress

Company overview and strategy

Group FCF breakeven

- ~$48/Bl in 2015
- ~$42/Bl in 2016
- Target: ~$40/Bl

Divestments

- 10% stake in GNF
- Piped LPG
- Tangguh
- TSP
- Others (eg: LPG Ecuador and Peru)

TOTAL CASH RECEIVED

- €1.9 Bn
- €0.7 Bn
- €0.3 Bn
- €0.1 Bn
- €0.6 Bn

TOTAL CASH RECEIVED

€3.6 Bn

Net Debt

- €11.9 Bn
- Target: €8.1 Bn
- €3.8 Bn

Key Metrics

<table>
<thead>
<tr>
<th>Metric</th>
<th>2015</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>EBITDA CCS (€Bn)</td>
<td>5.1</td>
<td>5.0</td>
</tr>
<tr>
<td>Brent price ($/Bbl)</td>
<td>52.4</td>
<td>43.7</td>
</tr>
<tr>
<td>HH ($/MBtu)</td>
<td>2.7</td>
<td>2.5</td>
</tr>
<tr>
<td>Refining margin Indicator ($/Bbl)</td>
<td>8.5</td>
<td>6.3</td>
</tr>
<tr>
<td>Exchange rate ($/€)</td>
<td>1.11</td>
<td>1.11</td>
</tr>
</tbody>
</table>
Key messages 1Q 2017
Company overview and strategy

Continued delivery on strategic objectives

**Upstream**
- Kboe/d: 
  - 2017 Budget: ~680
  - 1Q17 actual: 693

Production volumes ahead of plan

**Downstream**
- USD/Bbl: 
  - 2017 Budget: 6.4
  - 2017 guidance: 7.1

Refining margin indicator in line with expectations

**Strong EBITDA CCS generation**

- Bn€: 
  - 2017 Budget: ~6.5
  - 1Q17 actual: 1.7

Net Debt/EBITDA in line with projections

- [X]: 
  - 2017 Budget: 1.1
  - 2017 guidance: ~1.1

[1] Refining Margin Indicator
Our commitments to Sustainability
Our commitments to sustainability

Commitment to safety
- Commitment to Zero Accidents by 2020
  - Embedded safety culture
  - Strict asset integrity procedures

Respect for human rights
- Policy on respect for human rights and community relations based on the UN Guiding Principles on Business and Human Rights

Transparency
- Support of EITI since 2003.
- Adherence to Code of Best Tax practices
- Registered at the EU Transparency Register and US Lobby register
- Remuneration disclosure

Excellence in environmental management
- Excellence in spill prevention and response
  - Optimized water&waste management
  - Biodiversity action plans

Promoting a low emissions strategy
- 3.1 million tons GHG emissions avoided by 2013
- Additional avoidance of 1.9 million tons GHG emissions by 2020
  - Committed to the 2DS ambition

Ethical conduct
- Ethics and Conduct Code recently reviewed.
- Anticorruption policy
- Crime prevention model

1.- EITI: Extractive Industry Transparency Initiative

Follow our contribution to sustainable development at: https://www.repsol.energy/en/sustainability/index.cshtml
Our commitments to sustainability

Promoting a low emissions strategy

Energy Efficiency and Climate Change

Our position on climate change

- At Repsol, we share society’s concern over the effect that human activity is having on climate and we believe that two global goals have to be pursued:
  - To fight against climate change and
  - To provide access to affordable energy in order to support economic growth and development

- We set up and deploy ambitious energy efficiency programs to reduce energy consumption and GHG emissions as one of the key elements of our strategy. These programs pursue long term targets which have been made public in order to facilitate their progress by the stakeholders.

- We consider natural gas as the most cost effective solution to promote a structured transition to a low emissions future, specifically in the power generations field. In this sense, our upstream portfolio evolves towards greater percentage of gas versus oil (about 65% in production and 75% in reserves).

- We are convinced that innovation and technological development are essential for ensuring reliable and sustainable energy supply in the long term.

- We support carbon pricing as a policy framework that will contribute to provide our businesses with a clear roadmap for future investments.
Our commitments to sustainability
Promoting a low emissions strategy

Energy Efficiency and Climate Change
Our objective: to avoid 1.9 million tons of GHG emissions annual run rate by 2020.

Board of Directors Commitment
Josu Jon Imaz, CEO, Repsol

- “We must be ambitious in our emission reduction targets and flexible in how we deliver them. We uphold a new model in which the war on climate change, growth and competitiveness are mutually reinforcing”.
- “Decisive and collaborative action is the key to solving one of the greatest challenges of the humanity has ever faced – meeting the planet’s ever – greater energy needs while ensuring sustainability”

- About 150 efficiency actions are taken every year.
- Around 500 M€ of investments planned in GHG emissions reductions and energy efficiency measures by 2020.
- Repsol continues implementing a global energy management system (EnMS) under ISO 50001 standard.
- We are working to recognize and reduce the GHG emissions of our products.
- Numerous R&D+I research projects: Polyol polycarbonate eco-design pilot using CO₂ as raw material an reducing carbon footprint
- Repsol is working to define a plan to mitigate methane emissions and has recently endorsed the Climate and Clean Air Coalition initiative – O&G Methane Partnership promoted by UN Environment
- The company has also endorsed World bank Zero Routine Flaring by 2030 initiative
- We support the Paris Agreement and we are working to ensure that our company is an active part of the solution to climate change.

### Progress

<table>
<thead>
<tr>
<th>Year</th>
<th>CO₂ Mt reduced</th>
</tr>
</thead>
<tbody>
<tr>
<td>2006</td>
<td>-0.56</td>
</tr>
<tr>
<td>2007</td>
<td>-0.27</td>
</tr>
<tr>
<td>2008</td>
<td>-0.18</td>
</tr>
<tr>
<td>2009</td>
<td>-0.38</td>
</tr>
<tr>
<td>2010</td>
<td>-0.87</td>
</tr>
<tr>
<td>2011</td>
<td>-0.44</td>
</tr>
<tr>
<td>2012</td>
<td>-0.44</td>
</tr>
<tr>
<td>2013</td>
<td>-2.5 Mt CO₂ e</td>
</tr>
<tr>
<td>2014</td>
<td>-0.51</td>
</tr>
<tr>
<td>2015</td>
<td>-0.38</td>
</tr>
<tr>
<td>2016</td>
<td>-0.31</td>
</tr>
<tr>
<td>2017</td>
<td></td>
</tr>
<tr>
<td>2018</td>
<td></td>
</tr>
<tr>
<td>2019</td>
<td></td>
</tr>
<tr>
<td>2020</td>
<td></td>
</tr>
</tbody>
</table>

Scenario achieved through reduction measures adopted
2014-2020 progress
-1.2 Mt CO₂ e
Objective
-1.3 Mt CO₂ e
Our commitments to sustainability
Promoting a low emissions strategy

Energy Efficiency and Climate Change
Moving from stakeholders engagement to partnerships

Investors Roadshow

- Repsol hosts periodic meetings with Environmental, Social and Governance (ESG) investors in order to explain its sustainability and climate change strategy.

Sustainability Report

Transparency

Repsol has been recognized as one of the best O&G companies for its Carbon Strategy.

In 2016 our global score has been A-

Carbon Pricing

Paying for Carbon Coalition (PfCC)

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Repsol score (Disclosure)</td>
<td>88</td>
<td>89</td>
<td>98</td>
<td>98</td>
<td>96</td>
<td>100</td>
</tr>
<tr>
<td>Repsol score (Performance)</td>
<td>A</td>
<td>B</td>
<td>A-</td>
<td>B</td>
<td>B</td>
<td>B</td>
</tr>
</tbody>
</table>

Climate Change Initiatives

OGCI – Oil & Gas Climate Initiative
Repsol joint the initiative in June 2015.

In November 4th, the initiative launched the OGCI Climate Investments.

It has been set up to invest one billion dollars over the next decade to accelerate the development of innovative technologies that, once commercialized, have the potential to reduce greenhouse gas emissions on a significant scale.
Green Bond Framework
Green Bond Framework

Description

Repsol Green Bond Framework has been developed with the aim of providing transparency, disclosure, integrity and clarity to investors, and follow the ICMA’s Green Bond Principles

• Repsol’s Green Bond Framework objective is to avoid GHG emissions through the implementation of energy efficiency and low emissions technology investments.

• According to the commitment to energy efficiency and fighting against climate change, Repsol has an ongoing plan with the objective to reduce 1.9 million tons of GHG emissions annual run rate by 2020.

• Eligible projects for the Green Bond will be the refinancing of implemented projects and financing of, or investments in, two Eligible Projects categories solely in our production facilities:
  ✓ a) Energy efficiency projects
  ✓ b) Low emissions technologies

• Eligible Projects include new and on-going eligible investment projects with disbursements since 2014 up to 3 years after to the Green Bond issuance. Currently, the Green Bond scope is 100% focus on the downstream activities, refineries and chemical facilities, in Spain and Portugal to operation improvement

• The eligible investments projects must have a positive environmental impact and shall be aligned with the sustainability policies defined by Repsol under its Sustainability Model.

• Eligible projects identified:

<table>
<thead>
<tr>
<th></th>
<th>Proceeds %</th>
<th>Nº of Projects</th>
<th>Mt CO2eq</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total eligible projects</td>
<td>100</td>
<td>312</td>
<td>1.2</td>
</tr>
<tr>
<td>Refinancing projects</td>
<td>53</td>
<td>179</td>
<td>0.7</td>
</tr>
<tr>
<td>Financing projects</td>
<td>47</td>
<td>133</td>
<td>0.5</td>
</tr>
</tbody>
</table>

"Vigeo Eiris confirms that the Bond intended by Repsol is a “Green Bond” with positive contribution to sustainable development, aligned with the Green Bond Principles “

A copy of the full report from Vigeo – Second Party Opinion on the Sustainability of Repsol’s Green Bond – is available at [https://www.repsol.energy](https://www.repsol.energy)
Repsol Green Bond Framework complies with the ICMA’s four core Green Bond Principles:

- **Use of Proceeds**
  - Proceeds will be allocated to investment projects aimed to **decrease GHG emissions by 1.2 millions of tons of CO2eq.** The GHG emissions reduction plan includes operating improvement actions with no associated investments. Both contribute to meet the avoidance of 1.9 millions of tons of GHG emissions annual run rate by 2020.
  - Two Eligible Projects categories in our production facilities: energy efficiency projects and low emissions technologies.

- **Project Evaluation and Selection**
  - Repsol commits to ensure the **responsible management and sustainable value** of the eligible projects through the integration of ESG criteria, at project level, applying to the whole business divisions of the group, according to its Sustainability Policy.
  - The process of evaluation and selection of projects includes from the proposal of the potentially eligible projects by the Technical Management according to profitability and the GHG emissions avoided, to the monitoring at Corporate level by the Sustainability Division, the Executive Steering Committee and the Green Bond Committee.

- **Management of Proceeds**
  - The use of proceeds will be allocated to the **eligible projects** selected. In case of asset divestment or cancellation of a project, Repsol will use the net proceeds to finance other Eligible Projects which are compliant with the current Green Bond framework.
  - An independent Third Party will verify annually the reporting metrics and the compliance with the Green Bond Principles until the allocation of the net proceeds.

- **Reporting**
  - Repsol will disclose an external public report **on an annual basis** providing: i) the proceeds allocation in respect of the Eligible Projects ii) GHG emissions avoided arising from these Eligible Projects for each category on an aggregate basis by technical typologies, and activity.
4

Financial Position
Financial Position
Financial Strategic Plan 2016 - 2020

Sound track record in managing adverse conditions
Resilient Plan with stronger business profile
Conservative financial policy

Commitment to reduce debt and maintain investment grade

The three Rating Agencies, Standard & Poor’s, Moody’s and Fitch, confirmed and maintained our ratings, BBB-, Baa2 and BBB respectively.

Commitment to maintain shareholder compensation in line with current company level

Maintenance of investment grade is fundamental to our long term strategy
Financial Position

Net Debt Evolution

Net Debt 31st Dec 2015

Operating Cash Flow

Capex

Dividends Paid & Others

Divestments

Net Debt 31st Dec 2016

Targeting FCF Breakeven at $40/Bbl
# Financial Position

## Strong Liquidity Position

<table>
<thead>
<tr>
<th>Bn€</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
<th>2020</th>
<th>2021</th>
<th>2022</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash &amp; Equivalents</td>
<td>4.9</td>
<td>3.9</td>
<td>1.6</td>
<td>1.7</td>
<td>2.0</td>
<td>1.4</td>
</tr>
<tr>
<td>Operating committed Credit Lines</td>
<td>0.5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Structural committed Credit Lines</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0.1</td>
</tr>
</tbody>
</table>

Liquidity as of 31st Dec 2016: 9.3 Bn€

Liquidity covers long term debt maturities beyond 2020.
Cash exceeds 1.3x short term maturities.
Conclusions

• Strategy to create **sustainable value and resilience** through the integrated model and flexibility

• **Maintenance of investment grade** is fundamental to our long term strategy however the objective is to obtain a credit rating of BBB stable thanks to a conservative financial policy

• **Long term commitments to sustainability** and clear implementation path of measures to reach them

• **Totally committed with a low-emissions future**: Ambitious energy efficiency programs to reduce energy consumption and GHG emissions as one of the key elements of our strategy

• Repsol has the ability to issue a green bond following the **ICMA’s Green Bond Principles** (certified by a third party)
For ESG enquiries speak to us by calling (+34) 91 753 55 48, or alternatively, you can send us an email to investorsrelations@repsol.com
Annexes
Green Bond Framework

External review highlights

“Vigeo Eiris confirms that a Bond intended by Repsol to be a “Green Bond” with positive contribution to sustainable development, would be aligned with the Green Bond Principles.

Vigeo Eiris reaches a reasonable level of assurance on the Bond contribution to sustainability:

• **Issuer:** Repsol displays an overall robust ESG performance:
  - Repsol is the leading performer out of 14 European companies in Vigeo Eiris’ “Energy” sector and achieves advanced performance for its Social pillars, while the Environmental and Governance domains are robust.
  - Vigeo Eiris’ assurance that ESG risk factors of Repsol are adequately managed is reasonable, including reputational, human capital, legal and operational risks.

• **Issuance:** The Issuer’s Green Bond framework is coherent with Repsol’s main strategic priorities and is considered to be robust.
  - The net proceeds of the Green Bond will be used to finance and refinance Eligible Projects aimed to avoid GHG emissions and contribute to climate change mitigation, in line with two United Nations Sustainable Development Goals. Objectives and expected benefits associated with the Eligible Projects are visible, precise, relevant and measurable.
  - The processes for categorisation, evaluation and selection of Eligible Projects are clearly defined, made publically available on Repsol’s website, and robust in terms of transparency, bond governance and relevance of defined process and eligibility criteria.
  - The rules for the management of proceeds are clearly defined by the Issuer and would enable a documented and transparent allocation process, based on robust management of proceeds commitments.
  - The Issuer is committed to report annually, publically and until the net proceeds are fully allocated. The reporting commitments and process are robust, covering the fund allocation and environmental benefits of financed projects, reaching an overall reasonable level of assurance on its capacity to report on the Green Bond’s use and impacts.

Beyond the Green Bond Principles requirements, in line with international standards, some ESG factors have been integrated in the evaluation and selection process, covering main ESG risks related to the Eligible Projects. Regarding monitoring and reporting on ESG management, Repsol will report at corporate level through its annual Sustainability Report, and disclose ESG information at facility level (i.e. site sustainability plans), based on a set of ESG KPI”.

A copy of the full report from Vigeo – Second Party Opinion on the Sustainability of Repsol’s Green Bond – is available at [https://www.repsol.energy](https://www.repsol.energy)
Category 1: Energy Efficiency

- Upgrade of equipment: Heat
  Our facilities consume large amount of energy and this energy is produced in heat equipments as boilers, furnaces, etc. Their operation and improvement is a key issue in order to improve our energy performance.

- Upgrade of equipment: Dynamic equipment
  Fluids are moved using dynamic equipments as pumps, compressors, etc. They need a significant amount of energy to work.

- Improvement of operating criteria
  The way facilities are operated is key in order to reduce energy consumption.

- Energy integration
  A cross linked grid with hot and cold streams are working on the facilities. Taking advantage of the opportunity to integrate heat cold streams with hot streams is a key optimization vector in our industrial complexes.

- New units / process scheme modification
  Sometimes major modifications are needed in order to update old process units. These new units are more efficient than previous one.

- Network optimization
  Networks have to be operated in optimal conditions avoiding leaks, unnecessary distances, improve equipment and pipes isolation, etc.

Category 2: Low Emissions Technologies

This category includes other GHG emissions reduction projects no related to energy efficiency one. Precisely, the technologies included will be limited exclusively to the following topics:

- methane emissions mitigation (associated with our gas production plants and gas pipelines),
- reduction of flaring and venting and
- alternative power generation.
**Green Bond Framework**

**Examples of eligible projects**

### Air preheater modifications in Coker and Vacuum furnaces units

- Conversion units furnaces were designed with air preheaters in order to increase their operation efficiency.
- Currently there are technologies (plate exchangers) that allow to increase heat recovery and the amount of flue gases from different units.
- Blowers air/flue gases have limitations when the load of the process units is increased, that is why it is necessary to redesign the system.
- As a result of this high flue gas temperatures and furnace loss efficiencies are obtained.

<table>
<thead>
<tr>
<th>Location</th>
<th>Cartagena - Spain</th>
</tr>
</thead>
<tbody>
<tr>
<td>Typologie</td>
<td>1. Upgrade of equipment: Heat</td>
</tr>
<tr>
<td>Date of Start</td>
<td>2016</td>
</tr>
<tr>
<td>CO₂ reduction</td>
<td>11,000 t/y CO₂</td>
</tr>
</tbody>
</table>

### Replacement steam turbine 621KT-51 by electric motor with speed mechanical regulation

- Raw Gas Compressor (621K-51) is the recycling compressor in Unit 621 [Catalytic Reforming process nº 2] in Puertollano Industrial Complex. It is powered by a condensation turbine (Consumption = 8.3 t/h medium pressure steam).
- The recycling gas flow depends on the process conditions and load of the unit. The current regulation system doesn’t work in optimal conditions (vibration problems) at low flow rates and steam consumption is higher than necessary.

<table>
<thead>
<tr>
<th>Location</th>
<th>Puertollano - Spain</th>
</tr>
</thead>
<tbody>
<tr>
<td>Typologie</td>
<td>2. Upgrade of equipment: Dynamic Equipment</td>
</tr>
<tr>
<td>Date of Start</td>
<td>2016</td>
</tr>
<tr>
<td>CO₂ reduction</td>
<td>8,300 t/y CO₂</td>
</tr>
</tbody>
</table>