

Sustainability Plan for 2016

The United States



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This Sustainability Plan includes a set of actions which, in whole or in part, go beyond what is required by law and are aimed to contribute to sustainable development. Participating companies of Repsol Group have the firm intention to undertake and fulfill them. However, they reserve the right to modify, postpone or cancel their implementation without incurring liability, but undertake to publicly justify these possible cases.

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Our vision of corporate responsibility and the preparation of this Plan

Sustainable development, currently framed by the United Nations 2030 Agenda and its 17 Global Goals, is a responsibility shared by political, social and economic actors that requires decisive action. Corporate Responsibility is our contribution to sustainable development.

We contribute to development by securing the energy supply that is essential for the realization of the fundamental rights of people. We seek to do this not only in compliance with all laws and regulations, but also with relevant international standards as the OECD Guidelines for Multinational Enterprises, the UN Guiding Principles on Business and Human Rights and the international standard ISO 26000: Guidance on Social Responsibility. This involves the incorporation of human rights and environmental stakeholders' concerns and expectations into the decision-making processes of organizations and to proactively identifying, mitigating and, where necessary, offsetting potential negative impacts along the value chain.

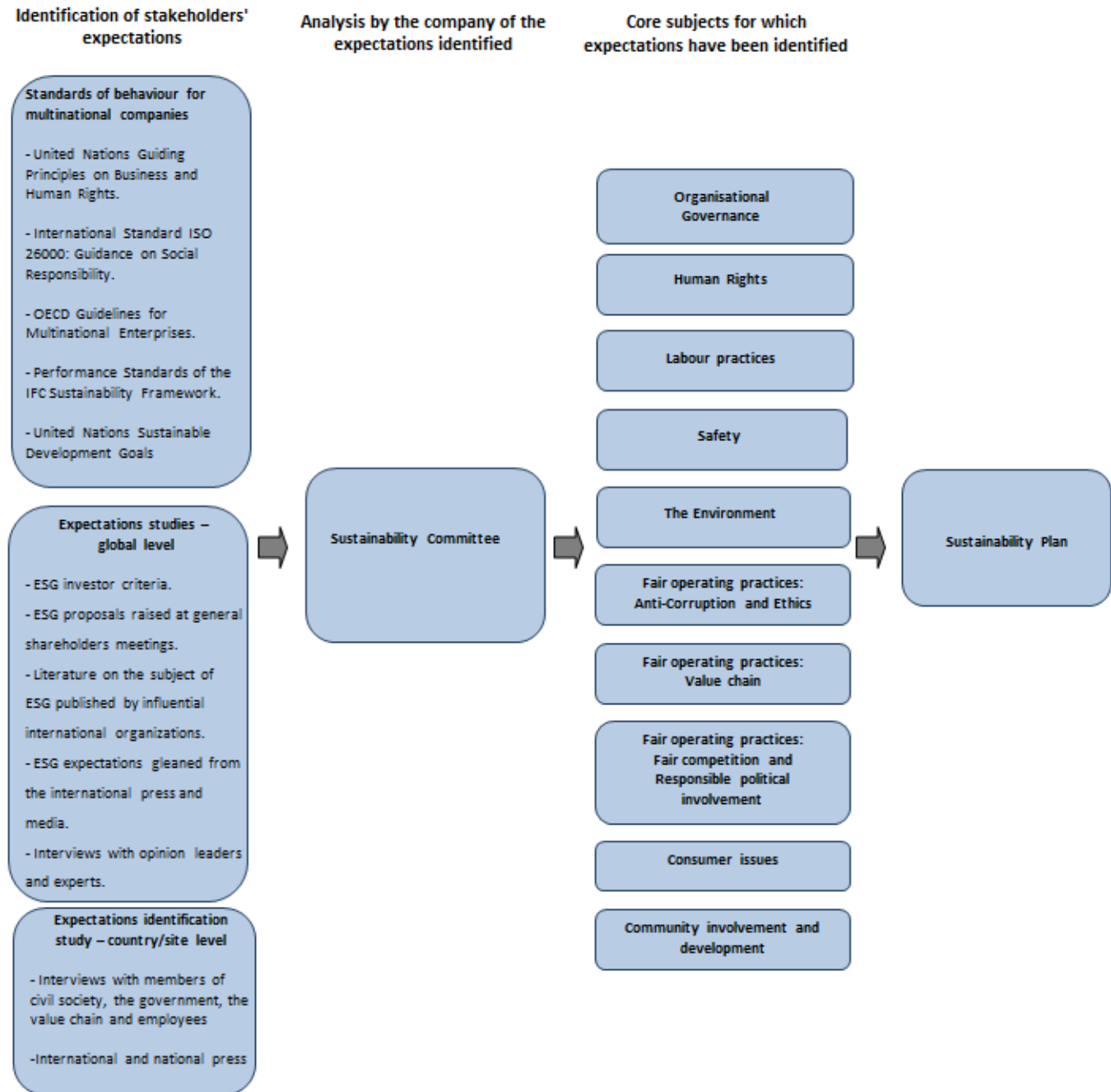
We have identified the concerns and expectations that our stakeholders have on issues related to governance, respect for human rights, safety and other labor practices, environment, management of impacts along the value chain, anticorruption practices, consumers and users issues, and engagement with local communities.

At a global level, this has been carried out through an analysis of the international standards that currently make up the broadest international consensus on the acceptable behavior for a multinational company. In addition, we have developed ad hoc Stakeholder Expectations Surveys to capture country-specific or even site-specific stakeholders' expectations and concerns.

After a process of analysis and consolidation, the results have been looked into by Repsol's Global Sustainability Committee, formed by executive-level representatives of the different business and supporting units of our organization.

This exercise, repeated every year, formally and systematically introduces our stakeholders' expectations and concerns into our decision-making processes. That is a valuable learning process that makes our risk mitigation systems more and more sophisticated and therefore helps setting the course of our organization towards sustainable development.

-Introduction of stakeholders' expectations into the company's decision-making processes-



The result of this analysis is the current Sustainability Plan, which is a public document, the degree of compliance of which will be assessed annually and reported to the company through an annual follow-up report.

Sustainability Plans constitute Repsol contribution to sustainable development and are developed within the company at three levels: global, country level and at operational sites level.

This Plan consists of 20 specific short-term actions with its corresponding implementation indicators, grouped 9 in the ten programs described in the above table, inspired in the core areas of corporate responsibility described in the ISO 26000 International Standard: Guidance on Social Responsibility. These are the areas in which companies have the greatest ability to generate ethical, environmental and social impact.

-Distribution of the actions of the Sustainability Plan for Spain and Portugal by action programs-

Program	Number of actions
Governance	4
Human rights	1
Labor practices	3
Safety	3
The Environment	3
Fair Operating Practices: Anti-Corruption and Ethics	2
Fair Operating Practices: Value chain	1
Consumer issues	1
Community involvement and development	2

With respect to the programs those concerning Governance, Labor practices, The Environment and Safety have been the ones that involve the greatest number of actions.

100% of the actions included in this Plan are linked to the variable remuneration system applied to Repsol's employees, which constitutes the Company's unequivocal commitment to the effective maximization of its contribution to sustainable development.

Stakeholders' expectations and the corresponding actions of the Plan

Program 1

Governance

Organizational governance is the system the company uses to make and implement decisions to achieve its objectives. It is therefore a decisive factor when it comes to integrating Corporate Responsibility principles into all of its activities and transmitting them to its value chain.

It addresses issues related to the highest governing body of the Company; the efficient use of financial, human and natural resources; transparency and accountability; the legal and internal compliance rules of the company, all with the maximum involvement and commitment of the leaders of the organization.

In order to fulfill its stakeholders' Governance-related expectations, the Repsol Group has specific management systems in place, which can be consulted on its corporate website: **repsol.com**.

Furthermore, the company has added the following actions to this Sustainability Plan with which it aims to reinforce its response to the main expectations, as indicated below.

Specific information on each of the actions included in the Governance program of the current Plan is included in the tables below. These tables are sorted in alphabetical order.

ACTION	Communicate Repsol's U.S. Sustainability commitments internally and externally.
DESCRIPTION	We will develop and implement a communication plan to promote the U.S. Sustainability Plan. We will communicate our sustainable business practices and expectations to key vendors, suppliers and contractors.
INDICATOR	Define and complete communication plan Number of communications.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

ACTION	Ensure transparency, integrity and transparency in our financial reporting.
DESCRIPTION	We will create shareholder value and ensure business continuity by managing our business in a financially-responsible manner.
INDICATOR	Completion of annual financial audit by external auditor
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

ACTION	Monitor and evaluate internal controls over U.S. Financial Reporting System.
DESCRIPTION	We will assess and design the controls over financial reporting and develop recommendations to address any gaps.
INDICATOR	Assessment, design and implementation of controls and monitoring. Test of operating effectiveness of controls with action plans for gap remediation.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

ACTION	Monitor the U.S. Legal Inventory Compliance program (PCN)
DESCRIPTION	We will develop a plan to ensure that U.S.-based businesses (in coordination with Legal Services department) conduct a review of the inventory of legal obligations to the government.
INDICATOR	Development of plan to review US legal inventory of obligations.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

Program 2

Human rights

States and companies play different roles in the common effort in favor of Human Rights. While States have the duty to protect Human Rights against those who infringe them, companies have the responsibility to respect Human Rights throughout their operations. This means acting with due diligence to avoid interfering with the degree to which people enjoy these rights and addressing any potential adverse impacts if these occur.

The program envisions a host of actions geared towards internal training, internal and external awareness and regulatory compliance on the subject of human rights, ensuring due diligence is taken at all times and directing efforts to avoid any impact on human rights, respecting the rights of indigenous people and any other vulnerable group, addressing claims and complaints and repairing any possible impact.

In order to fulfill the expectations of its stakeholders in relation to human rights, the Repsol Group has specific management systems in place, which can be consulted on the Company's website **repsol.com**.

Furthermore, the following actions have been assigned to this subject in the current Sustainability Plan, which are aimed at responding to the principal expectations of the company's stakeholders.

Specific information on each of the actions included in the Human Rights program of the current Plan is included in the tables below, arranged alphabetically by issue:

ACTION	Provide Human Rights training to employees. Require that our private security contractors and other temporary contracting agencies provide Human Rights training to employees contracted to Repsol.
DESCRIPTION	We will require U.S. security personnel, private security contractors and all employees to complete Human Rights training. We will include training requirement clause in our security-related contracts.
INDICATOR	Percentage of target audience trained. Inclusion of requirements in security-related contracts.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

Program 3

Labor practices

The term labor practices encompass all policies and practices related to the work performed within, by or on behalf of the company, such as the working hours, remuneration, the recruitment and promotion of workers; disciplinary and grievance procedures; the transfer and relocation of workers; the termination of employment, training and skills development, and health, safety and industrial hygiene.

Labor practices also include representation and participation in collective bargaining, social dialog and tripartite consultations to address social issues related to employment.

In order to fulfill the expectations of its stakeholders in relation to labor practices, the Repsol Group has specific management systems in place, which can be consulted on the corporate website **repsol.com**.

Said systems are reinforced by the following individual actions assigned to this subject in the context of this Plan. These are aimed at responding to the principal expectations of the company's stakeholders, as indicated below.

Specific information on each of the actions included in the Labor Practices Program of the current Plan is included in the tables below, alphabetically arranged by issue.

Culture, Development and Management systems

ACTION	Foster a cohesive "One Repsol" culture in U.S. offices and operations to support integration of Talisman following acquisition.
DESCRIPTION	We will define the communication and Human Resources systems that need to be integrated. We will integrate Houston employees into a single building. We will develop a plan to improve employee workplace satisfaction. We will hold quarterly employeetown halls. We will organize regular employee team building events. We will complete the integration of U.S. external websites.
INDICATOR	Number of systems integrated. Completion of building integration. Number of town halls held. Number of team building events. Completion of website integration.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

ACTION	We will foster a culture that promotes our corporate values.
DESCRIPTION	We will provide training to employees on our corporate values. We will develop and implement a diversity initiative.
INDICATOR	Percentage of targeted employees trained. Completion and implementation of diversity initiative.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

Health employees

ACTION	Promote healthy lifestyles.
DESCRIPTION	We will implement an employee wellness campaign promoting healthy lifestyles. We will support wellness events in our communities.
INDICATOR	Completion of wellness campaign. Number of wellness events.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

Program 4

Safety

Safety is a critical concern in industrial operations, meaning prevention, control and maintenance are of huge importance to the business, as is the need to champion a specific culture and conduct aimed towards safety.

The program seeks to prevent and mitigate safety risks and to ensure that emergencies are controlled and managed accordingly; that incidents are reported and investigated and lessons duly learned; and that applicable law and safety management systems are properly adhered to.

It also envisages a safety-oriented culture and conduct promoted through leadership, training, communication and awareness; incorporating safety-related concerns into our commercial relationships, such as due diligence, rating processes for partners, audits and controls, safety training, and communication and awareness campaigns aimed at our commercial partners.

In order to fulfill the expectations of its stakeholders in relation to safety, the Repsol Group has specific management systems in place, which can be consulted on the corporate website **repsol.com**.

Said systems are reinforced by the following individual actions that have been included in the context of this Plan. These are aimed at responding to the principal expectations of the Company's stakeholders, as indicated below.

Specific information on each of the actions included in the Safety Program of the current Plan is included in the tables below, alphabetically arranged by issues.

Culture and Management Systems

ACTION	Drive continuous improvement in our safety management system.
DESCRIPTION	We will complete the integration of our U.S. Safety Management System documentation. We will evaluate the effectiveness of our safety procedures and program and develop an action plan to address gaps.
INDICATOR	Completion of Safety Management System integration. Completion of evaluation. Completion of action plan. Number of policies, procedures and safe work practices updated.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

ACTION	Foster a culture of safety excellence throughout our offices and operations.
DESCRIPTION	We will complete the following initiatives: conduct a safety culture survey; implement a preventative observation program; implement a safety award program; provide and track safety training for employees; strengthen our safety leadership efforts; and integrate leadership safety requirements into individual performance reviews.
INDICATOR	<p>Completion of safety culture survey.</p> <p>Completion of preventative observation program.</p> <p>Percentage of target audience participation in preventative observation program.</p> <p>Number of leadership safety events.</p> <p>Percentage of target audience trained in leadership safety training.</p> <p>Completion of safety awards program.</p> <p>Number of safety awards earned by employees.</p>
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

Risks Management

ACTION	DYj Y'cd'UbX`ja d`Ya YbhU< UhUFX'A UbU[Ya Ybhdfc[fUa "
DESCRIPTION	We will develop and implement a Hazard Management program.
INDICATOR	Completion of Hazard Assessment program pilot baseline. Completion of 2016 Safety and Environment Critical Elements plan.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

Program 5

The Environment

Today Society faces a significant number of environmental challenges that vary from global problems like climate change or the depletion of natural resources, to other local problems that, nevertheless, can have an important impact on the environment where they occur. These include air or water pollution, the generation of waste or the destruction of ecosystems and biodiversity.

The activity of companies invariably contributes to some of these impacts. And these issues have special relevance in sectors such as oil and gas that are characterized by the performance of extractive or industrial activities in large installations. Therefore, it is necessary that companies identify options that enable them to prevent these impacts, minimize them when unavoidable and correct them.

These options include preventing and mitigating environmental risks and impacts through suitable control mechanisms, proper emergency management, operational efficiency, suitable management of water resources and waste, efficient use of materials, regulatory compliance and environmental management systems.

The program also addresses climate change, environmental and biodiversity protection, and the need to champion an environment-oriented culture and conduct through leadership, training, environmental communication and awareness, ensuring due diligence in our commercial relationships, including partner rating processes, audits and controls, training on the subject of environmental protection, and environmental communication and awareness campaigns, among others.

In order to respond to stakeholders' expectations on the Environment, the Repsol group has specific management systems which can be consulted on the corporate website **repsol.com**.

Additionally, the following actions have been added to the current Plan in order to respond to some of these expectations.

Specific information on each of the actions included in the Environment program of the current Plan is included in the tables below, arranged alphabetically by issue:

Culture and Management Systems

ACTION	Drive continuous improvement of our environmental stewardship programs.
DESCRIPTION	We will maintain and improve our Spill Prevention and Preparedness program and our Groundwater Protection program.
INDICATOR	Evaluation of Spill Prevention & Preparedness program. Evaluation of Groundwater Protection program. Completion of recommended actions plan. Completion of regulation register. Completion of compliance assurance program. Completion of integration of Safety Data Sheet system.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

Operational eco efficiency

ACTION	Improve waste management efficiency in our operations and offices.
DESCRIPTION	We will manage waste in compliance with regulations and in accordance with best management practices. We will improve waste management efficiency. We will maintain a waste tracking system. We will evaluate contractors' waste management processes in our operated assets.
INDICATOR	Reduction of disposed waste. Completion of waste tracking system. Completion of assessment of contractors. Completion of waste facility audits.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

ACTION	Optimize water management.
DESCRIPTION	We will reduce water consumption. We will identify and evaluate water disposal alternatives in our operated assets.
INDICATOR	Reduction of water consumption. Completion of report on water disposal alternatives.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

Program 6

Fair Operating Practices: Anti-Corruption and Ethics

Fair operating practices refer to the way in which organizations deal with others such as business partners, suppliers, contractors, customers, competitors, associations to which they belong, and government agencies and departments.

When ensuring that these relations are carried out in a fair manner, companies have to adapt their practices to criteria such as the prevention of corruption, implementing the necessary policies and practices. They must ensure that their leaders show commitment, motivation and proper supervision when implementing anti-corruption policies, training their employees on how to eradicate bribery and corruption, and offering incentives for any progress made in this regard, encouraging employees, partners and suppliers to report infringements of the company's policies, notifying the authorities of any criminal offences committed and attempting to ensure that the company's partners adopt similar practices.

In order to respond to the company's stakeholders' expectations on this subject, the Repsol group has specific management systems in place which are available at the corporate website **repsol.com**.

Additionally, as part of this Sustainability Plan, the Company has included the following actions in this subject to respond to some of the expectations mentioned, as indicated below.

Specific information on the actions included in the Fair Operating Practices: Anti - Corruption and Ethics program of this plan is included in the tables below:

Culture and Management Systems

ACTION	Include a review of sustainability-related items in U.S. Audit projects.
DESCRIPTION	We will review Corporate Responsibility aspects (Ethics and Conduct, Human Rights, community relations, etc#) in our audit projects. The final report will be shared with the audited groups.
INDICATOR	Completion of audit reports containing Corporate Responsibility aspects.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

ACTION	Reinforce and promote Repsol's high ethical behavior and business practices standards.
DESCRIPTION	We will provide Anti-Bribery/Anti-Corruption and Conflict of Interest Avoidance training to employees. Upon finalization of new global Ethics and Code of Conduct policy, we will provide training to employees.
INDICATOR	Percentage of targeted employees trained.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

Program 7

Fair Operating Practices: Value chain

Fair operating practices refer to how companies conduct their business with other parties, including partners, suppliers, contractors, clients, competitors, associations to which they belong, and government agencies and departments. They are essentially a measure of how ethical a company is in its business with other companies.

The company must attempt to ensure that these relationships are fair, integrating ethical, social and environmental concerns into its purchasing, distribution and recruitment policies; properly monitoring companies with which it has dealings, providing possible support to small and medium-sized enterprises to reach socially responsible objectives, and having proper procurement practices, fair prices, suitable delivery timeframes and stable contracts.

In order to respond to the company's stakeholders' expectations on this subject, the Repsol group has specific management systems in place which are available at the corporate website **repsol.com**.

Additionally, as part of this Sustainability Plan, the Company has included the following actions in this subject to respond to some of the expectations mentioned, as indicated below.

Specific information on each of the actions included in the Fair Operating Practices: Value Chain program of this plan is included in the tables below, arranged alphabetically:

ACTION	Reinforce and promote Repsol's safety and environmental standards.
DESCRIPTION	We will communicate our safety and environmental criteria to vendors, suppliers, contractors and partners throughout our U.S. value chain.
INDICATOR	Completion of communication plan.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

Program 8

Consumer issues

Companies have a series of responsibilities with the clients that buy their products or arrange their services.

These include the obligation to provide sufficient information on the goods acquired; to guarantee the health and safety of customers when using the company's products; to provide efficient and effective customer care services; and to protect the confidentiality of the data gathered over the course of the commercial transaction.

Companies can meet other important objectives on the path towards sustainable development, such as helping to provide basic services to those people lacking them (an absolute must for a company from the energy sector such as Repsol) and promoting products and information that allow us to migrate towards a more sustainable consumption model. They must also factor in to their business everything relating to customer care services, support and resolution of grievances and claims, and personal data protection.

In order to meet the expectations of its stakeholders on the subject of Consumer Issues, the Repsol group has specific management systems in place which can be consulted on the corporate website **repsol.com**

Additionally, as part of the current Plan, the company has included the following actions in this subject which aim to respond to the principal expectations identified among stakeholders.

Specific information on each of the actions included in the Consumer issues program of this plan is included in the tables below, alphabetically arranged by issues:

ACTION	Improve our understanding of customer issues and expectations in the U.S.
DESCRIPTION	We will develop and conduct a customer survey and develop recommended action items.
INDICATOR	Completion of survey. Completion of recommended action plan.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

Program 9

Community involvement and development

Community involvement and development stems from the identification of existing stakeholders and involvement with them in the management and minimization of the impacts that the organization's activities might generate.

Similarly, by actively involving and developing the local community the company can become an asset serving society and the community, although in this process the community frequently raises different and sometimes opposing interests, which the company must weigh up together. Shared responsibility is needed to promote the community's well-being as a common goal. The company must liaise with the different groups representing the community to establish priorities for its social investment, with particular attention paid to vulnerable groups.

Companies can help boost local development by creating jobs, improving relations with public authorities, enhancing the capacities and opportunities of local suppliers, and rolling out cultural, healthcare, social and environmental initiatives and programs.

In order to meet the expectations of its stakeholders on the subject of community involvement and development, the Repsol group has specific management systems in place which can be consulted on the corporate website **repsol.com**.

Additionally, as part of this Sustainability Plan the following actions have been included in the subject of community involvement and development to respond to some of the principal expectations identified by stakeholders, such as those shown below.

Specific information on each of the actions included in the Community involvement and development program of this plan is included in the tables below, alphabetically arranged by issue:

Community involvement & Dialogue

ACTION	Drive continuous improvement in our community relations programs.
DESCRIPTION	We will evaluate the effectiveness of our community relations programs to ensure alignment with our business and sustainability goals. We will monitor community relations issues in our non-operated assets and work to influence our partners to take actions that align with our sustainability goals.
INDICATOR	Completion of evaluation. Completion of recommended action plan.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

ACTION	Organize and promote community investment and employee volunteer opportunities.
DESCRIPTION	We will support strategic local programs that foster community wellbeing; health; economic development ; education and environmental preservation. We will organize and promote employee (and family) volunteer/teambuilding events to serve our community and build esprit de corps.
INDICATOR	Number of community programs sponsored. Number of community volunteers. Number of volunteer hours. Number of employee engagement/volunteer events.
EXECUTION YEAR	2016
CLOSING TO THE ACTION AS OF 31/12/2016	

Process of updating the Plan

This Sustainability Plan is a dynamic document.

Each year we will give an account of the extent to which the actions that make up this Plan have been carried out by publishing a monitoring report.

Moreover, given that the expectations of our stakeholders and the issues that concern them are changeable and subject to the evolution of events during the course of the year, this Plan will be updated annually with new actions or the reformulation of existing ones to adapt them to the new situation.

The successive updates of the plan will leave behind them a trail of completed actions that, collectively, are a contribution of our company to sustainable development.

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