

Sustainability
Plan
2013/2014
for the

United States

2014 Year End Report



Contents

Legal Notice	3
Year End Report on Actions of the Sustainability Plan 2013-2014 for the United States on December 31th, 2014.	4
● Program 1: Organisational Governance	4
● Program 2: Human Rights	10
● Program 3: Labor practices	11
● Program 4: The Environment	15
● Program 5: Fair operating practices	17
● Program 6: Community involvement and development	19

Legal Notice

The Sustainability Plan for the United States 2013-2014 includes a number of actions conceived by Repsol and intended to contribute to sustainable development. Repsol is committed to carrying out in their entirety those actions in the sustainability plan that must be carried out by law, reserving the right to modify, postpone or cancel other actions that are carried out voluntarily, without this entailing any responsibility on the part of Repsol.

© REPSOL, S.A. 2015. All rights reserved. This document is the exclusive property of Repsol, S.A. and its total or partial unauthorised reproduction is totally prohibited and is protected under current legislation. Offenders shall be prosecuted in accordance with the law, both in Spain and other countries. Visualisation, reproduction and copying of the document is permitted exclusively for purposes of dissemination and as long as the ownership of the document is always indicated; it may only be used for other purposes, or altered, with the express and written authorisation of REPSOL, S.A.

Year End Report on actions of the Sustainability Plan 2013-2014 for the United States on December 31th, 2014.

Program 1

Organisational Governance

ACTION	Establish the Corporate Social Responsibility Coordination System in the U.S. in collaboration with the Head Office CSR group.
DESCRIPTION	We will establish a Corporate Social Responsibility Coordination System to align the Company's performance with stakeholder expectations.
INDICATOR	<ul style="list-style-type: none">- Creation of the US CSR Committee.- Meetings of the CSR US Committee held.
YEAR OF IMPLEMENTATION	2013-2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	Fulfilled.
CLOSING TEXT	<p>We have established the Corporate Social Responsibility Coordination System. The US CSR Committee was created and the Sustainability Report was approved by the Committee on the meeting held on 7/10/13.</p> <p>The committee has met twice in 2013 and twice in 2014.</p>

ACTION	Ensure that Repsol's Code of Ethics and Conduct meets U.S. standards and is in accordance with U.S. energy best practices.
DESCRIPTION	<p>We will ensure the Code of Ethics and Conduct is up to date, properly translated in line with U.S. standards and in accordance with U.S. energy best practices.</p> <p>We will publish the Code for U.S. employees.</p>
INDICATOR	<ul style="list-style-type: none"> - Approval from relevant groups in the Corporation for the proposed changes to the Code of Ethics and Conduct. - Publish Code for US employees properly translated and updated to meet U.S. standards.
YEAR OF IMPLEMENTATION	2013-2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	In progress.
CLOSING TEXT	<p>Recommendations have been made regarding the Code of Ethics and Conduct, and have been submitted to Corporate Governance to decide its implementation. The next phase of this will come when the Compliance program recommendations are made by the consultant that is hired to evaluate our current document and suggest changes that will bring it more in line with industry practice.</p>

<p>ACTION</p>	<p>Identify opportunities for continuous improvement of the U.S. Regulatory Compliance Program and the implementation of them.</p>
<p>DESCRIPTION</p>	<p>We will take proactive monitoring of the process of identification, updating and self-assessment of compliance with legal obligations, as well as defined action plans for identified failures to comply.</p>
<p>INDICATOR</p>	<ul style="list-style-type: none"> - Number of added/removed/modified legal obligations. - Percentage of compliance self-assessments carried out every six months. - Number of action plans defined and carried out. - Report of results.
<p>YEAR OF IMPLEMENTATION</p>	<p>2013-2014</p>
<p align="center">CLOSING TO THE ACTION AS OF 31/12/2014</p>	
<p>STATUS</p>	<p>Fulfilled.</p>
<p>CLOSING TEXT</p>	<p>2013</p> <p>The development of the specific actions to achieve this will depend largely on the Compliance program recommendations that are made by the consultant that will be approved in 2014.</p> <p>2014</p> <p>The U.S. Business Units and Corporate Areas are actively maintaining, updating, and certifying their assigned obligations. However, in order to enhance the U.S. Regulatory Compliance Program, an external expert conducted an assessment and review of the program. The final report was issued in October 2014, containing six recommendations specific to the program. Repsol's Compliance & Control division, in Madrid, took part in the final review and is already working to make enhancements to the program.</p>

ACTION	Provide Corporate Social Responsibility training to Repsol employees.
DESCRIPTION	We will develop a training model to be delivered to all Repsol U.S. employees.
INDICATOR	<ul style="list-style-type: none"> - Course developed and available via the training tool. - Percentage of the target audience trained.
YEAR OF IMPLEMENTATION	2013-2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	In progress.
CLOSING TEXT	<p>2013</p> <p>We will develop the Plan in 2014 when the English version of CSR training module is available. Anticipated completion by 2nd quarter 2014. We will have 50% of the target audience trained by 9/30/2014 and 90% of target audience trained by 12/14/2014.</p> <p>2014</p> <p>The Plan has been carried over to 2015 US Sustainability Plan. The training module will be re-launched in 2015 once technical issues with the training module are corrected.</p>

ACTION	Communicate internally and externally Repsol's commitments to this plan.
DESCRIPTION	We will develop a Communications Plan for the U.S. Sustainability Plan.
INDICATOR	<ul style="list-style-type: none"> - Communication Plan of the U.S. Business Unit. - Number of reports (internal and external) related to the commitments acquired by Repsol in this Plan.
YEAR OF IMPLEMENTATION	2013-2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	Fulfilled.
CLOSING TEXT	<p>2013</p> <p>We communicated the passage of the Plan on 8/6/13. We will follow up with an additional announcement by 3/31/14.</p> <p>2014</p> <p>Additional communication will be sent in April 2015, when US Sustainability Plan is finalized and the 2013-2014 is officially closed.</p>

ACTION	Enhance employee knowledge of Repsol's Code of Ethics & Conduct.
DESCRIPTION	We will provide annual employee training on the Code of Ethics & Conduct to ensure employee familiarity with the standards of conduct expected during employees' interactions with outside vendors, government officials, partners and other stakeholders.
INDICATOR	<ul style="list-style-type: none"> - Training program developed. - Percentage of US employees trained on the Code of Ethics and Conduct.
YEAR OF IMPLEMENTATION	2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	Fulfilled.
CLOSING TEXT	<p>The action has been completed with 85% employee participation.</p> <p>The importance of the Code of Ethics and the training requirements were communicated to employees in October 2014.</p>

Program 2

Human Rights

ACTION	Increase awareness on Human Rights amongst our employees at the U.S Business Unit.
DESCRIPTION	We will provide an online course for our employees to specifically provide knowledge and understanding on respect for Human Rights, particularly focusing on the United Nations’ “Protect, Respect and Remedy” Framework on Business and Human Rights international standard adopted by the company.
INDICATOR	% of employees of the U.S Business Unit trained.
YEAR OF IMPLEMENTATION	2013 -2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	Fulfilled.
CLOSING TEXT	We have initiated a training pilot program with HR&O (Human Ressources and Organization) unit. 50% target by 1st quarter 2014 and more than 90% target completed by 12/31/2014.

Program 3

Labor practices

ACTION	Identify opportunities for continuous improvement of our safety practices.
DESCRIPTION	We will carry out safety training programs for employees and contractors working in Repsol's installations.
INDICATOR	<ul style="list-style-type: none"> - Number of safety training programs conducted. - Percentage of the office personnel and offshore employee trained.
YEAR OF IMPLEMENTATION	2013-2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	Fulfilled.
CLOSING TEXT	<ul style="list-style-type: none"> - Percentage of office personnel trained in 2013: 50% Completed / 68% participated. - Percentage of offshore employees trained in 2013: 100%. - Percentage of office personnel trained in 2014 Online Safety Training – 40% participation of which 92% completed all training courses – Safety Courses – 90% participation. - Percentage of offshore employees trained in 2014 – 100%.

ACTION	Identify opportunities for continuous improvement of our health practices and implement health promotion programs.
DESCRIPTION	We will launch health promotion programs offering information relevant to maintaining good health and wellbeing.
INDICATOR	- Evidence of health promotion programs.
YEAR OF IMPLEMENTATION	2013-2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	Fulfilled.
CLOSING TEXT	2013 <ul style="list-style-type: none">- We have sponsored two Teams in the YMCA Dragon Boat Races (Employee Participation).- We have sponsored Woodlands Heart Walk (Employee and family participation). 2014 <ul style="list-style-type: none">- Health promotional programs flu vaccines, health assessments, Spring into Motion Program, Internal communications of health related issues, digital boards projecting health information. All Health programs were turned over to Human resources in 2014.

ACTION	Identify and implement best work environment practices into our U.S. office building.
DESCRIPTION	<ul style="list-style-type: none"> - We will use results from employee satisfaction surveys to implement effective work environment practices in our new building. - We will conduct future surveys to confirm that practices enhance employee satisfaction.
INDICATOR	Action plan defined and implemented based on survey results and employee feedback.
YEAR OF IMPLEMENTATION	2013-2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	Fulfilled.
CLOSING TEXT	<p>2013</p> <p>Through the Change Management Team we will ensure that best practices are included in the new building features and engagement of all employees in functionality.</p> <p>Outcome of satisfaction survey was included as input in the current improvement action plan.</p>
	<p>2014</p> <p>Through the Change Management team and the Employee Satisfaction Survey (ESS) held in June 2014, we have identified and implemented best work environment practices. We have communicated results communicated to all groups and areas for improvement were incorporated in the 2015 Climate Action Plan which addresses climate issues within the office. Our next ESS will be conducted June 2015.</p>

ACTION	Identify opportunities for continuous improvement in workplace satisfaction through the use of employee surveys (internal and external); implement action plans accordingly.
DESCRIPTION	We will administer employee surveys on workplace satisfaction; assess results.
INDICATOR	<ul style="list-style-type: none"> - Number of surveys distributed. - Number of employees that took the surveys. - Summary reports.
YEAR OF IMPLEMENTATION	2013-2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	Fulfilled.
CLOSING TEXT	<p>2013</p> <p>During 2013, Repsol USA ran an employee survey with 82% participation. Survey results have been communicated to various departments. Remaining departments to receive results in Jan 2014.</p> <p>During 2014, the Repsol Group is launching its internal climate survey.</p> <p>2014</p> <p>We conducted an internal survey in March 2014, and an external survey in June 2014. Focus groups held in November 2014. The results were analyzed from both surveys and focus groups and key issues were identified and incorporated into the 2015 Climate Action Plan. The Climate Action plan is addressing key issues such as; Recognition, Development, Employee Engagement, Transparency and Safety. The 2015 Climate Action Plan has been communicated to departments.</p>

Program 4

The Environment

ACTION	Identify opportunities for continuous improvement in our environmental practices.
DESCRIPTION	<p>We will assess gaps between standards and current practices as well as develop actions for improvement.</p> <p>We will implement programs on environment protection according to international Corporate Responsibility Standards.</p> <p>We will provide annual environmental training on compliance with standards.</p>
INDICATOR	<ul style="list-style-type: none"> - Number of programs implemented. - Percentage of personnel trained on compliance with standards.
YEAR OF IMPLEMENTATION	2013-2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	Fulfilled.
CLOSING TEXT	On the following page.

2013

- We carried out three well programs in 2013. Prior to the start of those operations, we had completed a GAP analysis and verified current practices were in compliance with Repsol standards. Of those three programs, we carried out a post completion compliance analysis on all three and determined all three were in full compliance with our internal standards as well as with US standards.
- Of the units determined to need this training, we had 100% participation from each group. Informative awareness training has been conducted with members of our Business Development and Exploration teams here in the US.
- In 2014, we shall carry out the same post operation compliance analysis for all well drilled.
- Further the awareness training for our Corporate Environmental Performance Practices.

CLOSING TEXT

2014

- We have carried out four well programs in 2014 (three in Alaska - AK, one in Gulf of Mexico-GoM). Prior to the start of those operations, a GAP analysis was completed which verified current practices were in compliance with Repsol standards. A post completion compliance analysis was conducted (GoM) and full compliance with our internal standards as well as with US standards was determined.
 - We have conducted Informative awareness training on compliance with standards with members of the Alaska drilling and HSE team. 100% participation.
 - We have conducted informative awareness training on compliance with standards was conducted with members of the GoM drilling and HSE team. 100% participation.
 - In 2015, we shall carry out the same post operation compliance analysis for all AK wells drilled in 2014.
-

Program 5

Fair operating practices

ACTION	Develop and implement annual Foreign Corrupt Practices Act (FCPA) training for employees.
DESCRIPTION	We will implement and develop FCPA training programs for employees to ensure employee familiarity with the requirements of U.S. law and to provide them with the most recent examples of enforcement and developments under this law.
INDICATOR	<ul style="list-style-type: none"> - FCPA training program developed. - Percentage of employees trained.
YEAR OF IMPLEMENTATION	2013-2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	In progress.
CLOSING TEXT	We have implemented FCPA training and 50% of the targeted audience completed in 12/2013. Yearly training going forward.

ACTION	Assessing and monitoring suppliers and contractors' compliance with the company's health, safety, environmental and social standards.
DESCRIPTION	<p>We will include the requirement to be qualified in the ISNetwork (global resource for connecting corporations with safe, reliable contractors/suppliers) in the bidding strategy.</p> <p>Annually, we will monitor consistency with Repsol's standards.</p>
INDICATOR	<ul style="list-style-type: none"> - Implement requirement that suppliers' and contractors' are qualified in the ISNetwork. - Report and assess results annually.
YEAR OF IMPLEMENTATION	2013-2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	In progress.
CLOSING TEXT	<p>2013</p> <p>By 06/30/2014. Compatibility of ISNetwork with our Supplier Management Norms, Policies and Procedures.</p> <p>2014</p> <p>Repsol US business unit has already implemented ISNetwork in all projects.</p>

Program 6

Community involvement and development

ACTION	Contribute to the economic development of local communities through collaboration with local companies.
DESCRIPTION	We will continue considering the benefit of working with local companies in the bidding processes.
INDICATOR	Include local content in tender evaluations.
YEAR OF IMPLEMENTATION	2013-2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	In progress.
CLOSING TEXT	On the following page.

2013

By 06/30/2014. Regulate local content weighting into the bidding process.

2014

The following native corporations were selected through our bidding process encouraging the development of local suppliers:

This has been possible to our management in choosing companies to participate in the bidding process and give each a weight on some of the comparative tabulations. In other cases we have recommended a direct award, always specifying the need and reasons according to purchases and contracts' corporate rules:

- Afognak Leasing – Camps Rental.
- Afognak Leasing – Camp Mob/Demob.
- Nana Management Services – Security Services.
- Nana Management Services – Personnel on Board.
- Nana Management Services – Lodging in Anchorage.
- Kuukpik Arctic Service – Catering and Housekeeping.
- Ahtna – Water Quality and Sampling.
- ASRC – Drilling Engineers.
- North Slope Borough – Utility Services.

Also some affiliated with Native Corporation have been selected through our bidding process:

- Carlile Transportation – Trucking Services.
- Alaska Frontier Constructors – Fuel Distribution.
- SA Exploration – Vibroseis Services.
- SA Exploration – Seismic Acquisition.
- Alaska Frontier Constructors – Ice Road Construction.
- Alaska Frontier Constructors – Sub Reps.
- Alaska Frontier Constructors – Ice Road Stick Pickers.
- Cruz Construction – now owned by CIRI.
- Peak Oilfield Services – now owned by Bristol Bay Native Corp.

CLOSING TEXT

ACTION	Maximize the positive impacts of our social investment in the communities where Repsol's operations take place.
DESCRIPTION	<p>We will develop and implement a Community Investment Plan which will establish the priorities of our social investment.</p> <p>We will also implement a Social Investment Reporting tool to collect information about Social Investment in order to maximize the company's social investment.</p>
INDICATOR	<ul style="list-style-type: none"> - Completion of the Community Investment Plan. - Implementation of the Social investment reporting tool.
YEAR OF IMPLEMENTATION	2013-2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	Fulfilled.
CLOSING TEXT	<p>We have completed:</p> <ul style="list-style-type: none"> - Repsol USA Community Investment Plan (31/3/14). - Repsol USA Social Investment Reporting Tool (31/12/14). - Alaska Community Relations Strategy (1/3/14). - Alaska Community Investment Strategy (1/3/14). - Alaska Stakeholder Engagement Plan (1/3/14). - Alaska Community Investment Reporting Tool (1/3/14). <p>We have prioritized contracts with local businesses; hired local subsistence representatives (contractors) and encouraged our contractors to make hiring local residents a priority.</p>

ACTION	Enhance the Company's visibility and reputation in the areas where Repsol has offices and operations.
DESCRIPTION	We will design and implement a Strategic Reputation Plan with list of defined actions to maximize the benefit of the Company's presence in local communities.
INDICATOR	Evidence of active local involvement. Number of defined actions implemented. Completion of Strategic Reputation Plan. Number of improvement plan actions introduced per year.
YEAR OF IMPLEMENTATION	2013-2014
CLOSING TO THE ACTION AS OF 31/12/2014	
STATUS	Fulfilled.
CLOSING TEXT	On the following page.

2013

Strategic Reputation Plan is in progress. Since 2012, Repsol has significantly increased its local community involvement:

In Alaska, where Repsol is the operator, we have completed:

- Alaska Community Relations Strategy [1/3/14].
- Alaska Community Investment Strategy [1/3/14].
- Alaska Stakeholder Engagement Plan [1/3/14].
- Alaska Community Investment Reporting Tool [1/3/14].
- On the North Slope, we are:
 - Communicating regularly with the local community through community meetings, bulletins and visits.
 - Making significant donations that enhance the quality of life in community, including providing emergency roof repair to the local community center and sponsoring a science exhibit at the local school.

Alaska-wide, we are enhancing Repsol's brand and reputation through:

CLOSING TEXT

- local sponsorships and community investment, such as Iron Dog snow machine race and the Running of the Reindeer.
- employee volunteer campaigns, including Anchorage Clean-up Day.
- more extensive institutional relations.
- targeted stakeholder engagement.

In the Houston area, we are enhancing Repsol's brand and reputation through:

- event sponsorships, such as the MotoGP Grand Prix of the Americas.
 - community investment in local organizations such as Interfaith and YMCA.
 - employee volunteer campaigns, such as the Interfaith Food Drive.
 - more extensive institutional relations, such as involvement in the Chamber of Commerce, the Economic Outlook Conference and the local Economic Development Partnership.
-

2014

We have completed Strategic Reputation Plan. Since 2012, Repsol has significantly increased its local community involvement with more than 200 engagement activities.

We have completed:

- Repsol Community Investment Plan [3/31/14].
- Alaska Community Relations Strategy [1/3/14].
- Alaska Community Investment Strategy [1/3/14].
- Alaska Stakeholder Engagement Plan [1/3/14].
- Alaska Community Investment Reporting Tool [1/3/14].

On the North Slope, we are:

- Communicating regularly with the local community through community meetings, bulletins and visits.
- Making significant donations that enhance the quality of life in community, including providing emergency roof repair to the local community center and sponsoring local educational and cultural events, health fairs and career fairs.

CLOSING TEXT

Alaska-wide, we are:

- Actively investing in community events such as Iron Dog snow machine and the Running of the Reindeer.
- Organizing community volunteer campaigns, including Anchorage and Kenai Clean-up activities and local food drive.
- Engaging stakeholders, including elected officials, governmental agencies, community and native organizations, through meetings, updates and community events.

In the Houston area, we are:

- Raising visibility and enhancing our reputation through major event sponsorships, such as the MotoGP.
 - Investing in the community by donating to local organizations such as Interfaith and the YMCA Bright Life program.
 - Organizing employee volunteer campaigns, such as the Interfaith Food Drive.
 - Engaging stakeholders, including local and state elected officials through meetings, updates and community events.
-

Action items Index

Legal Notice	3
Year End Report on Actions of the Sustainability Plan 2013-2014 for the United States on December 31th, 2014.	4
Program 1: Organisational Governance	4
Establish the Corporate Social Responsibility Coordination System in the U.S. in collaboration with the Head Office CSR group.	4
Ensure that Repsol's Code of Ethics and Conduct meets U.S. standards and is in accordance with U.S. energy best practices.	5
Identify opportunities for continuous improvement of the U.S. Regulatory Compliance Program and the implementation of them.	6
Provide Corporate Social Responsibility training to Repsol employees.	7
Communicate internally and externally Repsol's commitments to this plan.	8
Enhance employee knowledge of Repsol's Code of Ethics & Conduct.	9
Program 2: Human Rights	10
Increase awareness on Human Rights amongst our employees at the U.S Business Unit.	10
Program 3: Labor practices	11
Identify opportunities for continuous improvement of our safety practices.	11
Identify opportunities for continuous improvement of our health practices and implement health promotion programs.	12
Identify and implement best work environment practices into our U.S. office building.	13
Identify opportunities for continuous improvement in workplace satisfaction through the use of employee surveys (internal and external); implement action plans accordingly.	14
Program 4: The Environment	15
Identify opportunities for continuous improvement in our environmental practices.	15

Program 5: Fair operating practices	17
Develop and implement annual Foreign Corrupt Practices Act (FCPA) training for employees.	17
Assessing and monitoring suppliers and contractors' compliance with the company's health, safety, environmental and social standards.	18
Program 6: Community involvement and development	19
Contribute to the economic development of local communities through collaboration with local companies.	19
Maximize the positive impacts of our social investment in the communities where Repsol's operations take place.	21
Enhance the Company's visibility and reputation in the areas where Repsol has offices and operations.	22