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## **REPSOL INTERNATIONAL FINANCE B.V. LAUNCHES CASH TENDER OFFER**

2 June 2020

Repsol International Finance B.V. (the **Offeror**) announces today that it is inviting holders of its outstanding €1,000,000,000 6 Year Non-Call Perpetual Securities (ISIN: XS1207054666) (the **Securities**) guaranteed by Repsol, S.A. (the **Parent**) to tender their Securities for purchase by the Offeror for cash subject to the satisfaction (or waiver) of the New Issue Condition (such invitation, the **Offer**).

The Offer is being made on the terms and subject to the conditions contained in the tender offer memorandum dated 2 June 2020 (the **Tender Offer Memorandum**) prepared by the Offeror in connection with the Offer, and is subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum. Capitalised terms used but not otherwise defined in this announcement shall have the meanings given to them in the Tender Offer Memorandum.

**Holders are advised to read carefully the Tender Offer Memorandum for full details of, and information on the procedures for participating in, the Offer.**

### **Summary**

A summary of certain key terms relevant to the Offer appears below:

<b>Description of the Securities</b>	<b>ISIN / Common Code</b>	<b>Outstanding Principal Amount</b>	<b>First Optional Redemption Date</b>	<b>Purchase Price</b>	<b>Amount subject to the Offer</b>
6 Year Non-Call Perpetual Securities	XS1207054666 / 120705466	€1,000,000,000	25 March 2021	101.20 per cent.	An aggregate principal amount expected to be equal to the aggregate principal amount of the New Securities (as defined below) and to be announced as soon as reasonably practicable after the pricing of the New Securities

### **Rationale**

The purpose of the Offer and the planned issuance of New Securities is, amongst other things, to proactively manage the Offeror's and the Parent's hybrid capital. The Offer also provides Holders with the opportunity to sell their current holdings in the Securities ahead of the upcoming first call date and to subscribe to the New Securities. The transaction is intended to be at least equity credit neutral for the Offeror and Parent.

See also "The Offeror's right to redeem following the repurchase (and cancellation) of 80 per cent. of the Securities" below and "Risk Factors and Other Considerations" in the Tender Offer Memorandum.

### **Purchase Price and Accrued Interest Payments**

The Offeror will, on the Settlement Date, pay for Securities validly tendered and accepted by it for purchase pursuant to the Offer a cash purchase price equal to 101.20 per cent. of the principal amount of the relevant Securities (the **Purchase Price**).

The Offeror will also pay an Accrued Interest Payment in respect of Securities accepted for purchase by it pursuant to the Offer.

In the event of any dispute or controversy regarding the Accrued Interest, the determination of the Offeror shall be conclusive and binding, absent any manifest error.

### **Maximum Acceptance Amount and Scaling**

If the Offeror decides to accept any Securities for purchase pursuant to the Offer, it proposes that the aggregate principal amount of Securities it will accept for purchase pursuant to the Offer will be no greater than an amount to be determined by the Offeror, in its sole discretion, which is expected to equal the aggregate principal amount of the New Securities (as described below) to be issued (the **Maximum Acceptance Amount**), and which the Offeror will announce as soon as reasonably practicable following pricing of the New Securities, although the Offeror reserves the right, in its sole discretion, to accept more than or less than such amount, or to accept none of such Securities, for purchase pursuant to the Offer (the final aggregate principal amount accepted for purchase pursuant to the Offer, being the **Final Acceptance Amount**).

If the Offeror accepts any Securities for purchase pursuant to the Offer and the aggregate principal amount of the Securities validly tendered for purchase is greater than the Final Acceptance Amount, the Offeror intends to accept such Securities for purchase on a *pro rata* basis such that the aggregate principal amount of Securities accepted for purchase pursuant to the Offer is no greater than the Final Acceptance Amount, as further described in the Tender Offer Memorandum.

### **New Issue Condition**

The Offeror announced today its intention to issue up to two series of certain new deeply-subordinated securities guaranteed on a subordinated basis by the Parent (the **New Securities**), subject to market conditions. Whether the Offeror will purchase any Securities validly tendered in the Offer is subject, without limitation, to the successful completion (in the sole determination of the Offeror) of the issue of the New Securities (the **New Issue Condition**).

Even if the New Issue Condition is satisfied, the Offeror is under no obligation to accept for purchase any Securities tendered pursuant to the Offer. The acceptance for purchase by the Offeror of Securities validly tendered pursuant to the Offer is at the sole discretion of the Offeror, and tenders may be rejected by the Offeror for any reason.

*Any investment decision to purchase any New Securities should be made solely on the basis of the information contained in the prospectus to be dated on or about 4 June 2020 prepared by the Offeror in connection with the issue and listing of the New Securities and to be approved by the Commission de Surveillance du Secteur Financier (the **CSSF**) (including any amendment or supplement thereto, the **Prospectus**), and no reliance is to be placed on any representations other than those contained in the Prospectus.*

*For the avoidance of doubt, the ability to purchase New Securities is subject to all applicable securities laws and regulations in force in any relevant jurisdiction (including the jurisdiction of the relevant Holder and the selling restrictions set out in the Prospectus). It is the sole responsibility of each Holder to satisfy itself that it is eligible to purchase the New Securities.*

**Advertisement.** *The Prospectus, when published, will be available on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the Offeror's website ([www.repsol.energy/en/shareholders-and-investors/fixed-income-and-credit-ratings/rif/index.cshtml](http://www.repsol.energy/en/shareholders-and-investors/fixed-income-and-credit-ratings/rif/index.cshtml)).*

*The New Securities, and the guarantee thereof, are not being, and will not be, offered or sold in the United States. Nothing in this announcement or the Tender Offer Memorandum constitutes an offer to sell or the solicitation of an offer to buy the New Securities, or the guarantee thereof, in the United States or any other jurisdiction. Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the United States Securities Act of 1933, as amended (the*

**Securities Act).** *The New Securities, and the guarantee thereof, have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons.*

*Compliance information for the New Securities: MiFID II professionals/ECPs-only/No PRIIPs KID – eligible counterparties and professional clients only (all distribution channels). No sales to EEA or UK retail investors; no key information document has been or will be prepared. See the Prospectus for further information.*

*No action has been or will be taken in any jurisdiction in relation to the New Securities to permit a public offering of securities.*

### **Allocation of the New Securities**

When considering allocation of the New Securities, the Offeror may give preference to those Holders who, prior to such allocation, have validly tendered or have given a firm intention to the Offeror or any Dealer Manager that they intend to tender their Securities for purchase pursuant to the Offer. Therefore, a Holder who wishes to subscribe for New Securities in addition to tendering its existing Securities for purchase pursuant to the Offer may be eligible to receive, at the sole and absolute discretion of the Offeror, priority in the allocation of the New Securities, subject to the issue of the New Securities and such Holder making a separate application for the purchase of such New Securities to a Dealer Manager (in its capacity as a joint bookrunner of the issue of the New Securities) in accordance with the standard new issue procedures of such Dealer Manager. Any such preference will, subject to the sole and absolute discretion of the Offeror, be applicable up to the aggregate amount of Securities tendered or firmly intended to be tendered by such Holder pursuant to the Offer. However, the Offeror is not obliged to allocate any New Securities to a Holder who has validly tendered or indicated a firm intention to tender its Securities for purchase pursuant to the Offer and, if New Securities are allocated, the principal amount thereof may be less or more than the principal amount of Securities tendered by such Holder and accepted for purchase by the Offeror pursuant to the Offer. Any such allocation will also, among other factors, take into account the minimum denomination of the New Securities (being €100,000).

All allocations of the New Securities, while being considered by the Offeror as set out above, will be made in accordance with customary new issue allocation processes and procedures. In the event that a Holder validly tenders Securities pursuant to the Offer, such Securities will remain subject to such tender and the conditions of the Offer as set out in the Tender Offer Memorandum irrespective of whether that Holder receives all, part or none of any allocation of New Securities for which it has applied.

### **The Offeror's right to redeem following the repurchase (and cancellation) of 80 per cent. of the Securities**

Under the terms and conditions of the Securities, in the event that at least 80 per cent. of the aggregate principal amount of the Securities originally issued has been repurchased (and cancelled) by the Offeror, the Parent or any subsidiary of the Parent, including pursuant to the Offer or otherwise, the Offeror may, at its option, redeem all (but not some only) of the remaining outstanding Securities at their principal amount together with any accrued and unpaid interest (including any deferred interest) up to (but excluding) the redemption date, subject to the Offeror having given the holders of the Securities not less than 30 nor more than 60 days' notice and certain other conditions being satisfied.

As at the date of this announcement, it is the intention of the Offeror to exercise its option if such threshold is met and the size of, and proceeds from, the issue of the New Securities are sufficient and the Offeror has accepted all valid tenders of Securities for purchase pursuant to the Offer in full. However, there can be no assurance, in the event such threshold is met, as to whether or when the Offeror will choose to exercise its option to redeem the Securities. Any future decision by the Offeror to redeem the outstanding Securities will depend on various factors existing at that time. No assurance can be given that the 80 per cent. threshold described above will or will not be met pursuant to the Offer or otherwise. However, whether or not the Offer is completed, the Offeror, the Parent and their respective affiliates may, to the extent permitted by applicable law, continue to acquire, from time to time after the Offer, Securities other than pursuant to the Offer, including to reach the 80 per cent. threshold described above.

Holders should note that, if the Offeror becomes entitled to, and decides to, exercise its optional redemption right under the terms and conditions of the Securities, Holders who do not participate in the Offer will receive a lower price for their Securities than they would have done pursuant to the Offer. In addition, during any period when the Offeror may elect to redeem the Securities, the market value of those Securities generally will not rise substantially above the price at which they can be redeemed.

## **Tender Instructions**

In order to participate in, and be eligible to receive the Purchase Price and Accrued Interest Payment pursuant to, the Offer, Holders must validly tender their Securities for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by 4.00 p.m. (London time) on 9 June 2020 (the **Expiration Deadline**), unless extended, re-opened, amended and/or terminated as provided in the Tender Offer Memorandum.

Holders are advised to check with any bank, securities broker or other intermediary through which they hold Securities when such intermediary would need to receive instructions from a Holder in order for that Holder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer by the deadlines specified in the Tender Offer Memorandum. **The deadlines set by any such intermediary and each Clearing System for the submission and withdrawal of Tender Instructions will be earlier than the relevant deadlines specified in the Tender Offer Memorandum.**

**Tender Instructions will be irrevocable** except in the limited circumstances described in the Tender Offer Memorandum.

Tender Instructions must be submitted in respect of a minimum principal amount of Securities of no less than €100,000, being the minimum denomination of the Securities, and may be submitted in integral multiples of €1,000 thereafter. A separate Tender Instruction must be completed on behalf of each beneficial owner

The Offeror may, in its sole discretion, extend, re-open, amend, waive any condition of or terminate the Offer made by it at any time (subject to applicable law), all as further described in the Tender Offer Memorandum.

All announcements will be made by the Offeror by, at least, (i) publication on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://www.bourse.lu), and (ii) the delivery of notices to the Clearing Systems for communication to Direct Participants, and may also be made on the relevant Reuters Insider Screen and/or by the issue of a press release to a Notifying News Service and/or by any other means. Copies of all such announcements, press releases and notices can also be obtained upon request from the Tender Agent, the contact details for which are set out below. Significant delays may be experienced in respect of notices delivered to the Clearing Systems and Holders are urged to contact the Tender Agent for the relevant announcements during the course of the Offer.

The anticipated transaction timetable is summarised below:

### **Events**

### **Times and Dates**

#### ***Commencement of the Offer***

Offer announced. Tender Offer Memorandum available from the Tender Agent and notice of the Offer published on the Luxembourg Stock Exchange's website, the Offeror's website and delivered to the Clearing Systems for communication to Direct Participants.

Tuesday, 2 June 2020

#### ***Announcement of the Maximum Acceptance Amount***

Announcement of the Maximum Acceptance Amount for the Offer.

As soon as reasonably practicable following pricing of the New Securities

#### ***Expiration Deadline***

Final deadline for receipt of valid Tender Instructions by the Tender Agent in order for Holders to be able to participate in the Offer.

4.00 p.m. (London time) on  
Tuesday, 9 June 2020

#### ***Announcement of Results***

Announcement of whether (subject to satisfaction or waiver of the New Issue Condition on or prior to the Settlement Date) the Offeror will accept valid tenders of Securities pursuant to the Offer and, if so accepted, the aggregate principal amount of Securities accepted for purchase pursuant to the Offer and any Scaling Factor (if applicable).

As soon as reasonably practicable  
on Wednesday, 10 June 2020

#### ***Settlement Date***

Subject to satisfaction, or waiver, of the New Issue Condition, expected settlement date for the Offer.

Friday, 12 June 2020

*This is an indicative timetable and may be subject to change. Holders are advised to check with any bank, securities broker or other intermediary through which they hold Securities when such intermediary would need*

*to receive instructions from a Holder in order for that Holder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer by the deadlines set out above.*

For detailed terms of the Offer please refer to the Tender Offer Memorandum which (subject to distribution restrictions) can be obtained from the Tender Agent referred to below.

**BNP Paribas** (Telephone: +33 1 55 77 78 94; Attention: Liability Management Group; Email: [liability.management@bnpparibas.com](mailto:liability.management@bnpparibas.com)); **Citigroup Global Markets Limited** (Telephone: +44 20 7986 8969; Email: [liabilitymanagement.europe@citi.com](mailto:liabilitymanagement.europe@citi.com); Attention: Liability Management Group); **HSBC Bank plc** (Telephone: +44 20 7992 6237; Email: [LM\\_emea@hsbc.com](mailto:LM_emea@hsbc.com); Attention: Liability Management Group); and **Merrill Lynch International** (Telephone: +44 20 7996 5420; Attention: Liability Management Group; Email: [DG.LM-EMEA@bofa.com](mailto:DG.LM-EMEA@bofa.com)).

**Lucid Issuer Services Limited** (Telephone: +44 20 7704 0880; Attention: David Shilson; Email: [repsol@lucid-is.com](mailto:repsol@lucid-is.com)) is acting as Tender Agent for the Offer.

This announcement is released by Repsol International Finance B.V. and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (MAR), encompassing information relating to the Offer described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by José Manuel Diaz Fernandez (email: [diaz.fernandez.jmanuel@repsol.com](mailto:diaz.fernandez.jmanuel@repsol.com)), Director at Repsol International Finance B.V. and David de Cacerés Nuñez (email: [dcaceresn@repsol.com](mailto:dcaceresn@repsol.com)), Finance Director at Repsol, S.A.

**DISCLAIMER** This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Holder is in any doubt as to the contents of the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Securities pursuant to the Offer. None of the Offeror, the Parent, the Dealer Managers or the Tender Agent nor any of their respective directors, employees or affiliates makes any recommendation as to whether Holders should tender Securities pursuant to the Offer. None of the Offeror, the Parent, the Dealer Managers or the Tender Agent (or any of their respective directors, employees or affiliates) is providing Holders with any legal, business, tax or other advice in this announcement. Holders should consult with their own advisers as needed to assist them in making an investment decision and to advise them whether they are legally permitted to tender Securities for cash.

## **OFFER AND DISTRIBUTION RESTRICTIONS**

Neither this announcement nor the Tender Offer Memorandum constitutes an offer or an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable securities laws. The distribution of this announcement and/or the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum come(s) are required by each of the Offeror, the Parent, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. Nothing in this announcement nor the Tender Offer Memorandum constitutes (i) an offer to buy or a solicitation of an offer to sell the Securities (and tenders of Securities in the Offer will not be accepted from any Holders) in any circumstances in which such offer or solicitation is unlawful or (ii) an offer to sell or a solicitation of an offer to buy the New Securities or the guarantee thereof. In any jurisdiction where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and any of the Dealer Managers or any of the Dealer Managers' respective affiliates is such a licensed broker or dealer in such jurisdiction, the Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

*No action has been or will be taken in any jurisdiction in relation to the New Securities or the guarantee thereof that would permit a public offering of securities and the minimum denomination of the New Securities will be €100,000.*

### ***United States***

The Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. person (as defined in Regulation S of the United States Securities

Act of 1933, as amended (each a **U.S. Person**)). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States, to any person located or resident in the United States or to any U.S. Person, and the Securities cannot be tendered in the Offer by any such use, means, instrumentality or facility or from within the United States or by any person located or resident in the United States or by, or by any person acting for the account or benefit of, a U.S. Person. Any purported tender of Securities in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Securities made by any person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States or by any U.S. Person or by use of such mails or any such means, instrumentality or facility will be invalid and will not be accepted.

Neither this announcement nor the Tender Offer Memorandum is an offer of securities for sale in the United States or to U.S. Persons. Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Securities, or the guarantee thereof, have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. Persons.

Each holder of Securities participating in the Offer will represent that it is not a U.S. Person and is not located in the United States and is not participating in the Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the United States and who is not a U.S. Person. For the purposes of this and the above two paragraphs, **United States** means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

### **Italy**

None of the Offer, this announcement, the Tender Offer Memorandum or any other document or materials relating to the Offer have been submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* (**CONSOB**) pursuant to Italian laws and regulations. The Offer is being carried out in Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the **Financial Services Act**) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Accordingly, Holders or beneficial owners of the Securities that are located in Italy can tender Securities for purchase pursuant to the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Securities and/or the Offer.

### **United Kingdom**

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may only be communicated to (1) persons outside the United Kingdom, (2) those persons falling within the definition of investment professionals or high net worth companies (contained in the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Financial Promotion Order**)), (3) those persons falling within Article 43(2) of the Financial Promotion Order, including existing members and creditors of the Offeror, and (4) any other persons to whom these documents and/or materials may lawfully be communicated under the Financial Promotion Order (all those persons together, **Relevant Persons**). Any person in the United Kingdom who is not a Relevant Person should not act or rely on this document.

**France**

This announcement, the Tender Offer Memorandum and any other document or material relating to the Offer have only been and shall only be distributed in France to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129. Neither this announcement nor the Tender Offer Memorandum has been or will be submitted for clearance to or approved by the *Autorité des Marchés Financiers*.