



**REPSOL, S.A.**  
**NOTICE OF CALL TO ORDINARY GENERAL SHAREHOLDERS' MEETING**

By resolution of the Board of Directors of Repsol, S.A. shareholders are called to the Ordinary General Shareholders' Meeting (AGM), which will be held at **the Auditorium of the company's registered office, calle Méndez Álvaro, nº 44, Madrid**, at 12:00 on 7 May 2020 on first call and at the same time and place **on 8 May 2020 on second call**.

The General Shareholders' Meeting will foreseeably be held on **SECOND CALL**, that is, on **8 May 2020**, at the place and date indicated above. Otherwise, due notice will be given sufficiently in advance in an announcement published in the daily press and on the Company's website ([www.repsol.com](http://www.repsol.com)).

**AGENDA**

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

**First.** Review and approval, if appropriate, of the Annual Financial Statements and Management Report of Repsol, S.A. and the Consolidated Annual Financial Statements and Consolidated Management Report, for fiscal year ended 31 December 2019.

**Second.** Review and approval, if appropriate, of the Statement of Non-Financial Information for fiscal year ended 31 December 2019.

**Third.** Review and approval, if appropriate, of the proposal for the allocation of results in 2019.

**Fourth.** Examination and approval, if appropriate, of the creation of the "voluntary reserves not arising from profits" account by recognising an initial charge to the "share premium" account, and transfer of the balance of the "reserves for the transition to the 2007 Spanish General Accounting Plan" account to the "voluntary reserves" account.

**Fifth.** Review and approval, if appropriate, of the management of the Board of Directors of Repsol, S.A. during 2019.

*POINTS REGARDING SHAREHOLDER'S REMUNERATION*

**Sixth.** Increase of share capital in an amount determinable pursuant to the terms of the resolution, by issuing new common shares having a par value of one (1) euro each, of the same class and series as those currently in circulation, charged to reserves, offering the shareholders the possibility of selling the free-of-charge allocation rights to the Company itself or on the



market. Delegation of authority to the Board of Directors or, by delegation, to the Delegate Committee or the CEO, to fix the date the increase is to be implemented and the terms of the increase in all respects not provided for by the General Meeting, all in accordance with article 297.1.(a) of the Companies Act. Application for official listing of the newly issued shares on the Madrid, Barcelona, Bilbao and Valencia stock exchanges through the Spanish Automated Quotation System (*Sistema de Interconexión Bursátil*), as well as on any other stock exchanges or securities markets where the Company's shares are or could be listing.

**Seventh.** Second capital increase in an amount determinable pursuant to the terms of the resolution, by issuing new common shares having a par value of one (1) euro each, of the same class and series as those currently in circulation, charged to reserves, offering the shareholders the possibility of selling the free-of-charge allocation rights to the Company itself or on the market. Delegation of authority to the Board of Directors or, by delegation, to the Delegate Committee or the CEO, to fix the date the increase is to be implemented and the terms of the increase in all respects not provided for by the General Meeting, all in accordance with article 297.1.(a) of the Companies Act. Application for official listing of the newly issued shares on the Madrid, Barcelona, Bilbao and Valencia stock exchanges through the Automated Quotation System (*Sistema de Interconexión Bursátil*), as well as on any other stock exchanges or securities markets where the Company's shares are or could be listing.

**Eighth.** Approval of a reduction of share capital for an amount to be determined in accordance with the resolution, through the cancellation of the Company's own shares. Delegation of powers to the Board of Directors or, as its replacement, to the Delegate Committee or the CEO, to set the other terms for the reduction in relation to everything not determined by the General Meeting, including, among other matters, the powers to redraft articles 5 and 6 of the Company's Articles of Association, relating to share capital and shares respectively, and to request the delisting and cancellation of the accounting records of the shares that are being cancelled.

#### *POINTS REGARDING REMUNERATION OF THE COMPANY DIRECTORS*

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

**Tenth.** Approval of a new Long-Term Incentive Program.

**Eleventh.** Advisory vote on the Repsol, S.A. Annual Report on Directors' Remuneration for 2019.

#### *POINT REGARDING GENERAL MATTERS*



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

#### **RIGHT TO SUPPLEMENT THE AGENDA AND PROPOSE NEW RESOLUTIONS**

Shareholders representing at least three per cent of the capital may request the publication of a supplemental notice of call, including one or several points on the agenda. This request shall be sent through any certifying means, to be received at the registered office within five days after publication of this notice of call, stating the identity of the shareholders exercising the right, the number of shares they hold and the points to be included in the agenda, enclosing the reasons for their proposal or the corresponding proposed resolutions and justification thereof, together with any other relevant documents. The same shareholders representing at least three per cent of the capital may also submit, by any certifying means to be received at the registered office within five days after publication of this notice of call, proposed resolutions, stating reasons, on matters already included or to be included on the agenda, all pursuant to Article 519.3 of the Companies Act. The foregoing is without prejudice to the right of any shareholder, during the General Meeting, to submit alternative proposals or proposals on points that do not need to be included on the agenda, pursuant to the Companies Act.

#### **RIGHT TO ATTEND**

Shareholders whose shares have been registered in the appropriate stock ledger five (5) days prior to the date set for the Shareholders' Meeting and who have the corresponding attendance, proxy and distance voting card may attend and vote.

Attendance, proxy and voting cards shall be issued by the corresponding member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (hereinafter IBERCLEAR) in each case, or by the Company itself. Attendance, proxy and voting cards may be exchanged on the date of the Shareholders' Meeting for other standardized documents for recording attendance, issued by the Company to facilitate drawing-up of the attendance list and exercise of the shareholders' voting and other rights.

For the purpose of verifying the identity of shareholders or their valid representatives, attendees may be asked for proof of identity on entry to the Shareholders' Meeting, presenting their National Identity Document or any other official document generally accepted for these purposes.

#### **REPRESENTATION**

Any shareholder entitled to attend may be represented by a proxy, who need not be a shareholder.



If the name of the proxy is left blank on the proxy form received by the Company, it will be presumed granted in favour of the Chairman of the Board or, in his absence, the Secretary of the General Shareholders' Meeting. The shareholder's proxy may appoint a substitute for voting in cases of conflict of interest.

The voting instructions shall be set out in proxy forms. If the corresponding instruction boxes are not marked, the represented shareholder will be deemed to have issued specific instructions to vote for the proposed resolutions submitted by the Board.

Save otherwise indicated by the represented shareholder, the proxy will be deemed extended to proposed resolutions not submitted by the Board of directors or any business which, although not included on the agenda, may lawfully be put to the vote at the General Shareholders' Meeting.

If the proxy is extended as per the preceding paragraph, unless otherwise indicated by the represented shareholder, the latter will be deemed to have issued specific instructions to vote against the proposal.

Pursuant to Articles 523 and 526 of the Companies Act, shareholders are informed that: (i) the Chairman of the Board of Directors and other Board members may be in a situation of potential conflict of interest in respect of points fifth (*Review and approval, if appropriate, of the management of the Board of Directors of Repsol, S.A. during 2019*) and eleventh (*Advisory vote on the Repsol, S.A. Annual Report on Directors' Remuneration for 2019*) of the Agenda; (ii) the CEO may be in a situation of potential conflict of interest in respect of point ninth (*Approval of three new additional cycles of the Beneficiaries' Share Purchase Plan of the Long-Term Incentives Programmes*) and tenth (*Approval of a new Long-Term Incentive Program*) of the Agenda; and (iii) if one or any of the proposals contemplated in the Companies Act, Art. 526, sections (b) (removal or cessation) or (c) (exercise of a corporate action for liability), the director or directors affected by those proposals would be in a conflict of interest for the voting thereof.

The shareholder shall notify the designated representative in writing or by electronic means of the proxy granted in his favour. If the proxy is granted in favour of a member of the Board of Directors, notification shall be deemed made upon receipt by the Company of the proxy documents.

The shareholder shall also notify the Company, in writing or by electronic means, of both the appointment of a proxy and revocation, if appropriate.

The Company shall be notified of the appointment of a proxy as follows: (i) by post, sending the attendance, proxy and distance voting card to the Shareholder Information Office; (ii) online, when the shareholder grants the proxy via the Company's website ([www.repsol.com](http://www.repsol.com));



or (iii) in person, upon presentation by the proxy of the attendance, proxy and distance voting card for inclusion in the shareholder entry register on arrival at the time and place indicated for the Shareholders' Meeting.

Personal attendance at the Shareholders' Meeting by any shareholder who has granted a proxy, or exercise by that shareholder of distance voting, by electronic means or by post, shall automatically revoke the appointment of the designated proxy.

### **RIGHT TO INFORMATION**

In addition to the provisions of Articles 197 and 520 of the Companies Act, from the date of publication of this notice of call to the date of the General Shareholders' Meeting, the following information and documents shall be permanently posted on the Company's website ([www.repsol.com](http://www.repsol.com)), save in the event of force majeure or technical impossibility beyond its control:

1. The notice of call to the Ordinary General Shareholders' Meeting.
2. The total number of shares and voting rights existing at the date of the meeting.
3. The Annual Financial Statements of Repsol, S.A. and the Consolidated Annual Financial Statements of the Repsol Group for the year ended 31 December 2019.
4. The Auditors' Reports on the Annual Financial Statements of Repsol, S.A. and the Consolidated Annual Financial Statements of the Repsol Group for the year ended 31 December 2019.
5. The Management Report of Repsol, S.A. and the Consolidated Management Report, which includes the Statement of Non-Financial Information, of the Repsol Group for the year ended 31 December 2019.
6. The Independent verification report on the Statement of Non-Financial Information included in the 2019 Consolidated Management Report of the Repsol Group.
7. The text of the proposed resolutions corresponding to the points on the agenda and the reports by the Board of Directors on each of the proposed resolutions corresponding to the points on the Agenda including additionally the reports and/or proposals of the Nomination Committee regarding points sixth, seventh and eighth of the Agenda.
8. The Annual Report on Corporate Governance for the year ended 31 December 2019.
9. The Repsol, S.A. Report on Directors' Remuneration for the year ended 31 December 2019.



10. The currently valid consolidated texts of the Bylaws, Regulations of the General Shareholders' Meeting and Regulations of the Board of Directors.
11. The report regarding the External Auditor Independence.
12. The Activity Report of the Audit and Control Committee for the year ended 31 December 2019.
13. The model attendance, proxy and voting card for the Ordinary General Shareholders' Meeting.

As from the date of publication of the notice of call, shareholders are entitled to examine at the registered office (Calle Méndez Álvaro, nº 44, 28045 Madrid) or request the immediate dispatch, free of charge (by e-mail with acknowledgement of receipt if the shareholder accepts this method or do not inform the company of the e-mail address ) copies of all the documents listed in paragraphs 1 - 13 above for or related with the Ordinary General Shareholders' Meeting. Requests for these documents shall be made by telephone on no. 900 100 100, by e-mail to [infoaccionistas@repsol.com](mailto:infoaccionistas@repsol.com) or by mail addressed to the Shareholders' Information Office is located at calle Méndez Álvaro nº 44, 28045 Madrid.

In addition, from the publication of this notice up to the fifth calendar day (inclusive) prior to the date of the General Meeting, shareholders may request in writing further information or clarifications or submit such written questions as they may deem fit in respect of the points on the agenda. In the same form and time, shareholders may request written explanations on (i) the information available to the public submitted by the Company to the National Securities Market Commission since the date of the previous General Shareholders' Meeting, i.e. since 31 May 2019; and (ii) the Auditors' Reports on the Annual Financial Statements of Repsol, S.A. and the Consolidated Annual Financial Statements of the Repsol Group for the year ended 31 December 2019. The foregoing is without prejudice to the right of any shareholders to request orally, during the Ordinary Shareholders' Meeting, such information or explanations as they may consider necessary on the matters included on the agenda, or to request such explanations as they may deem fit on the information contemplated in indents (i) and (ii) above.

#### **DISTANCE VOTING AND PROXIES PRIOR TO THE GENERAL SHAREHOLDERS' MEETING**

##### **1. Voting by distance communication prior to the General Shareholders' Meeting**

Pursuant to Article 23 of the Articles of Association and Article 7 of the Regulations of the General Shareholders' Meeting, shareholders entitled to attend may vote through distance



communication on the proposals regarding the points on the Agenda prior to the date of the General Meeting, provided the identity of the voting shareholder is duly guaranteed.

### **1.1 Means for distance voting**

The means of communication valid for distance voting are as follows:

#### *(i) Postal vote*

To vote by post on the points on the Agenda, shareholders must complete and sign the “Distance Voting” section of the attendance, proxy and distance voting card issued by the member of IBERCLEAR with which they have deposited their shares or by the Company itself.

Once the appropriate section of the card has been completed and signed, the shareholder must send it to the Company, for the attention of the Shareholder Information Office at Calle Méndez Álvaro, nº 44, 28045 Madrid.

If the card issued by the member of IBERCLEAR does not incorporate the “Distance Voting” section or if it is incomplete, the shareholder may use the model card available on the Company’s website ([www.repsol.com](http://www.repsol.com)). That card, duly signed, must be sent to the Company together with the corresponding card issued by the member of IBERCLEAR, which must also contain the signature of the voting shareholder.

#### *(ii) Electronic vote*

Shareholders may vote on the points on the Agenda for the Shareholders’ Meeting through the company’s website ([www.repsol.com](http://www.repsol.com)), entering the Ordinary Shareholders’ Meeting 2020 page and following the procedure established there, provided the shareholder has an electronic DNI (national identity document) or a recognised or advanced electronic signature, based on a recognised, valid electronic certificate issued by *Entidad Pública de Certificación Española* (CERES), of *Fábrica Nacional de Moneda y Timbre*, and uses one of these means to identify himself.

### **1.2 Specific rules for distance voting**

#### *(i) Voting indications*

If the shareholder sending a distance vote fails to mark any of the boxes provided for any of the points on the Agenda, he will be presumed to vote for the Board’s proposal.



*(ii) Receipt by Company*

In order to be valid and in accordance with what is indicated below in the section on special measures related to the 2020 General Shareholders meeting regarding the coronavirus disease, postal or electronic votes must be received by the company no later than 12:00 pm on the day of the Shareholders' Meeting.

After this time, the company will only accept the votes cast at the general meeting.

**2. Distance proxies**

Pursuant to Article 24 of the Bylaws and Article 8 of the Regulations of the General Shareholders' Meeting, shareholders entitled to attend may grant a proxy for voting, prior to the date of the General Meeting, provided the identity of the participants is duly guaranteed.

**2.1 Means for granting proxies**

The means of communication valid for distance proxies are as follows:

*(i) Postal proxy*

To grant proxies by post, shareholders must complete and sign the "Proxy" section of the attendance, proxy and distance voting card issued by the member of IBERCLEAR with which they have deposited their shares or by the Company itself.

This section must be signed by the shareholder and sent to the Company, for the attention of the Shareholder Information Office at Calle Méndez Álvaro, nº 44, 28045 Madrid or to the designated proxy for presentation at the General Shareholders' Meeting.

If the card issued by the member of IBERCLEAR does not incorporate the "Proxy" section or if it is incomplete, the shareholder may use the model card available on the Company's website ([www.repsol.com](http://www.repsol.com)). That card, duly signed, must be sent to the Company together with the corresponding card issued by the member of IBERCLEAR, which must also contain the signature of the shareholder granting the proxy.

*(ii) Electronic proxy*

Shareholders may grant proxies through the company's web site ([www.repsol.com](http://www.repsol.com)), entering the Ordinary Shareholders' Meeting 2020 page and following the procedure established there, provided the shareholder has an electronic DNI (national identity document) or a recognised or advanced electronic signature, based on a recognised, valid electronic certificate issued by



Entidad Pública de Certificación Española (CERES), of Fábrica Nacional de Moneda y Timbre, and uses one of these means to identify himself.

## **2.2 Specific rules for distance proxies**

Distance proxies will be subject to the general rules established for representation at Shareholders' Meetings in respect of (i) blank proxies received by the Company; (ii) the issuing of specific voting instructions, consisting of voting in favour of the proposed resolutions submitted by the Board of Directors if the voting instruction boxes are not marked; (iii) extension of the proxy to proposed resolutions not submitted by the Board of Directors and any business not included on the Agenda that may be transacted at the Shareholders' Meeting; and voting instructions in those cases; and (iv) the necessary notification to the designated representative of the proxy granted in his favour, or revoked, as the case may be.

In order to be valid and in accordance with what is indicated below in the section on special measures related to the 2020 General Shareholders meeting regarding the coronavirus disease, postal or electronic proxies must be received by the company no later than 12:00 pm on the day of the Shareholders' Meeting.

At the date and place of the General Shareholders' Meeting, proxies must prove their identity, showing their National Identity Document or any other official document generally accepted for these purposes, together with the attendance, proxy and voting card or a print-out of the electronic proof of proxy, as the case may be, so that the company can confirm the proxy granted.

## **3. Rules common to distance voting and distance proxies**

### *(i) Confirmation of distance vote or distance proxy*

The validity of votes cast and proxies granted through distance communication is subject to checking of the particulars supplied by the shareholder against those contained in the file supplied by IBERCLEAR. In the event of any discrepancy between the number of shares indicated by the shareholder in the proxy form or distance voting form and those indicated in the aforesaid file, the number of shares indicated by IBERCLEAR will prevail for the purposes of quorum and voting.

### *(ii) Rules of priority*

Personal attendance of the general meeting by a shareholder who has previously granted a proxy or voted through distance communication, by whatsoever means used, will render that distance proxy or vote void.



If a shareholder validly issues both a distance vote and a proxy, the former will prevail. Similarly, electronic votes and proxies will prevail over those sent by post.

Electronic votes and proxies may be rendered void through express revocation by the shareholder through the same means.

If the Company receives two or more postal votes from the same shareholder, the latest such vote received shall prevail. The same rule will be applicable if the Company receives by post two or more proxies from the same shareholder.

Any of the joint holders of shares deposited may vote, grant proxies or attend and the rules of priority established in this section will be applicable between them. Pursuant to section 126 of the Companies Act, the joint holder is presumed to be designated by the remaining joint holders to exercise their shareholders' rights every time he takes any action (proxy, voting or attendance, in person or distance).

*(iii) Other provisions*

The Company may adapt the means to confer distance proxy and for distance voting at the General Shareholders' Meeting, with proper safeguards in the cases of non-resident shareholders in Spain, qualified investors and other analogous cases.

The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and proxy mechanisms for technical or security reasons. The Company further reserves the right to request additional identification from shareholders as and when it may deem fit to guarantee the identity of those concerned, the authenticity of the vote or proxy and, in general, the legal certainty of the General Shareholders' Meeting.

The Company will not be responsible for any damages caused to shareholders through unavailability, maintenance and effective functioning of its website and the services and contents provided through such site, or for any faults, overrun, overload, fallen lines, connection faults or whatsoever other similar incidents beyond the Company's control, which prevent use of the electronic voting and proxy mechanisms.

Electronic voting and proxy mechanisms will be available online from 7 April 2020 to 12:00 pm on the day of the Shareholders' Meeting..

In any aspects not expressly contemplated in these procedures, the General Conditions set out in the Legal Notice on the company's web site will be applicable.

**PRESENCE OF NOTARY**



The Board of Directors has requested the presence of a Notary to take the minutes of the General Shareholders' Meeting.

#### **ELECTRONIC SHAREHOLDERS FORUM**

In pursuance of Article 539.2 of the Companies Act and as of the date of the notice of call to the General Shareholders' Meeting, the Company has enabled an Electronic Shareholders' Forum on its website ([www.repsol.com](http://www.repsol.com)), accessible with due guarantees by both individual shareholders and any voluntary associations that may be formed in accordance with current regulations, to facilitate communication prior to the General Shareholders' Meeting.

Proposals to supplement the Agenda as it appears in the notice of call, requests for support for those proposals, initiatives to reach a sufficient percentage to exercise a minority shareholders' right contemplated in law and offers of or requests for voluntary representation may all be published in the Forum.

The Forum is not a communication channel between the Company and its shareholders and is enabled for the sole purpose of facilitating communication among the Company's shareholders prior to the Shareholders' Meeting.

To enter the Forum, shareholders must obtain a specific password on the Company's website ([www.repsol.com](http://www.repsol.com)), following the instructions and terms of use of the Forum established within the section on the Ordinary Shareholders' Meeting 2020. Participants will generally obtain clearance to obtain the password using their electronic DNI or a recognised or advanced electronic signature, based on a recognised, valid electronic certificate issued by *Entidad Pública de Certificación Española (CERES)*, of *Fábrica Nacional de Moneda y Timbre*.

#### **SPECIAL MEASURES ADOPTED FOR THE 2020 GENERAL SHAREHOLDERS' MEETING WITH RESPECT TO THE CORONAVIRUS DISEASE**

The holding of the 2020 General Shareholders' Meeting is a need that cannot be postponed so that the Company can continue to successfully pursue its business and achieve its objectives in the interests of all of its shareholders and other stakeholders.

This need must be combined with strict compliance with the Government's declaration of a state of alarm and with the absolute commitment of Repsol's Board of Directors to protect the the health of everyone involved in the organisation and holding of the General Shareholders' Meeting (including the shareholders themselves, their representatives and the employees of the company and its suppliers), as well as with the active collaboration with the relevant authorities to control the spread of coronavirus disease and the risk to public health that it represents.



For these reasons, given the current restrictions imposed on people's free movement and those that may remain in force at the time of the General Meeting, the Company has decided:

- i. To strictly limit access to the Rooms where the General Meeting is held to shareholders who wish to physically participate in it (or their representatives) and to those persons who must attend or whose participation is considered necessary for the best development of the meeting.
- ii. To not open premises for the physical delivery of the attendance, proxy, and distance voting cards
- iii. To suspend the traditional cocktail that takes place after the Shareholders' Meeting.
- iv. To cancel the delivery of the traditional commemorative gift.

In addition, for the reasons set out hereinabove, it is strongly recommended that all shareholders use the various channels provided to them in order to grant their proxy and distance vote. For these purposes, it is reminded that they may do so by Internet ([www.repsol.com](http://www.repsol.com)), by sending the attendance, proxy and distance voting card to the Company by post to the attention of the Shareholders' Information Office, Calle Méndez Álvaro, nº 44, 28045 Madrid, or by delivering it to its depositary. It is also reminded that the General Meeting will be broadcasted through the aforementioned corporate website.

In order to provide all shareholders with expanded possibilities to exercise their rights remotely, the Company has also adopted the following extraordinary measures:

- i. To extend the period for exercising the right to information prior to the General Shareholders' Meeting until 12:00 pm on the day of the Shareholders' Meeting. The shareholders may submit their information requests by sending them to the Company, delivering them at the registered office or by e-mail to [infoaccionistas@repsol.com](mailto:infoaccionistas@repsol.com). Requests received after the fifth day prior to that scheduled for the meeting may be answered at the meeting itself or until the seventh day after the meeting.
- ii. To extend the deadline for proxy or voting by mail or electronic means, until the beginning of the General Meeting (i.e. 12:00 hrs. of the day the General Shareholders meeting takes place), as described above.
- iii. To allow shareholders' proxy-holders to cast an absentee vote, so that the proxy-holder does not have to attend the meeting in person. To this end, proxy-holders must send the attendance, proxy and distance voting cards to the Company, filling in the space reserved for the distance vote, or deliver it at the registered office (from Monday to Friday, except public holidays, from 8:00 a.m. to 3:00 p.m.)

The Company will continue monitoring closely the evolution of the situation to decide, where appropriate, on the adoption of any other measures it considers appropriate to safeguard the



corporate interest and the health of its shareholders and all of its stakeholders. Should any new measures be adopted, additional information will be provided in a timely manner.

### PERSONAL DATA PROCESSING

Data controller: Repsol, S.A. with registered address at 28045 Madrid, Méndez Álvaro, 44.

Data Protection Officer: you can contact the DPO at the following email address [protecciondedatos@repsol.com](mailto:protecciondedatos@repsol.com).

Data to be processed: (i) the personal data that shareholders provide to the Company when exercising their rights of information, attendance, representation and vote at the General Shareholders Meeting; (ii) the data provided by the banking entities, companies and securities agencies in which the shareholders have deposited their shares, through the entity legally authorised to keep the book-entry register, which is *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidaciones de Valores S.A.* (Iberclear) (iii) personal data, including voice and image, that may be included in the audiovisual recording of the General Shareholders Meeting.

Purposes and legitimacy for processing (i) managing the notice of the General Meeting and the holding thereof, processing cast and delegated votes, as the case may be, where the legal basis of the processing is the execution of the shareholder relationship; (ii) broadcasting the General Meeting (the shareholder or representative may be recorded or photographed) based on Repsol's legitimate interest in recording and broadcasting the Meeting and the consent of the attendee who decides to attend the Meeting, having at his disposal alternative means to exercise his rights; and (iii) managing requests for information, clarifications or questions made by the shareholder, based on compliance with the Repsol's legal obligations.

Data recipients: (i) those required by law; (ii) suppliers who provide services to Repsol in their capacity as data processor; (iii) the Notary Public who draws up the Minutes of the General Meeting; and (iv) the general public to the extent that the data are contained in the documentation available on the website [www.repsol.com](http://www.repsol.com) or are stated at the General Shareholders Meeting, which will be recorded and broadcast on that website, on social media and in accredited media.

Data subject's rights: access, correction, opposition, erasure, limitation of processing, portability and withdrawal of the consent given. Further details of these rights can be found in the Privacy Policy at [www.repsol.com/privacidad](http://www.repsol.com/privacidad). These rights may be exercised by a sending a message to the address of the Data Controller. Data subjects may also lodge a complaint with the supervisory authority at any time.

Duration of processing: while you are a shareholder and once the relationship has ended, your data will be kept solely to fulfil any possible legal responsibilities of any kind.



More Information: in the Privacy Policy at [www.repsol.com/privacidad](http://www.repsol.com/privacidad).

Third party designated by the shareholder: if the attendance, proxy and remote voting card includes personal data of third parties, the shareholder will be responsible for informing them of the content of this clause and for complying with any other requirement for the correct transfer of personal data to Repsol, S.A.; the latter will not have to take any additional action in terms of information or consent.

Madrid, March 25, 2020

Luis Suárez de Lezo Mantilla  
Director-Secretary of the Board of Directors