

Repsol International Finance B.V.

Annual report 2008
with auditors' report

Management report

(Amounts in thousands of U.S. Dollars)

The Managing Directors present their report together with the audited financial statements for the year ended December 31, 2008.

Introduction

The company belongs to the Repsol YPF Group, a Spanish integrated oil company engaged in all aspects of the petroleum business and one of the largest industrial groups in Spain. The company is a wholly owned subsidiary of Repsol YPF, S.A., Madrid, Spain.

The issued and paid-in share capital of the company amounts to USD 418,313.

Activities

Its principal activities consist of financing and investing in subsidiaries and affiliated companies.

Funds denominated in U.S. Dollars and in Euros are raised on the international capital markets by using a short-term commercial paper programme, a medium and long-term notes program and some bank credit facilities, which are lent to subsidiaries and affiliated companies, also in other currencies than U.S. Dollars. In this case the company hedges the foreign currency exposure by entering into foreign exchange contracts with major international banks.

Repsol YPF, S.A.'s acquisition of the Argentine oil and gas company YPF, S.A. pursuant to a cash tender offer launched on April 30, 1999, required an increase in the indebtedness levels of the Repsol YPF Group.

Currently, as part of the required Repsol Group financing needs the existing bonds are the following, issued in 2000 for an amount of EUR 1,000 million which matures in 2010, issued in 2001 for an amount of EUR 175 million which matures in 2010, issued in 2003 for an amount of EUR 1,000 million which matures in 2013 and issued in 2004 for an amount of EUR 1,000 million which matures in 2014.

In February 2007 two bonds were issued amounting EUR 750 million which matures in February 2012 and EUR 500 million that matures in February 2017.

The company is the holder of shares in subsidiaries. These investments have been valued at cost or if permanently impaired, at lower recoverable value.

Result for the Year

The company made a profit of USD 214,232 (2007: USD 229,819 profit). This profit is primarily caused by a positive result from dividends from subsidiaries and interest.

Future Outlook

It is envisaged that the company will continue to provide loan capital to subsidiaries and affiliated companies. The future level of profits will be dependent on developments of the investments and financing activities.

The company does not foresee changes in the number of personnel in the future and does not perform any R&D activities.

The Hague, The Netherlands,

April 20, 2009

THE MANAGING DIRECTORS

Balance sheet
at December 31, 2008

(Before appropriation of net result)
(Amounts in thousands of U.S. Dollars)

	Notes	2008 USD	2007 USD
ASSETS			
Financial fixed assets			
Investments	3	957,655	855,889
Loans to shareholder	4	4,351,531	4,121,999
Loans to affiliated companies	4	2,323,075	2,954,830
Other long term receivable from third parties		30,414	43,237
Guarantees and deposits		<u>36</u>	<u>37</u>
		<u>7,662,711</u>	<u>7,975,992</u>
Deferred expenses	5	<u>11,654</u>	<u>14,628</u>
Current assets			
Short-term loans to affiliated companies	6	1,072,437	1,195,822
Other receivable from affiliated companies and subsidiaries		6,360	1,256
Short term portion of other receivable from third parties		43,561	48,592
Interest receivable from loans to shareholder		108,972	95,534
Interest receivable from affiliated companies		58,715	71,575
Other receivables and prepayments		-	170
Taxes		<u>16,009</u>	<u>12,003</u>
		<u>1,306,054</u>	<u>1,424,952</u>
Short-Term Deposits		-	94,621
Cash and banks		<u>26,007</u>	<u>99</u>
		<u>26,007</u>	<u>94,720</u>
		<u>1,332,061</u>	<u>1,519,672</u>
		<u>9,006,426</u>	<u>9,510,292</u>

	Notes	2008 USD	2007 USD
SHAREHOLDER'S EQUITY AND LIABILITIES			
Shareholder's equity	7		
Issued and paid-in capital		418,313	442,480
Additional paid-in capital		337,272	337,272
Other Reserves		(61,997)	(86,164)
Retained earnings		1,220,264	990,445
Net result for the year		<u>214,232</u>	<u>229,819</u>
		<u>2,128,084</u>	<u>1,913,852</u>
Long-term liabilities			
Deferred Income	8	790	3,582
Euronotes	9	6,158,273	6,514,043
Long term Bank loans	10	<u>-</u>	<u>220,815</u>
		<u>6,159,063</u>	<u>6,738,440</u>
Short-term liabilities			
Loans from affiliates	11	236,025	590,445
Interest payable on Medium Term Notes and Euronotes		145,610	154,294
Interest payable to affiliated companies		1,436	2,146
Short term Bank loans	10	209,293	-
Other payable to affiliated companies and subsidiaries		122,611	110,218
Accrued liabilities		145	90
Other payable		<u>4,159</u>	<u>807</u>
		<u>719,279</u>	<u>858,000</u>
		<u>9,006,426</u>	<u>9,510,292</u>

Statement of income
for the year ended December 31, 2008

(Amounts in thousands of U.S. Dollars)

	Notes	2008 USD	2007 USD
Financial income and expense			
Income from investments	3	149,775	92,899
Change in carrying value investments	3	13	72,389
Gain on disposal of financial fixed assets	3	-	407
Interest income	13	456,227	438,150
Interest expense	13	(364,073)	(348,947)
Exchange income / (loss)		6,375	(732)
Other financial income (expenses)		<u>(5,674)</u>	<u>3,937</u>
		<u>242,643</u>	<u>258,103</u>
Amortization deferred expenses		<u>(1,735)</u>	<u>(2,949)</u>
General and administrative expenses	14	<u>(2,625)</u>	<u>(1,972)</u>
Income from continuing business before income tax		<u>238,284</u>	<u>253,182</u>
Provision for income taxes	15	<u>(24,051)</u>	<u>(23,363)</u>
Net result		<u><u>214,232</u></u>	<u><u>229,819</u></u>

Notes to financial statements

at December 31, 2008

(Amounts in thousands of U.S. Dollars)

1 General

Repsol International Finance B.V. ("the company"), having its legal seat in The Hague, is a wholly owned subsidiary of Repsol YPF, S.A., located in Madrid, Spain. Companies in which Repsol YPF, S.A. participates are referred to as affiliated companies.

The company's principal activities consist of investing in and financing of subsidiaries and affiliated companies, and the company is the holder of shares in subsidiaries.

Based upon Article 2:408 of the Dutch Civil Code, no consolidated financial statements have been presented. The financial statements of the company and its subsidiaries are included in the consolidated financial statements of Repsol YPF, S.A. The consolidated financial statements of Repsol YPF S.A. will be filed with the Chamber of Commerce in the Hague.

A significant part of the company's transactions is denominated in U.S. Dollars. Consequently, the company's financial statements are reported in U.S. Dollars.

No cash flow statement has been included since a consolidated cash flow statement is included in the financial statements of Repsol YPF, S.A.

2 Accounting Principles

General

The accompanying accounts have been prepared in accordance with Part 9, Book 2 of the Dutch Civil Code.

The financial statements are prepared under the historical cost convention. Unless stated otherwise, assets and liabilities are stated at face value.

Income and expenses are accounted for on an accrual basis. Profit is only included when realized on balance sheet date. Losses and risks originating before the end of the financial year are taken into account if they have become known before preparation of the financial statements.

Assets and liabilities denominated in foreign currencies are translated into U.S. Dollars at the year-end exchange rate unless indicated otherwise. Transactions in foreign currencies are translated at the exchange rate in effect at the time of the transaction. The exchange results are recorded under financial income and expense in the statement of income.

Financial fixed assets

Based upon Article 2:408 of the Dutch Civil Code, the company accounts for its investments in subsidiaries and other investments at cost or, if permanently impaired, at lower recoverable value.

Deferred expenses

Deferred expenses relate to the Guaranteed Euronote issues raised between 2000 and 2007 mainly to finance the tender offer by the Repsol YPF Group of the Argentinean company YPF, S.A.

Aforementioned expenses are capitalised and amortized to the statement of income over the period of the duration of the note.

Financial Instruments

Financial instruments are used to hedge exposures to movements in currency exchange rates. These financial instruments include currency forward contracts and swaps.

These financial instruments are stated at fair value.

The recognized results on these instruments are recorded as other financial income in the statement of income.

Recognition of income

Revenues and expenses are recorded in the period in which they originate.

Taxation

The company belongs to a fiscal unity along with certain Dutch subsidiaries and affiliated companies. Taxes for the fiscal unity have been fully allocated to each subsidiary. The company is several and jointly liable for the total corporate income tax payable within the fiscal unity.

Notes to specific items of the balance sheet

3 Investments

At year-end the company has the following investments:

Name and Legal Seat	Percentage Ownership
Gaviota RE, Luxembourg	99.88%
Repsol Occidental Corp., Delaware	25.00%
Repsol LNG Port Spain B.V., The Hague	100.00%
Repsol Netherlands Finance B.V., The Hague	66.50%
Repsol Investeringen B.V., The Hague	100.00%
Repsol International Capital Ltd., Cayman Islands	100.00%
Repsol YPF Capital S.L., Madrid	99.99%
Repsol Canada LNG Ltd., Calgary	100.00%
Repsol Canada Ltd., Calgary	100.00%
Repsol Energy Canada, Calgary	100.00%

Key financial information of the investments for the year ended December 31, 2008 is as follow

Subsidiary	Carrying Value USD	Acquisition Cost USD
Gaviota RE, S.A.	18,088	18,088
Repsol Occidental Corporation	171,995	171,995
Repsol International Capital Ltd.	-	900
Repsol Netherlands Finance B.V.	14	14
Repsol Investeringen B.V.	-	22
Repsol LNG Port Spain B.V.	27	27
Repsol YPF Capital, S.L.	473,407	473,407
Repsol Canada LNG Ltd.	270,046	270,046
Repsol Canada Ltd.	5,078	5,078
Repsol Energy Canada	19,000	19,000
Total	957,655	958,577

The movement in investments at carrying value is as follows:

	2008 USD	2007 USD
Balance January 1	855,889	651,084
Capital contributions	101,752	133,968
Liquidation of investment	-	(1,552)
Changes in provisions	14	72,389
Balance December 31	<u>957,655</u>	<u>855,889</u>
Distributed dividend from investments	<u>149,775</u>	<u>92,899</u>

The main variations during the year ended December 31, 2008, are the following:

- During 2008 the company has received USD 21.2 million dividend from Repsol YPF Capital S.A. and USD 128.5 million dividend from Repsol Occidental Corporation.
- The movement in provision on investments is as follows:

	USD
Balance January 1	(936)
Release provision Repsol Netherlands Finance B.V.	<u>14</u>
Ending balance	<u>(922)</u>

- Capital contributions were made as follows:

	Capital contributions in 2008
	USD
Repsol Energy Canada	
Repsol Canada LNG Ltd.	101,581
Repsol Canada Ltd.	<u>171</u>
	<u>101,752</u>

4 Long-term loans to Shareholder and Affiliated Companies

The loans to the shareholder are granted within a long-term credit facility (10,500 million U.S. Dollars), which expires on October 2014. The loans bear an average interest rate of 5.12% per annum.

Long-term loans to affiliated companies expire over more than one year. The loans bear an average interest rate of 4.7% per annum.

5 Deferred Expenses

Deferred expenses relate to the Guaranteed Euronote issues raised during 2000, 2003, 2004 and 2007 mainly to finance Repsol YPF Group activities. These deferred expenses are capitalized and amortized to the statement of income over the period of the duration of the notes.

The movement of deferred expenses is as follows:

	USD
Book value January 1, 2008	14,628
Amortization	<u>(2,974)</u>
Book value December 31, 2008	<u>11,654</u>

The part of amortization of deferred expenses related to the difference between face value and issue price for each Euronote issued, is recorded under caption "Amortization deferred expenses".

6 Accounts Receivable

Accounts receivable as presented under current assets mature within one year.

7 Shareholders' Equity

	Issued and Paid in Capital USD	Additional Paid in Capital USD	Other Reserves USD	Retained earnings USD	Net Result for the year USD	Total USD
Balance January 1, 2008	442,480	337,272	(86,164)	990,445	229,819	1,913,852
Appropriation of result	-	-	-	229,819	(229,819)	-
Currency translation- adjustment	(24,167)	-	24,167	-	-	-
Net result 2008	-	-	-	-	<u>214,232</u>	<u>214,232</u>
Balance December 31, 2008	418,313	337,272	(61,997)	1,220,264	214,232	2,128,084

The issued and paid-in capital consists of 300,577 shares with a par value of 1,000 Euros, translated to U.S. Dollars at an exchange rate of EUR 0.7185 per U.S. dollar as at December 31, 2008.

8 Deferred Income

The movement of deferred income is as follows:

	USD
Book value January 1, 2008	3,582
Amortization	<u>(2,792)</u>
Book value December 31, 2008	<u>790</u>

9 Euronotes

The company raised funds in the euromarket to partly finance the tender offer by Repsol YPF relating to the Argentinean company YPF. The different issues of guaranteed notes are summarized as follows:

Maturity	Nominal in €	Amount in \$	Coupon	Yield	Fixed / Floating Rate
May 5, 2010	1,175 million	1,635 million	Annual	6.000 %	Fixed
February 16, 2012	750 million	1,044 million	Quarterly	4.495 %	Floating
July 22, 2013	1,000 million	1,392 million	Annual	5.000 %	Fixed
October 8, 2014	1,000 million	1,392 million	Annual	4.625 %	Fixed
February 16, 2017	<u>500 million</u>	<u>695 million</u>	Annual	4.750 %	Fixed
TOTAL	4,425 million	6,158 million			

10 Long & Short term debt

In September 2006 a bank loan agreement from Societe Generale was granted for EUR 150 million, with termination date 2009, and bearing an interest rate equal to Euribor 3 months plus a margin of 0.20% per annum. The mentioned loan has been reclassified from Long term debts to Short term debts during 2008, as the total amount is payable in 2009.

11 Short term loans from affiliates

Liabilities with a remaining period up to 1 year, including the short-term portion of long-term liabilities, are presented under short-term liabilities.

The short-term liabilities comprise credit facilities denominated in U.S. Dollar, received from affiliated companies for an amount of USD 236,025 at an average interest rate of 3.3%.

12 Covenants in RIF B.V.'s indebtedness

The bank loans generally contain customary covenants for contracts of this nature, including negative pledge, material adverse change and cross-default clauses.

The issues of unsecured and unsubordinated Euronotes representing EUR 4,425 million guaranteed by Repsol YPF, S.A., contain clauses whereby the company undertakes to pay interest when due and the liabilities at maturity and the guarantor, subject to certain exceptions, undertakes not to create encumbrances on its assets in relation to these issues or to future issues of debt securities.

In the event of a default under any series of the bonds, the trustee, at his sole discretion or at the request of the holders of at least one-fifth or one quarter of the bonds, depending upon the series, can declare the bonds of that series to be due and payable.

Almost all of our total outstanding debt is subject to cross-default provisions. These provisions may be triggered if an event of default occurs with respect to indebtedness equal to or exceeding USD 20 million or 0.25% of Repsol YPF's shareholders' equity.

As a result of these cross-default provisions, a default on the part of Repsol YPF, YPF or any subsidiary covered by such provisions could result in a substantial portion of our debt being declared in default or accelerated. Repsol YPF believes that none of its debt or that of any of its subsidiaries is currently in default.

The company's directors believe that at the date of this writing there are no reasons, nor will there foreseeably be in the future, which will make it necessary to apply the clauses providing for early maturity of the debt.

13 Interest Income and Expense

An amount of USD 450,507 (2007: USD 431,479) relates to interest income from affiliated companies. An amount of USD 5,720 (2007: USD 6,671) relates to third parties.

An amount of USD 17,720 (2007: USD 41,021) relates to interest expense to affiliated companies. An amount of USD 335,398 (2007: USD 297,866) relates to debentures and bonds. An amount of USD 10,955 relates to other third parties (2007: USD 10,060).

14 General and administrative expenses

Under general and administrative expenses, an amount of USD 602 has been recorded for salary costs, an amount of USD 31 has been recorded for social security charges and an amount of USD 7 has been recorded for pension costs.

15 Income Taxes

The effective tax amounts to 10.09% which differs from the applicable corporate income tax rate of 25.5% in The Netherlands as a result of the application of the substantial holding exemption.

The company, Repsol Netherlands Finance B.V., Repsol LNG Port of Spain B.V. and Repsol Investeringen B.V. constitute a fiscal unity. Taxes for the fiscal unity have been fully allocated to each subsidiary. The company is severally and jointly liable for the total corporate income tax payable of the fiscal unity.

16 Financial Instruments

In the normal course of business the company uses forward exchange contracts, to hedge currency exchange rate risks resulting from financing arrangements in foreign currencies. Financial instruments are recognized in the balance sheet.

The estimated fair value of a financial instrument is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Fair values are determined from listed market prices, price quotations from banks or pricing models.

The company has procedures and policies in place to control risks related to financial instruments. These policies and procedures include a clear segregation of duties between operating, settlement, accounting and controlling of all financial instruments used. The company's management is involved in the risk management process.

The company attempts to minimize the counterparty credit risk associated with the financial instruments used by selecting counterparties that it assumes to be creditworthy, given their high credit ratings.

The table below summarises by major currency the contractual amounts of the company's foreign exchange contracts in U.S. Dollars as of December 31, 2008. Foreign currency amounts are translated at rates prevailing at the balance sheet date. The "buy" amounts represent the USD equivalent of commitments to purchase foreign currencies, and the "sell" amounts represent the USD equivalent of commitments to sell foreign currencies. These commitments expired in January 2009.

(thousands)	Buy USD	Sell USD
U.S. Dollar	691,068	
Euro		695,498

The fair value of these swaps amount to USD 3,936 thousand.

17 Personnel

As of December 31, 2008, the company has four employees.

18 Statutory and Supervisory Directors

Based on Article 383.1 of Book 2, Title 9 of the Dutch Civil Code the remuneration of the sole remunerated statutory director is not disclosed. The company does not have supervisory directors.

19 Events after the balance sheet date

On 18 March 2009, the company closed a 1,000 million euro 5 year bond at 99.934 per cent with a coupon of 6.50 per cent.

This bond, guaranteed by Repsol YPF, S.A., is issued under the Repsol International Finance, B.V. Euro 10,000,000,000 Guaranteed Euro Medium Term Note Programme, approved by the Luxembourg Commission de Surveillance du Secteur Financier on October 28, 2008.

The Hague, The Netherlands,

April 20, 2009

STATUTORY DIRECTORS:

G. A. L. R. Diepenhorst

F. J. Sanz Cedrón

J. J. Molina Fernández

L. J. Pleltain Álvarez-Arenas

Additional information

1. Auditors' report

Reference is made to the auditors' report included hereafter.

2. Appropriation of Net Result

The Articles of Incorporation provide that the appropriation of income for the year is decided upon at the Annual General Meeting of Shareholders. Awaiting the decision by the shareholder, the net result for the year is separately included in the shareholder equity as net result for the year.

To the shareholder of
Repsol International Finance B.V.

Date
April 20, 2009

From
J. Penon

Reference
Oml/3100013101/op9992/DvM

Auditors' report

Report on the financial statements

We have audited the accompanying financial statements of **Repsol International Finance B.V.**, The Hague, which comprise the balance sheet as at December 31, 2008, the statement of income for the year then ended and the notes.

Management's responsibility

Management is responsible for the preparation and fair presentation of the financial statements and for the preparation of the management board report, both in accordance with Part 9 of Book 2 of the Netherlands Civil Code. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with Dutch law. This law requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments,



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April 20, 2009

Oml/3100013101/op9992/DvM

the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of Repsol International Finance B.V. as at 31 December 2008, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Netherlands Civil Code.

Report on other legal and regulatory requirements

Pursuant to the legal requirement under 2:393 sub 5 part f of the Netherlands Civil Code, we report, to the extent of our competence, that the management board report is consistent with the financial statements as required by 2:391 sub 4 of the Netherlands Civil Code.

Deloitte Accountants B.V.

was signed
J. Penon



STATEMENT

The members of the Board of Directors of REPSOL INTERNATIONAL FINANCE B.V. ("The Company") state that, to the best of our knowledge, the Financial Statements for the year ended on the 31st of December 2008, approved by the Board of Directors on March 30th 2009 and prepared in accordance with the applicable accounting principles give a true and fair view of the assets, liabilities, financial position and profit of loss of the Company, and that the management reports include a fair view of the development and performance of the business and the position of the Company, as well as a description of the principal risk and uncertainties facing it.

Luis Pieltain Álvarez Arenas
Director

G.A.L.R Diepenhorst
Director

Javier Sanz Cedrón
Director

José Javier Molina Fernández
Director

Repsol International Finance B.V.

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