

## Other relevant information

Madrid, February 18, 2021

The Board of Directors of Repsol, S.A., in its meeting held on 17 February 2021, has resolved to call the Annual Shareholders' Meeting which will be held at the **Auditorium of the company's registered office, calle Méndez Álvaro, 44, Madrid, at 12:00** on 25 March 2021 on first call and at the same time and place on **26 March 2021 on second call**, although the meeting is expected to be held on 26 March 2021 on second call.

Given the exceptional situation resulting from the COVID-19, in an effort to safeguard people's interests and wellbeing of the shareholders, employees and other persons involved in the preparation and holding of the General Meeting and in light of current health regulations, the **Board of Directors of Repsol, S.A. recommends that shareholders exercise their voting and proxy rights prior to the General Meeting by remote means or that they attend by telematic means**, according to the terms provided in the call, and thus avoid, to the extent possible, physical attendance at the General Meeting venue.

As of the date of this notice, health regulations set capacity limitations and minimum interpersonal safety distances that significantly reduce the capacity of the Auditorium of the Company's corporate headquarters where the General Meeting will be held. In any case, and in order to respect the parity of treatment of the shareholders, **access to the venue will be strictly on a first-come, first-served basis for shareholders and their representatives. Once the maximum capacity of the Auditorium has been reached, it will not be possible to access the same.**

In the event that the aforementioned capacity limit is reached so that access to the venue of the General Meeting becomes impossible, **shareholders or their representatives are warned that at that time participation through alternative means** (i. e., voting and delegation prior to the General Meeting by remote means of communication or attendance by telematic means) may not be feasible, for which reason shareholders are especially advised to participate through any of the alternative means that the Company makes available to them under the terms set forth in this notice of the General Meeting.

Notwithstanding the foregoing, the Board of Directors will continue monitoring the health situation and the possible regulatory restrictions (at state, regional and/or local level) that may be enacted. Therefore, if it is foreseeable that the shareholders or their representatives will not be able to physically attend the General Meeting, and provided that the applicable legislation allows the General Meeting to be held exclusively by telematic means, the Board of Directors may agree, where appropriate, to hold the General Meeting exclusively by telematic means and, in such case, the corresponding supplementary notice will be published, in accordance with legal requirements.

## Other relevant information

### 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 2020.

**Second.** Review and approval, if appropriate, of the proposal for the allocation of results in 2020.

**Third.** Review and approval, if appropriate, of the Statement of Non-Financial Information for fiscal year ended 31 December 2020.

**Fourth.** Review and approval, if appropriate, of the management of the Board of Directors of Repsol, S.A. during 2020.

**Fifth.** Appointment of the Accounts Auditor of Repsol, S.A. and its Consolidated Group for fiscal year 2021.

#### *POINTS REGARDING SHAREHOLDER'S REMUNERATION*

**Sixth.** Conditional distribution of the fixed amount of thirty euros cents (€0.30) gross per share charged to free reserves. Delegation of powers to the Board of Directors or, by substitution, to the Delegated Committee or the CEO, to establish the terms of distribution for that which may go unforeseen by the General Meeting, to carry out the acts necessary for its execution and to issue as many public and private documents as may be required to fulfil the agreement.

**Seventh.** Approval of a reduction of share capital for a maximum amount of 40,494,510 euros, through the redemption of a maximum of 40,494,510 of the Company's treasury shares. Delegation of powers to the Board of Directors or, as its replacement, to the Delegate Committee or the Chief Executive Officer, 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.

#### *POINT RELATING EXPRESS AUTHORIZATIONS AND DELEGATIONS REQUESTED FOR THE BOARD OF DIRECTORS*

## Other relevant information

**Eighth.** Delegation to the Board of Directors on the power to issue fixed income, convertible and/or exchangeable securities for Shares, as well as warrants (options to subscribe new shares or acquire circulating Shares). Setting of criteria to determine the terms and types of the conversion and/or exchange and allocation to the Board of Directors of the powers to increase capital as necessary, as well as fully or partially remove shareholders' pre-emptive subscription rights in these issuances. Authorisation for the Company to guarantee security issuances made by its subsidiaries. Nullify the portion of resolution eight B) of the General Shareholders Meeting held on 19 May 2017 that were not used.

### *POINTS RELATING COMPOSITION OF THE BOARD OF DIRECTORS*

**Ninth.** Re-election as Director of Mr. Manuel Manrique Cecilia.

**Tenth.** Re-election as Director of Mr. Mariano Marzo Carpio.

**Eleventh.** Re-election as Director of Ms. Isabel Torremocha Ferrezuelo.

**Twelfth.** Re-election as Director of Mr. Luis Suárez de Lezo Mantilla.

**Thirteenth.** Ratification of the appointment by co-optation and re-election as Director of Mr. Rene Dahan.

**Fourteenth.** Appointment of Ms. Aurora Catá Sala as Director.

### *POINTS REGARDING AMENDMENTS TO THE BYLAWS AND THE REGULATIONS OF THE SHAREHOLDERS' MEETING*

**Fifteenth.** Amendment of Articles 19 (Calling of the General Shareholders' Meeting) and 23 (Right to attend and vote) of the Company's Bylaws in order to adjust the Company's corporate governance regulations to the recent reform of the Good Governance Code for listed companies.

**Sixteenth.** Amendment of Articles 5 (Call) and 7 (Right to attend and exercise the right to vote) of the Regulations of the General Shareholders' Meeting in order to adapt the Company's corporate governance regulations to the recent reform of the Good Governance Code for listed companies.

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

## Other relevant information

**Seventeenth.** Advisory vote on the Repsol, S.A. Annual Report on Directors' Remuneration for 2020.

**Eighteenth.** Examination and approval, if applicable, of the Remuneration Policy for the Directors of Repsol, S.A. (2021-2023).

### *POINT REGARDING GENERAL MATTERS*

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

During the Meeting, the attendees will be informed of the amendment of the Board of Directors' Regulations, in accordance with Article 528 of the Companies Act.