

Repsol, S.A.
C/Méndez Alvaro, 44
28045 Madrid

Tlf.:+34 917 538 100
+34 917 538 000
Fax:+34 913 489 494
repsol.com



Other Relevant Information

Madrid, April 17, 2020

Please find enclosed a supplementary announcement regarding the Company's Ordinary General Shareholders' Meeting to be held foreseeably on 8 May 2020, at 12:00 noon, on second call.

All the materials for the General Meeting are available to shareholders at the Company's website (www.repsol.com).

* * *

Other Relevant Information

SUPPLEMENTARY ANNOUNCEMENT REGARDING THE CONVENING OF THE ORDINARY SHAREHOLDERS MEETING OF REPSOL, S.A.

In relation to the Ordinary Shareholders Meeting of Repsol, S.A. ("**Repsol**" or the "**Company**") called to be convened in the **Auditorium of its corporate offices, calle Méndez Álvaro, nº 44, Madrid**, on 7 May 2020 at 12:00 noon on first call, and at the same time and place **on 8 May 2020** on second call (with the convening of the Meeting on second call expected), in light of Royal Decree 463/2020 of 14 March, which declares the state of emergency for the management of the health crisis situation caused by COVID-19 ("**Emergency RD**"), of the Royal Decree 487/2020, of April 10, which extends the state of emergency and articles 40 and 41 of Royal Decree Law 8/2020 of 17 March on urgent extraordinary measures to deal with the economic and social impact of COVID-19 (the "**RDL**"), the Company announces that the calling of the Ordinary Shareholders Meeting will be maintained under the terms announced initially, with the following clarifications:

- 1. Possibility of remote or telematic attendance.** In view of the present circumstances, having noted the foreseeable prolongation of the measures deriving from the Emergency RD and in order to safeguard the general interests, health and safety of shareholders, employees and other persons involved in the preparation and holding of the Shareholders Meeting, it has been agreed that this Shareholders Meeting may also be attended by means of the use of telematic methods allowing for real time connection with the premises where the Shareholders Meeting will be held ("telematic attendance").

The mechanisms for telematic attendance to the Meeting will be opened in the space dedicated to the 2020 Shareholders Meeting on the Company's corporate website (www.repsol.com) under the terms set out below.

Telematic attendance to the Shareholders Meeting will be subject to the provisions stipulated by Law and to the following basic rules, which will be complemented and developed by those published on the Company's corporate website (www.repsol.com):

- (i) **Identification and pre-registration:** in order to guarantee the identity of the attendees, the correct exercise of their rights, interactivity and the adequate development of the meeting, shareholders who wish to use the telematic attendance mechanisms must register previously in the space dedicated to the Shareholders Meeting 2020 ("Telematic Attendance") on the corporate website, **from 12:00 p.m. (CEST) on 4 May 2020 until 11:00 a.m. (CEST) on 7 May 2020.**

Other Relevant Information

After that time, no pre-registration will be permitted to exercise the right of telematic attendance.

The afore mentioned pre-registration shall be effected by one of the following means; (i) electronic ID card or (ii) advanced or recognized electronic signature, based on a recognized and valid electronic certificate issued by the Spanish Public Certification Entity (CERES), under the Fábrica Nacional de Moneda y Timbre (the Spanish National Mint). The Company may enable additional means of identification that duly guarantee the identity of the shareholder. In the case of proxies, the applicable rules will be specified on the Company's corporate website. Once the shareholder (or, in such case, their proxy) has pre-registered in accordance with the aforementioned means and at the established period, they may attend and vote at the Shareholders Meeting through telematic means by making the corresponding connection on the day of the meeting.

- (ii) Connection and attendance: in order to allow the adequate management of the telematic attendance systems, shareholders (or their representatives) who has previously registered to attend the General Meeting telematically in accordance with section (i) above, shall connect to the corporate website (www.repsol.com) **between 8:00 a.m. and 11:45 a.m. (CEST) on 7 May 2020 (if the Meeting is held at first call) or on 8 May 2020 (if, as foreseen, the Meeting is held at second call)**, and to identify himself as indicated in the corresponding instructions.

Where applicable, on 7 May 2020, once it has been established that there is not a sufficient quorum to hold the meeting, the Company will announce this circumstance through the site dedicated to the General Shareholders' Meeting 2020 at the corporate web, confirming that the Meeting will finally be held on second call.

- (iii) Intervention: in accordance with the provisions of the Capital Companies Act, interventions and proposed resolutions or requests for information or clarifications, which in accordance with the aforementioned act, are intended to be made by those who are going to attend by telematic means, must be sent to the company, in writing and in any case, in compliance with the methods and terms and conditions established on the aforementioned company website, **between 8:00 a.m. and 11:00 a.m. (CEST) on 7 May 2020 or, in such case, on 8 May 2020, respectively, depending on whether the Shareholders Meeting is held on first or second call**. Telematic attendees who want their interventions to be recorded in the minutes of the Meeting must expressly indicate this in the text of the intervention. Requests for information or clarification made by the telematic

Other Relevant Information

assistants will be answered in writing during the seven days following the Meeting, in accordance with the provisions of the Capital Companies Act.

In the event that the General Meeting is held on second call (as expected), the telematic attendees who would have connected in the first call must be reconnected to attend the meeting by telematic means General on second call. Likewise, the telematic assistants who having connected to the meeting at first call would have sent interventions and proposals for agreements or requests for information or clarifications will have to be sent again, as indicated, on the day of that the meeting be held; otherwise they shall be deemed not to have been formulated.

- (iv) Voting: Voting on the proposals relating to items on the agenda may take place from the time the shareholder (or, in such case, the proxy) connection as attendant and until the Chairman or, in such case, the Secretary of the Shareholders Meeting announces the conclusion of the voting period for the proposed resolutions relating to items on the agenda. In regard to the proposed resolutions on those matters which, by legal mandate, do not need to be included on the agenda, those attending by telematic means may cast their votes from the moment the proposals in question are read in order to vote on them. The procedure provided for in the Bylaws and the Regulations of the Shareholders Meeting will be applied to the voting on the proposed resolutions.
- (v) Other matters The Company may adapt, with the necessary guarantees, the means to allow telematic attendance to the Shareholders Meeting in the case of shareholders who are not residents of Spain, qualified investors and other similar cases.

Telematic attendance by shareholders to the Meeting (provided it is constituted) voids the delegation or voting by means of remote means of communication prior to the Shareholders Meeting.

The safekeeping of the passwords or means of identification necessary to access and use the telematic attendance service is the sole responsibility of the shareholder (or their proxy). In the case of legal entities, they must communicate any modification or revocation of the powers held by their proxies, and the Company therefore declines any responsibility until such notification is made.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for telematic attendance to the Meeting when required or imposed

Other Relevant Information

due to technical or security reasons. Repsol will not be liable for any damages that may be caused to shareholders as a result of malfunctions, overloads, line failures, connection failures or any other similar event beyond Repsol's control that prevents the use of telematic mechanisms for attendance to the Meeting.

- 2. Other methods of participation** The telematic attendance to the Shareholders Meeting is provided as an extraordinary measure in addition to the different channels that are already made available to the Company's shareholders to participate in the Meeting. To this end, it should be noted, under the terms set forth in the notice convening the Meeting, shareholders (or, in such case, their proxies) may delegate representation or vote remotely prior to the holding of the Shareholders Meeting, either by physical delivery or by postal of the proxy card or remote voting, or electronic correspondence.

At the same time, for the reasons already indicated in the notice convening the Meeting, and in view of what is set forth in this announcement, the physical or in-person attendance of shareholders is not recommended, which in any case will be subject to compliance with the necessary safety and distancing measures.

Likewise, and in order to facilitate compliance with those measures, it should be noted that the Shareholders Meeting will be retransmitted through the corporate website (www.repsol.com).

- 3. Possibility of holding the Meeting without physical or in-person attendance.** In view of the above and in the event that in the days prior to the Shareholders Meeting, the measures currently in force under the Emergency RD will foreseeably remain in place on 8 May 2020 under similar terms, or if the possibilities of movement and meeting are restricted, the Shareholders Meeting will be held without the physical or in-person attendance of shareholders, proxies or guests. In addition, and without detriment to their possible physical attendance to the meeting if deemed appropriate, the Company will enable the necessary technical systems to facilitate attendance, in such case, by audio or video conference, of the Chairman and Secretary of the Meeting, the other members of the Board, and the Notary required to take the minutes of the Meeting.
- 4.** All these measures are compatible with the fulfilment of corporate obligations and fully guarantee the ownership rights of the shareholders.
- 5.** The Company will continue to monitor the evolution of the health emergency and the measures adopted by the authorities in this regard and will update the information contained in this announcement if necessary, always seeking compliance with the

Repsol, S.A.
C/Méndez Alvaro, 44
28045 Madrid

Tlf.:+34 917 538 100
+34 917 538 000
Fax:+34 913 489 494
repsol.com



Other Relevant Information

regulations in effect and the best protection of its shareholders, employees, customers and suppliers.

Madrid, 17 April 2020

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