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## *Other Relevant Information*

Madrid, February 23, 2021

Repsol, S.A. announces the notice of call of the General Shareholders Meeting of the Company which is expected to be held on March 26, 2021 on second call, at 12:00 noon, at the Auditorium of the company's registered office, calle Méndez Álvaro,nº 44, Madrid.

The notice of call together with the other documents for the General Shareholders Meeting referred to therein are available in the Company's registered office and in the web page ([www.repsol.com](http://www.repsol.com)).

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## *Other Relevant Information*

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

#### **SPECIAL MEASURES AND RECOMMENDATIONS WITH RESPECT TO THE COVID-19**

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.

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The measures adopted in relation to attendance at the General Shareholders' Meeting are described in detail below.

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By resolution of the Board of Directors of Repsol, S.A. (the "Company") 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 pm on 25 March 2021 on first call and at the same time and place **on 26 March 2021 on second call**.

The General Shareholders' Meeting will foreseeably be held on **SECOND CALL**, that is, on **26 March 2021**, 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 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

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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*

**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.

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### *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*

**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.

### **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

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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.**

#### **SPECIAL MEASURES ADOPTED FOR THE 2020 GENERAL SHAREHOLDERS' MEETING WITH RESPECT TO THE COVID-19**

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.

The holding of the 2021 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 the Covid-19 and the risk to public health that it represents.

For these reasons, given the current restrictions imposed by health regulations (including limitations on people' free movement and reductions in the maximum capacity of the different places) and foreseeing those that may remain in force at the time of the General Meeting of Shareholders, the Company has decided:

- i. To agree, pursuant to the authorization granted by Article 3.1.a) of Royal Decree-Law 34/2020, of November 17, regarding urgent measures to support business solvency and the energy sector, and in tax matters, and in view of the current circumstances, that shareholders may **attendance at this General Meeting through telematic means**

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that allows monitoring of the General Meeting is being held.

- ii. To **reduce the physical attendance at the Meeting in accordance with the maximum capacity limits of the rooms** where the General Meeting is held, so that the shareholders (or their representatives) who physically participate in it and those persons who must attend or whose participation is considered necessary for the best development of the meeting may do so under the conditions and with the security measures provided for in the regulations in force at the time the General Meeting is held.
- iii. To **suspend the traditional cocktail** that takes place after the Shareholders' Meeting.
- iv. To **cancel the delivery of the traditional commemorative gift**.

All these measures are compatible with the fulfillment of corporate obligations and fully guarantee the shareholders' voting rights.

### **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

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potential conflict of interest in respect of points fourth (*Review and approval, if appropriate, of the management of the Board of Directors of Repsol, S.A. during 2020*), seventeenth (*Advisory vote on the Repsol, S.A. Annual Report on Directors' Remuneration for 2020*) and eighteenth (*Examination and approval, if applicable, of the Remuneration Policy for the Directors of Repsol, S.A. (2021-2023)*) of the Agenda; (ii) the Directors whose ratification or re-election is proposed under points 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*) and thirteenth (*Ratification of the appointment by co-optation and re-election as Director of Mr. Rene Dahan*) of the Agenda are in a conflict of interest in respect of those points; 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:



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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 2020.
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 2020.
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 2020.
6. The Independent verification report on the Statement of Non-Financial Information included in the 2020 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 seventh, eighth, ninth, tenth, eleventh, twelfth, thirteenth, fourteenth, fifteenth, sixteenth and eighteenth of the Agenda which also include the reports and/or proposals of the Nomination Committee in relation to the ninth, tenth, eleventh, twelfth, thirteenth, fourteenth and, in relation to the eighteenth point, in addition to the proposal of the Remuneration Policy, the specific report of the Remuneration Committee on the same.
8. Identity, curriculum and category of the Board Members whose ratification, re-election or appointment is proposed to the General Meeting.
9. The Annual Report on Corporate Governance for the year ended 31 December 2020.
10. The independent reasonable assurance report on the design and efficiency of the Internal Control over Financial Reporting System (ICFR) as of December 31, 2020.
11. The Repsol, S.A. Report on Directors' Remuneration for the year ended 31 December 2020.
12. Remuneration Policy for the Directors of Repsol, S.A. (2021-2023).
13. The currently valid consolidated texts of the Bylaws, Regulations of the General Shareholders' Meeting and Regulations of the Board of Directors.

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14. The report regarding the External Auditor Independence.
15. The Activity Report of the Audit and Control Committee for the year ended 31 December 2020.
16. The Sustainability Committee's Activity Report for the year ended December 31, 2020.
17. 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 - 17 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, n. 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 8 May 2020; 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 2020. The foregoing is without prejudice to the right of any shareholders to request orally, during the Ordinary Shareholders' Meeting in the event of having physically attended the Meeting, or in writing before the beginning of the Meeting in the event of attendance by telematic means, 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.

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### **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, as the case may be, 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 complete it using the model card available on the Company's website ([www.repsol.com](http://www.repsol.com)). That card, duly fulfilled and 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 2021 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.

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### **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 in the section on special measures related to the 2021 General Shareholders meeting regarding the Covid-19, 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, as the case may be, by the Company itself.

Once the card has been completed and signed as indicated in the preceding paragraph, the shareholder must send it 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 complete it using 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 by mail or be presented on the day of the General Meeting together with the corresponding

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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 2021 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 in the section on special measures related to the 2021 General Shareholders meeting regarding the Covid-19, 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

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aforesaid file, the number of shares indicated by IBERCLEAR will prevail for the purposes of quorum and voting.

### *(ii) Rules of priority*

Personal attendance (physical or telematic) 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. Likewise, physical attendance in person at the Meeting shall render ineffective the telematic attendance.

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,

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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 1 March 2021 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 2021. 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*.

### **TELEMATIC ATTENDANCE**

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In view of the present circumstances and pursuant to the provisions of Article 3.1.a) of Royal Decree-Law 34/2020, of November 17, on urgent measures to support business solvency and the energy sector, and on tax matters, it has been agreed that the General Meeting may also be made through the use of telematic means that allow live monitoring with the venue where the General Shareholders' Meeting is held (the "telematic attendance").

The mechanisms for attending the Meeting virtually will be available in the space dedicated to the Company's 2021 Annual General Meeting on the corporate website ([www.repsol.com](http://www.repsol.com)), according to the terms stipulated below.

Online attendance at the General Meeting is subject to the provisions of the law and the following basic rules, supplemented and implemented by those published on the Company's corporate website ([www.repsol.com](http://www.repsol.com)):

- (i) Prior registry and identification: To ensure the identity of attendees, the correct exercise of their rights, interactivity and proper meeting conduct, shareholders who wish to attend remotely must register in advance in the space dedicated to the 2021 Annual General Meeting at the Company's website ("Online Attendance"), **from 12:00 pm (CET) on 22 March 2021 until 11:00 am (CET) on 25 March 2021**, after which time, prior registration for the right to attend online will no longer be accepted.

Prior registration will require the following: (i) electronic identification (national identification number or equivalent) or (ii) recognised or advanced electronic signature, based on a valid, recognised electronic certificate issued by Spanish Mint's Public Certification Entity (*Entidad Pública de Certificación Española*, "CERES"). The Company may enable additional means of identification to duly guarantee the identity of shareholders. The rules applicable to proxies will be posted on the Company's corporate website.

Once shareholders (or proxies) have registered as indicated, they may attend and vote at the Annual General Meeting through remote means by connecting online on the scheduled meeting date.

- (ii) Connection and attendance: To facilitate proper management of online attendance systems, shareholders (or its proxies) who register in advance to attend the General Meeting online in accordance with section (i) above –*Prior registry and identification*–, **must connect to the Company's corporate website ([www.repsol.com](http://www.repsol.com)) between 8:00 am and 11:45 am (CET) on 25 March 2021 (if the Meeting is held on first call) or on 26 March 2021 (if, as expected, the Meeting is held on second call)**, and identify themselves as indicated in the instructions.



## *Other Relevant Information*

If, on 25 March 2021, a sufficient quorum is not achieved, the Company will post notification of such on the corporate website's space dedicated to the 2021 Annual General Meeting, confirming that the Meeting will be held on second call.

Online AGM attendance (provided the meeting is constituted) will invalidate any vote or proxy designation issued previously via any other means established by the company.

- (iii) Intervention: In accordance with the Spanish Corporate Enterprises Act (*Ley de Sociedades de Capital*), by law, interventions and resolution proposals or requests for information or clarification formulated by those attending remotely must be submitted to the Company in writing and compliant with the form, terms and conditions established on the corporate website, **between 8:00 am and 11:00 am (CET) on 25 March 2021 (if the Meeting is held on first call) or on 26 March 2021 (if, as expected, the Meeting is held on second call)**. Online attendees who wish their interventions to be recorded in the minutes must expressly indicate as much in their submissions. Requests for information and clarification from online attendees will be answered in writing within seven days of the Meeting, as per the Corporate Enterprises Act.

If, as expected, the General Meeting is held on second call, online attendees who connect on first call must re-connect again to attend the second call virtually. Moreover, online attendees who connect to the Meeting on first call, having submitted interventions and resolution proposals or requests for information or clarification, must re-send them on the day of the Meeting, according to the terms indicated, or they will not be considered submitted.

- (iv) Vote: Votes on resolutions related to the Agenda items may be cast from the moment of connection by shareholders (or proxies, as appropriate) until the Chairman or, as the case may be, the Secretary of the Meeting, announces the conclusion of voting on resolutions related to the Agenda items. With regard to the proposed resolutions concerning matters that, by legal mandate, are not required to appear on the Agenda, online attendees may cast their votes once the proposals are read in order that voting may proceed. For the voting of proposed resolutions and the counting of votes, the procedure established in the Bylaws and the Meeting Regulations will apply.
- (v) Others: The Company may adapt, with due guarantees, the means to allow online attendance at the General Meeting in the case of shareholders not residing in Spain, qualified investors, or other similar instances.

## *Other Relevant Information*

It is the sole responsibility of the shareholder (or proxy) to safeguard the passwords and/or means of identification necessary to access and use the online attendance service. Legal entities must communicate any modification or revocation of the powers held by their respective representatives and, hence, the Company will not be held accountable until such notification occurs.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for attending the Meeting online when required for technical or security reasons. Repsol is not liable for any loss suffered by shareholders that may result from faults, system overloads, dropped lines, connection failures, or any other eventuality of the same or similar nature, beyond Repsol's control, that prevent the use of the online attendance mechanisms.

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.

All these measures are compatible with the fulfillment of corporate obligations and fully guarantee the shareholders' voting rights. The Company will keep monitoring 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 current regulations and the best protection of our shareholders, employees, customers and suppliers.

### **PERSONAL DATA PROCESSING**

Data controller: Repsol, S.A. with registered address at 28045 Madrid, calle 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 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

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## *Other Relevant Information*

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, February 17, 2021

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