



Other Relevant Information

Madrid, June 25, 2025

Further to the other relevant information registered with the Spanish *Comisión Nacional del Mercado de Valores* on 17 June 2025 (registration number 35314), Repsol, S.A. hereby informs of the result of the invitation to holders of the €750,000,000 6 Year Non-Call Undated Deeply Subordinated Guaranteed Fixed Rate Securities (ISIN: XS2185997884), unconditionally and irrevocably guaranteed on a subordinated basis by Repsol, S.A. (the “**Securities**”), to tender their Securities for purchase by Repsol International Finance B.V. for cash subject to the satisfaction (or waiver) of the offer conditions (the “**Offer**”).

The announcement regarding the result of the Offer, which Repsol International Finance B.V. has registered today with the Luxembourg Stock Exchange, is attached as an annex.



THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014.

REPSOL INTERNATIONAL FINANCE B.V. ANNOUNCES RESULTS OF ITS CASH TENDER OFFER

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This announcement does not constitute an invitation to participate in the Offer in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities laws or otherwise. The distribution of this announcement in certain jurisdictions (including the United States, the United Kingdom, Italy, France and Spain) may be restricted by law. Persons into whose possession this document comes are required by the Offeror, the Issuer, the Parent, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. No action that would permit a public offer has been or will be taken in any jurisdiction by the Offeror, the Issuer, the Parent, the Dealer Managers or the Tender Agent.

25 June 2025

Further to its announcements on 17 June 2025, Repsol International Finance B.V. (the “**Offeror**”) hereby announces the results of its invitation to holders of its outstanding €750,000,000 6 Year Non-Call Undated Deeply Subordinated Guaranteed Fixed Rate Securities (ISIN: XS2185997884) (the “**Securities**”), unconditionally and irrevocably guaranteed, on a subordinated basis, by Repsol, S.A. (the “**Parent**”), to tender their Securities for purchase by the Offeror for cash (such invitation, the “**Offer**”).

The Offer was made on the terms and subject to the conditions contained in the tender offer memorandum dated 17 June 2025 (the “**Tender Offer Memorandum**”) prepared by the Offeror in connection with the Offer. Capitalised terms used but not otherwise defined in this announcement shall have the meanings given to them in the Tender Offer Memorandum.

Announcement of Results

Following the expiration of the Offer at 17:00 hours (CET) on 24 June 2025 (the “**Expiration Deadline**”), the Offeror hereby announces that:

- (i) it will accept for purchase €608,473,000 in aggregate principal amount of the Securities, in accordance with the terms and conditions of the Offer (the “**Final Acceptance Amount**”); and
- (ii) it will accept in full with no pro-rata all Securities which were validly submitted by the Expiration Deadline.

Description of the Securities	ISIN	Aggregate Principal Amount outstanding (prior to the completion of the Offer)	Aggregate Principal Amount validly tendered pursuant to the Offer	Final Acceptance Amount	Purchase Price	Aggregate Principal Amount outstanding immediately following the Settlement Date
€750,000,000 6 Year Non-Call Undated Deeply	XS2185997884	€750,000,000	€608,473,000	€608,473,000	100.80 per cent.	€141,527,000

Subordinated Guaranteed Fixed Rate Securities (current coupon: 3.75% to (but excluding) the First Reset Date (11 June 2026))					(EUR 100,800 per EUR 100,000 in principal amount of the Securities)	
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Subject to the satisfaction or waiver of the New Financing Condition, the Offeror will, in addition to the Purchase Price, also pay Accrued Interest on such Securities accepted for purchase in an amount of €1.64 per €1,000 in principal amount of such Securities (assuming a Settlement Date of 27 June 2025).

General

The Settlement Date is expected to be 27 June 2025 (subject to satisfaction or waiver of the New Financing Condition).

On the Settlement Date, the Offeror will pay, or procure the payment of, the Purchase Price Payment and the Accrued Interest Payment to all Holders whose tenders have been validly accepted by the Offeror pursuant to the terms and conditions of the Offer, subject to receipt of the Securities.

Securities in respect of which the Offeror has not accepted tenders will remain outstanding subject to the Conditions of the Securities. Securities repurchased by the Offeror pursuant to the Offer will be cancelled and will not be re-issued or re-sold.

Further information

A complete description of the terms and conditions of the Offer is set out in the Tender Offer Memorandum. Mizuho Bank Europe N.V., Société Générale and UniCredit Bank GmbH are the Dealer Managers for the Offer.

This announcement is released by Repsol International Finance B.V. and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (“MAR”), encompassing information relating to the Offer described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Jaime Salmerón Molina (email: jaime.salmeron@repsol.com), Director at Repsol International Finance B.V. and Mariano Benito Zamarriego (email: mбенitoz@repsol.com), Financing Director at Repsol, S.A.

Requests for information in relation to the Offer should be directed to:

THE DEALER MANAGERS

Mizuho Bank Europe N.V.
Atrium Amsterdam, 3rd Floor
Strawinskylaan 3053
1077 ZX Amsterdam, The Netherlands

Tel: +34 91 790 7559

Email:

liabilitymanagement@uk.mizuho-sc.com

Attention: Liability Management

Société Générale
Immeuble Basalte
17, cours Valmy CS 50318
France

Tel: +33 1 42 13 32 40

Email:

liability.management@sgcib.com

Attention: Liability Management

UniCredit Bank GmbH
Arabellastrasse 12
81925 Munich
Germany

Tel: +49 89 378 15582

Email:

liability.management@unicredit.de

Attention: Liability Management

**Requests for information in relation to the procedures for participating in the Offer and the submission of
Tender Instructions should be directed to:**

THE TENDER AGENT

Kroll Issuer Services Limited

The News Building
3 London Bridge Street
London SE1 9SG
United Kingdom

Tel: +44 20 7704 0880

Email: repsol@is.kroll.com

Attention: David Shilson

Website: <https://deals.is.kroll.com/repsol>

Further details relating to the contents of this announcement can be obtained from:

REPSOL INTERNATIONAL FINANCE B.V.

Koninginnegracht 19
2514 AB The Hague
The Netherlands

Attention: Jaime Salmerón Molina