

REPSOL S.A.

Audit and Control
Committee report on
the Independence of
the External Auditor

Translation of a report originally issued in Spanish.
In the event of a discrepancy, the Spanish-language version prevails.



REPSOL

1. Introduction

This report is issued by the Audit and Control Committee of the Board of Repsol, S.A. (the “**Committee**”) in accordance with section 529 quaterdecies of the Spanish Capital Companies Act [*Ley de Sociedades de Capital*], as worded by the Spanish Audit Act 22/2015, of December 20 [*Ley de Auditoría de Cuentas*].

This article establishes that the Committee must issue annually, prior to the signing of the audit report, a report expressing an opinion on the independence of the auditor and containing a reasoned assessment of the provision by the auditor of additional services, other than statutory auditing, to the Company or to entities of its Group or related companies.

2. Committee Report

2.1 Information from the external auditor

The partner responsible for the audit of the individual and consolidated annual accounts has informed the Committee that, during their work, the external auditors have had access to all the necessary information and have received all the cooperation required from the Group's personnel for the performance of their activity.

From 1 January 2023 to 23 January 2024 (date of the last meeting held prior to the preparation of this report), the partner responsible for the audit of the individual and consolidated annual accounts attended seven meetings of the Committee, and at none of these meetings did he report any situation in the course and development of his work that might have compromised his independence. A list of the matters dealt with by the external auditor at the meetings at which he was present is attached as **Appendix I**.

Likewise, in accordance with the provisions of section e) of article 529 quaterdecies of the Capital Companies Act, the Committee has today received written confirmation from the external auditor of its independence vis-à-vis the Repsol Group, as well as of its compliance with the independence standards established in the applicable regulations.

2.2. External auditor services and fees

In 2023, the fees approved for audit work performed by PricewaterhouseCoopers Auditores, S.L. and its network (hereinafter, **PwC**) at the Company and its Group companies amounted to 7.6 million euros.

In addition, the fees approved for PwC for professional services related to the audit amounted to 1.8 million euro. A breakdown of these services and amounts is included as **Appendix II**. As at 31 December 2023, the percentage of non-audit services out of the amount of fees for audit services of the audit firm amounts to 23.3%.

2.3. Auditor rotation

In accordance with the applicable regulations, on 25 May 2023, the proposal to appoint PricewaterhouseCoopers Auditores, S.L. as the Repsol Group's auditor for the 2023 financial year was submitted to the General Shareholders' Meeting, which was approved by 99.516% of the capital present or represented at the General Shareholders' Meeting. This was PwC's sixth year as auditor of the Repsol Group.

In addition, the applicable regulations require that, in the case of listed companies, every five years from the initial contract, the auditor signing the audit report must be rotated. For these purposes, 2023 is the first year in which Mr. Juan Manuel Anguita is the partner signing the audit report of the Repsol Group.

2.4. Pre-approval of the external auditor's services by the Committee

As part of its work to ensure the independence of the external audit, in 2003 the Committee agreed on a procedure for prior approval of all services, whether audit or non-audit services, provided by the external auditor, whatever their scope, scope and nature. Prior to the approval of the service, it receives information on the scope of the work to be performed, the Group company to which the services are to be provided, background information on the circumstances and context in which the engagement takes place, confirmation of the independence of the external auditor, as well as the percentage of non-audit services out of the total amount of fees for audit services of the auditor in the current year, including the service being approved.

Likewise, the Committee has delegated powers to its Chairwoman to authorise urgent services to be provided by the external auditor during the period between its meetings, which are subsequently submitted to the Committee for ratification.

This procedure is regulated by the internal regulation "*Pre-approval of services to be provided by audit firms*" (Code 00-00093NO), which is mandatory throughout the Repsol Group.

By virtue of this, in 2023, the Committee approved all the services provided to Repsol Group by the external auditor and its organization, and ratified the powers that its Chair granted with regard to some of these services, in use of the powers delegated to her. The Company's internal services have also been verifying that the services provided by the external auditor comply with the independence requirements established under the applicable legislation.

3. Conclusions

Based on the above information, the Committee concludes that there are no objective reasons to question the independence of the external auditor of the Company and its Consolidated Group.

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ANNEX I. Matters reported by the External Auditor to the Committee

The Committee has received, on a regular basis, information from the external auditor on: (i) the implementation of the audit plan and the results of implementing it; (ii) the relevant issues brought to light from carrying out the audit work; and (iii) the communications and recommendations made to Management in the audit process.

Since 1 January 2023 and up to the date of preparation of this report, the Commission has been briefed by the external auditor on the above-mentioned issues at the following meetings:

- 24 January 2023: PwC report on the status of the audit of the annual accounts and management report - including the Statement of Non-Financial Information (hereinafter, "NFI") - of Repsol, S.A. and its consolidated Group for the 2022 financial year and the review of the impairment tests, as well as the status of the audit, the review of the ICFR, the General Computer Controls (GCO) and the assessment of risks associated with cybersecurity.
- 14 February 2023: Report on PwC's conclusions on its audit of the consolidated financial statements of the Repsol Group and the individual financial statements of Repsol, S.A. for the year ended 31 December 2022; confirmation of its independence, the main aspects of the audit and conclusions on the effectiveness of the ICFR. Likewise, its favourable conclusions on the Limited Assurance Report on the Non-Financial Information Statement of the 2022 Management Report were also presented. The PwC report on the audit of the 2022 financial statements of Repsol International Finance, B.V. and Repsol Europe Finance S.a.r.l. was also presented.
- 25 April 2023: Report from PwC on its review of the first quarter results.
- 25 July 2023: Report from PwC on the limited review of the condensed consolidated financial statements of the Repsol Group at 30 June, including information on the matters reviewed during their work. The audit plan for Repsol, S.A. and its consolidated Group was also presented.
- 24 October 2023: Report from PwC on their work reviewing the third quarter results.
- 19 December 2023: Report by PwC on the status of the audit of the annual accounts of Repsol, S.A. and its consolidated Group for the 2023 financial year, the status of the review of the impairment tests (Impairment Test), the status of the audit, the review of the SCIIF, the EINF and the General Computer Controls (GCO) and the assessment of risks associated with cybersecurity. The 2023 Audit Plan for Repsol Europe Finance, S.à r.l. (REF) and Repsol International Finance, B.V. (RIF) was also presented.
- 23 January 2024: PwC report on the status of the audit of the annual accounts of Repsol, S.A. and its consolidated Group for the 2023 financial year and the review of the ICFR and the EINF. It also presents the status of the audit of the accounts of Repsol Europe Finance, S.à r.l. (REF) and Repsol International Finance, B.V. (RIF).

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ANNEX II. Breakdown of other related services and other services

Thousands of euros

Description	2023	Requirement	Type of Report
Other non-audit services	1.781		
Required by regulations	492		
CORES reports (Repsol Butano, S.A. and Repsol Comercial de Productos Petrolíferos, S.A.)	44	Corporación de Reservas Estratégicas de Productos Petrolíferos (CORES) - RD 1766/2007	Special and supplementary report on the annual declaration of stocks, purchases and sales of petroleum products.
CNMC Reports (Repsol Petróleo, S.A.)	25	Circular 1/2019 of the National Commission of Markets and Competition, in development of Order ITC/2877/2008.	Report on the annual declaration of purchases, sales and production of biofuels and other renewable fuels for transportation purposes.
DGPeyM reports (Repsol Petróleo, S.A.)	13	RD 235/2018 of April 27 - Directorate General of Energy Policy and Mines (DGPeyM).	Report of agreed procedures on information on the intensity of greenhouse gas emissions from fuels and energy in transportation.
ECOEMBES Reports (Campsa Estaciones de Servicio, S.A., Repsol Butano, S.A., Repsol Lubricantes y Especialidades, S.A.)	17	Standards for the Review of Annual Packaging Declarations" issued by ECOEMBES, on the Annual Packaging Declaration.	Special report on agreed-upon procedures on the annual packaging declaration.
Report on capital increase by offsetting credits in Repsol Polímeros, Lda.	1	Commercial Code (Portugal)	Report on the agreed-upon procedures regarding the long-term loan at Repsol Polímeros, Lda.
Certification of the opening of the profit and loss account per operating contract (Repsol E&P Bolivia, S.A.)	4	Ministerial Resolution 387-12 (Bolivia)	Reasonable assurance report on certain financial information.
Translation into Arabic of the company's accounting records (Repsol Exploración Murzuq, S.A. - Libyan branch)	4	Commercial Code (Libya)	Translation of the company's accounting records into Arabic.
Verification of non-financial information statement information (NFS)	211	Commercial Code (Spain)	Independent verification report on the statement of non-financial information (NFI).
Report on agreed procedures on the calculation of the gross value added for the purposes of the certification of the condition of electro-intensive consumer (Repsol Química, S.A., Petróleos del Norte, S.A. and Repsol Petróleo, S.A.)	22	Royal Decree 1106/2020, of December 15, 2020, which regulates the Statute of the electro-intensive consumers.	Agreed-upon procedures report corresponding to certain financial information.
Review of the supporting account of grants and other agreed-upon procedures reports related to the aid programs under the "Recovery, Transformation and Resilience Plan".	146	Regulation of Law 38/2003, of November 17, 2003, General Law on Subsidies, approved by Royal Decree 887/2006, of July 21, 2006.	Report on procedures agreed on the granting of IDAE subsidies / Report on procedures agreed on the detail of invoices pending payment to suppliers as of the reference date (several companies).
Certification of costs incurred in research and development (R&D) projects (Repsol Norge, A.S.)	5	Local regulations (Norway)	Verification report of the form of costs incurred in R&D projects.
Required by contractual obligations	538		
"(i) Tariff report (Repsol Exploración Argelia, S.A., Repsol Services Company, Repsol Exploración, S.A., Repsol E&P Bolivia, S.A. and Repsol Resources UK, Ltd.); (ii) Invoicing report to partners (Repsol E&P Bolivia, S.A., Repsol Exploración Norge, A.S., Repsol Exploración México, S.A. de C.V. and Repsol Exploración Perú, S.A.); and (iii) Report on cost allocation to assets (Repsol Resources UK, Ltd.).	404	Joint Operating Agreement (Joint Operating Agreement)	(i) Agreed-upon procedures report (ISRS 4400) on the rates applied by the company; (ii) Agreed-upon procedures report on partner billing; and (iii) Agreed-upon procedures report on the allocation mechanism for multi-asset contracts.

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Comfort Letters	106	Contract with banks participating in the issuance program	Comfort Letter for the renewal of Repsol International Finance, B.V.'s EMTN program.
Certificates for insurance - Oil Insurance (Gaviota RE, S.A.)	11	Shareholder's Agreement with "Oil Insurance".	Report of agreed-upon procedures in connection with the declaration of gross assets.
Certification of compliance with the financial ratios of Refinería La Pampilla, S.A.A.A.	2	Contract with CESCE (Compañía Española de Seguros de Crédito a la Exportación, S.A.)	Certification of compliance with the company's financial ratios.
Verification report, with limited assurance scope, of the Carbon Intensity Indicator contained in the "Carbon Intensity Indicator Monitoring Report".	15	Contract with banks participating in the issuance program	Independent verification report in accordance with the calculation methodology detailed in the document "Carbon Intensity Indicator (CII)" published on the Repsol website.
Others	751		
Independent Assurance Report for the Sustainability Report Grupo Repsol del Perú, S.A.C.	17	Local regulations (Peru)	Independent assurance report on assurance objects included in the Sustainability Report.
Half-yearly review as of June 30 Repsol Group	171	Royal Legislative Decree 4/2015 of October 23, 2015, approving the revised text of the Securities Market Law.	Limited review report on condensed interim consolidated financial statements.
Repsol Group Internal Control Review (SCIIF)	321	Article 540 of the revised text of the Capital Companies Act, and with Circular No. 5/2013 of the National Securities Market Commission (CNMV) dated June 12, 2013, and subsequent amendments.	Reasonable independent assurance report on design and effectiveness of the System of Internal Control over Financial Reporting (SCIIF).
Reports on financial information: (i) opening of financial statements by exploration and production blocks and Repsol Química, S.A., (ii) review of the balance sheet and income statement of the 6/80 Group (Spain) and (iii) determination of Repsol Group's net sales in accordance with Law 38/2022.	121	Internal	Report on agreed-upon procedures for financial information.
Membership contract of Petróleos del Norte, S.A. to the International Entrepreneurship Center of Bizkaia (CIEB).	24	Internal	Membership contract.
Report on procedures agreed on the Responsible Statement regarding the monthly energy covered by forward contracting instruments, for the purpose of calculating the reduction of the Royal Decree-Law 17/2021, of September 14, 2011.	84	Royal Decree-Law 17/2021 on urgent measures to mitigate the impact of the escalation of natural gas prices in the retail gas and electricity markets, extended Royal Decree-Law 6/2022 and Royal Decree-Law 11/2022.	Report on procedures agreed on the Declaration of energy covered with forward contracting instruments.
Annual subscription to database access (Repsol Portuguesa, Lda.)	4	Internal	Service contract.
Report on volumes traded (Repsol Trading, S.A.)	9	Indian Oil Corporation's requirement for participation in tenders	Report on agreed-upon procedures regarding purchase and sale transactions with Third parties.