SUPPLEMENT DATED 30 NOVEMBER 2015 TO THE BASE PROSPECTUS DATED 22 SEPTEMBER 2015

REPSOL INTERNATIONAL FINANCE B.V.

(A private company with limited liability incorporated under the laws of The Netherlands and having its statutory seat (statutaire zetel) in The Hague)

EURO 10,000,000,000

Guaranteed Euro Medium Term Note Programme

Guaranteed by

REPSOL, S.A.

(A sociedad anónima organised under the laws of the Kingdom of Spain)

This supplement (the ***Supplement***) to the base prospectus dated 22 September 2015 (the ***Base Prospectus***), constitutes a supplement, for the purposes of Article 16 of the Prospectus Directive as implemented by Article 13 of Chapter 1 of Part II of the *loi relative aux prospectus pour valeurs mobilières du 10 juillet 2005* (the Luxembourg law on prospectuses for securities of 10 July 2005), as amended by the Luxembourg law of 3 July 2012 (the ***Luxembourg Act***), to the Base Prospectus and is prepared in connection with the EURO 10,000,000,000 Guaranteed Euro Medium Term Note Programme established by Repsol International Finance B.V. (the ***Issuer***) and guaranteed by Repsol, S.A. (the ***Guarantor***). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with the Base Prospectus issued by the Issuer and the Guarantor.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. The information incorporated by reference to the Base Prospectus by virtue of this Supplement has been translated from the original Spanish.

The Dealers, the Trustee and the Arranger have not separately verified the information contained in the Base Prospectus, as supplemented by this Supplement. None of the Dealers or the Arranger or the Trustee makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in the Base Prospectus, as supplemented by this Supplement.

Risk Factors

Both the Issuer and the Guarantor consider advisable, pursuant to Article 16 of the Prospectus Directive as implemented by Article 13 of Chapter I of Part II of the Luxembourg Act, and in connection with Section "RISK FACTORS" to replace the information contained under "*Uncertainty in the current economic context*" on pages 6 and 7 of the Base Prospectus with the following:

"Uncertainty in the current economic context.

Global economic growth remains moderate and more so than predicted a few months earlier. The latest International Monetary Fund (the ***IMF****) forecasts (WEO October 2015) estimate that the global economy is slowly recovering, supported by the improvement in advanced economies. However, it should be noted that growth is deteriorating in emerging and developing economies. The recent declining in commodity prices, China's economic deceleration and the impending normalisation of monetary policy in the US have affected the emerging economies'* *dynamics, especially those of commodity exporters. Overall, it is expected that global growth will be of around 3.1% in 2015, worse than the 3.4% in 2014, with some recovery in 2016 to 3.6%.*

In recent months the risk of a sharper slowdown in China and other emerging economies has increased. Regarding this, in August 2015, after a significant fall in the Chinese stock markets and the decision of the Chinese authorities to allow a small depreciation of its currency, markets experienced increased doubts about the health of the economy and the ability of authorities to manage the situation. This has triggered a general correction in asset values, especially in emerging markets.

The growth adjustment in China has had global repercussions. The channels of influence should be through a weaker trade, especially affecting the rest of Asia but also dragging on the recovery of developing economies, through lower commodity prices, with the greatest impact being in Latin America.

Recently, crude oil prices have come under pressure from concerns regarding swollen inventories, high global production and from uncertainties in the global economic outlook (especially in China). Between June and August 2015, crude oil prices lost more than 30% of their value, reaching record lows for the year. Part of this drop was recovered in less than a week but prices have again fallen, reaching less than U.S.$45 per barrel in mid-November 2015. This is almost 35% lower than the maximum price level seen in the year 2015. Along with this oversupply of oil, weak global demand has pushed down oil prices and those of commodities in general and thus influencing the decline in inflation expectations. Notwithstanding all these uncertainties, a low crude oil price scenario should activate dynamics on the demand and supply side. Thus, low prices act as a positive stimulus to consumption in conjunction with a negative signal to investment, both of them acting to rebalance the market. On the other hand, some countries, like Iran or, on a smaller scale, Libya, are expected to increase their production. In the case of Iran, when the sanctions against it are lifted, they have around 80 million barrels in stock, and the country's crude production could ramp up to between 0.5 and 1.3 million barrels per day in 2016.

A further source of market uncertainty is the global adjustment to the potential rise of interest rates in the United States. There is the possibility that the United States may raise the benchmark interest rate mainly on the back of a strong labor market.

In addition, an environment of weak market liquidity complicates the adjustment process in the financial markets, which generates volatility. Extraordinarily accommodative policies have contributed to a compression of risk premiums across a range of markets including sovereign bonds and corporate credit, as well as a compression of liquidity and equity risk premiums.

The Open Market Committee of the Federal Reserve decided at its meeting in September 2015 to maintain the benchmark interest rates at its current low levels. This reflected the concern in the U.S. of developments occurring within an international context and their impact on the financial markets. The decision has prompted the depreciation of the U.S. dollar which has eased the pressure on emerging economies where much of their sovereign debt is denominated in U.S. dollars. Lately, with more stability in the emerging markets and better U.S. data, the Fed has shown a more hawkish tone. At the same time, the ECB has signalled the possibility of expanding its asset purchase programme, which would likely cut its deposit rate further into negative territory, in order to fight low inflation. As a result of this divergence, in November 2015 the euro-U.S. dollar exchange rate moved to a level of 1.07. Any of the factors described above, whether in isolation or in combination with each other, could have an adverse effect on the financial position, business, or results of operations of Repsol.

In addition to the geopolitical risks remaining latent in Ukraine and the Middle East, the Greek economic and political situation is once again a focus of tension, increasing market volatility."

Strategy of Repsol

Both the Issuer and the Guarantor consider advisable, pursuant to Article 16 of the Prospectus Directive as implemented by Article 13 of Chapter I of Part II of the Luxembourg Act, and in connection with **Section "INFORMATION ON THE GUARANTOR AND THE GROUP"** (pages 35 to 50 of the Base Prospectus), to insert the following information on page 36, immediately before the section entitled "***Business segments and organisational structure***":

"***Strategy of Repsol***

*On 15 October 2015, Repsol unveiled its strategic plan for the period 2016-2020 (the **Strategic Plan**).*

Building on the completion of Repsol's previous strategic plan, which culminated in the acquisition of Talisman, the Strategic Plan focuses on the creation of value and resilience, even in a low oil and gas price *environment. The achievement of these goals will be based on taking advantage of the flexibility in portfolio management brought by the new composition of the Group and on commitments to improve operating efficiency.*

The Upstream segment will focus on three strategic regions in the coming years: North America, Latin America and South-East Asia, with three main play types: offshore shallow, onshore core and unconventionals.

The Downstream segment will continue to generate free cash flow, improving the integrated margin through optimization initiatives on its highly efficient, fully-invested assets.

The Strategic Plan's priorities are to maintain Repsol's investment grade rating and to maintain shareholder compensation in line with current levels."

Business overview – Upstream

Both the Issuer and the Guarantor consider advisable, pursuant to Article 16 of the Prospectus Directive as implemented by Article 13 of Chapter I of Part II of the Luxembourg Act, and in connection with **Section "INFORMATION ON THE GUARANTOR AND THE GROUP**" (pages 35 to 50 of the Base Prospectus), to replace the last paragraph of page 39, immediately before the section entitled "***Downstream***", with the following information:

"During 2015, oil prices have been significantly lower than in recent times. In 2014, Brent crude oil prices averaged U.S.$99.00 per barrel, compared to an average of U.S.$81.55 per barrel reported over the 2004-2014 period. During the first nine months of 2015, the price range stood between approximately U.S.$41.85 to U.S.$66.65 per barrel, with an average price of U.S.$55.31 per barrel, compared to an average of U.S.$106.52 per barrel for the corresponding period of 2014. Low crude oil prices negatively affect Upstream earnings (see risk factors titled "Uncertainty in the current economic context" and "Fluctuations in international prices of crude oil and reference products and in demand, due to factors beyond Repsol's control"). If the current trend continues, income and revenue of Repsol's Upstream segment could continue to be eroded until crude oil prices rise back to the levels seen in previous years."

Business overview – Recent Developments

Both the Issuer and the Guarantor consider advisable, pursuant to Article 16 of the Prospectus Directive as implemented by Article 13 of Chapter I of Part II of the Luxembourg Act, and in relation to **Section "INFORMATION ON THE GUARANTOR AND THE GROUP**" under the heading "**Business overview**", to insert the following information on page 41, immediately before the section entitled "Board of Directors, Senior Management and Employees":

"***Recent developments***

On 25 September 2015, the Guarantor sold its 10% stake in Compañía Logística de Hidrocarburos, S.A. – CLH to investment company Ardian for €325 million, generating a capital gain of approximately €300 million.

On 30 September 2015, Repsol agreed with Gas Natural Distribución and Redexis Gas the sale of part of its piped gas business. The various operations amount to a total of €651.5 million and will generate an estimated after-tax capital gain of €367 million. The agreements are subject to regulatory approvals.

On 13 October 2015, Repsol reached an agreement with its partner Armstrong Oil & Gas to strategically re-align their interests in their Alaska North Slope venture. Pursuant to the restructured agreement, Armstrong acquires a 15% working interest (to add to the 30% it already holds) in the Colville River Delta development area. Repsol retains a 55% working interest in this area. In addition, Armstrong has the option to acquire an additional 6% and to assume operatorship in the development area. Armstrong also acquired a 45% working interest (to add to the 30% it already holds) and operatorship in the jointly owned exploratory acreage. Repsol retains a 25% working interest in this exploratory area. The total economic consideration obtained by Repsol is around U.S.$750 million."

Shareholder remuneration

Both the Issuer and the Guarantor consider advisable, pursuant to Article 16 of the Prospectus Directive as implemented by Article 13 of Chapter I of Part II of the Luxembourg Act, and in relation to **Section "INFORMATION ON THE GUARANTOR AND THE GROUP**" under the heading "**Shareholder Remuneration**", on page 44, to insert an additional paragraph at the end of this section with the following information:

"On 25 November 2015, the Board of the Guarantor approved the payment of a remuneration to its shareholders in the framework of the Repsol Flexible Dividend Programme and in replacement of the traditional interim dividend of 2015, equivalent to €0.50 gross per share under a Scrip Dividend scheme and subject to the applicable rounding in accordance with the formulas approved by the Annual Shareholders' Meeting held on 30 April 2015, under item six on its agenda. For this purpose, and in accordance with the duties conferred by the Shareholders' Meeting, the Board of Directors has today fixed the market value of the capital increase ("Amount of the Alternative Option") at €700,180,530."

2015 third quarter reports and regulatory announcements

On 12 November 2015, the Guarantor filed its unaudited Interim Condensed Consolidated Financial Statements of Repsol, S.A. and investees composing the Repsol Group for the Nine-Month Period ended 30 September 2015 with the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores – CNMV*). An English-language translation has been filed with the Luxembourg Financial Sector Surveillance Commission (*Commission de Surveillance du Secteur Financier - CSSF*) and, by virtue of this Supplement, is incorporated by reference in, and forms part of, the Base Prospectus.

This Supplement also incorporates by reference certain regulatory announcements released by the Guarantor since the date of the Base Prospectus.

To the extent there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by virtue of this Supplement and (b) any other statement, pre-dating this Supplement, in, or incorporated by reference into, the Base Prospectus, the statements in (a) above shall prevail.

Documents incorporated by reference

Both the Issuer and the Guarantor consider advisable to incorporate by reference into the Base Prospectus via this Supplement the (i) unaudited Interim Condensed Consolidated Financial Statements of Repsol, S.A. and investees composing the Repsol Group for the Nine-Month Period ended 30 September 2015 and (ii) certain regulatory announcements of the Guarantor; and therefore, pursuant to Article 16 of the Prospectus Directive as implemented by Article 13 of Chapter I of Part II of the Luxembourg Act, to amend the **Section "DOCUMENTS INCORPORATED BY REFERENCE"** (pages 20 to 24 of the Base Prospectus) by the inclusion of the following documents to the list "**Information incorporated by reference**" (page 20 of the Base Prospectus) as new paragraphs (J) and (K). The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the Commission Regulation (EC) 809/2004.

Information Incorporated by Reference		**Page References**
(J)	**The Interim Condensed Consolidated Financial Statements of Repsol, S.A. and investees composing the Repsol Group for the Nine-Month Period ended 30 September 2015:**	
-	Consolidated balance sheet at 30 September 2015 and 31 December 2014	2-3
-	Consolidated income statement for the third quarter 2015 and 2014 and interim periods ended 30 September 2015 and 2014	4
-	Consolidated statements of recognised income and expenses for the third quarter 2015 and 2014 and interim periods ended 30 September 2015 and 2014	5
-	Consolidated statements of changes in equity for the interim periods ended 30 September 2015 and 2014	6
-	Consolidated cash flow statements for the third quarter 2015 and 2014 and interim periods ended 30 September 2015 and 2014	7
-	Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2015	8-33
-	Appendix I – Accounting regulatory framework..	34-35
-	Appendix II – Regulatory framework	36-38
-	Appendix III – Main changes in the scope of consolidation	39-42

As long as any of the Notes are outstanding, this Supplement and each document incorporated by reference into the Base Prospectus via this Supplement will be available for inspection, free of charge, at the offices of the Issuer at Koninginnegracht 19, 2514 AB The Hague, The Netherlands during normal business hours and on the website of the Luxembourg Stock Exchange at www.bourse.lu. In addition, copies of the documents incorporated by reference referred to above can be obtained from the website of the Issuer at http://www.repsol.com/es_en/corporacion/accionistas-inversores/informacion-financiera/financiacion/repsol-international-finance/programa-emision-continua.aspx.

Paragraph 2 in the **Section** "**GENERAL INFORMATION**" on page 102 of the Base Prospectus shall be deleted and replaced with the following text to take into account the publication and incorporation by reference into the Base Prospectus of the Interim Condensed Consolidated Financial Statements of Repsol, S.A. and investees composing the Repsol Group for the Nine-Month Period ended 30 September 2015:

"To the best of the knowledge of the Issuer, there has been no material adverse change in its prospects since 31 December 2014 (being the date of the last published audited financial statements) nor has there been any significant change in the financial or trading position of the Issuer and its consolidated subsidiaries since 31 December 2014.

To the best of the knowledge of the Guarantor, there has been no material adverse change in its prospects since 31 December 2014 (being the date of the last published audited financial statements), and save as disclosed on page 39 in the final paragraph of the section "Business overview-Upstream" nor has there been any significant change in the financial or trading position of the Group since 30 September 2015."

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has been noted or, to the best of the knowledge of the Issuer and the Guarantor, has arisen, as the case may be, since the publication of the Base Prospectus.

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine-month period ended September 30, 2015

REPSOL, S.A. and Investees comprising the Repsol Group

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

Repsol, S.A. and investees comprising the Repsol Group

Consolidated balance sheet at September 30, 2015 and December 31, 2014

		Millions of euros	
ASSETS	Note	**09/30/2015**	**12/31/2014**
Intangible Assets:		4,867	1,859
a) Goodwill	2.2	3,254	498
b) Other intangible assets		1,613	1,361
Property, plant and equipment	4.3	31,046	17,141
Investment property		23	23
Investment accounted for using the equity method	4.4	12,122	11,110
Non-current financial assets	4.2	889	593
Deferred tax assets		4,100	3,967
Other non-current assets		239	155
NON-CURRENT ASSETS		**53,286**	**34,848**
Non current assets held for sale	4.6	215	98
Inventories		3,718	3,931
Trade and other receivables:		6,484	5,685
a) Trade receivables		3,007	3,083
b) Other receivables		2,211	1,970
c) Income tax assets		1,266	632
Other current assets		315	176
Other current financial assets	4.2	1,563	2,513
Cash and cash equivalents	4.2	2,019	4,638
CURRENT ASSETS		**14,314**	**17,041**
TOTAL ASSETS		**67,600**	**51,889**

Notes 1 to 6 are an integral part of this consolidated balance sheet at September 30, 2015.

Repsol, S.A. and investees comprising the Repsol Group
Consolidated balance sheet at September 30, 2015 and December 31, 2014

		Millions of euros	
LIABILITIES AND EQUITY	Note	**09/30/2015**	**12/31/2014**
NET EQUITY			
Issued share capital		1,400	1,375
Share premium		6,428	6,428
Reserves		259	259
Treasury shares and own equity instruments		(248)	(127)
Retained earnings and other reserves		19,308	19,524
Profit attributable to equity holders of the parent	3.4	832	1,612
Dividends and remunerations		-	(1,569)
Other equity instruments		1,010	-
EQUITY		**28,989**	**27,502**
Financial assets available for sale		4	(5)
Hedge transactions		(213)	(163)
Translation differences		1,680	603
ADJUSTMENTS FOR CHANGES IN VALUE		**1,471**	**435**
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT AND OTHER HOLDERS OF EQUITY INSTRUMENTS		**30,460**	**27,937**
MINORITY INTERESTS		**286**	**217**
TOTAL EQUITY	**4.1**	**30,746**	**28,154**
Grants		8	9
Non-current provisions	4.5	6,663	2,386
Non-current financial liabilities:	4.2	11,461	7,612
a) Bank borrowings, bonds and other securities		11,365	7,524
b) Other financial liabilities		96	88
Deferred tax liabilities	4.9	2,410	1,684
Other non-current liabilities		2,014	1,801
NON-CURRENT LIABILITIES		**22,556**	**13,492**
Liabilities related to non-current assets held for sale	4.6	13	-
Current provisions	4.5	629	240
Current financial liabilities:	4.2	7,732	4,086
a) Bank borrowings, bonds and other securities		7,510	3,952
b) Other financial liabilities		222	134
Trade payables and other payables:		5,924	5,917
a) Trade payables		2,331	2,350
b) Other payables		3,203	3,402
c) Current income tax liabilities		390	165
CURRENT LIABILITIES		**14,298**	**10,243**
TOTAL EQUITY AND LIABILITIES		**67,600**	**51,889**

Notes 1 to 6 are an integral part of this consolidated balance sheet at September 30, 2015.

Repsol, S.A. and investees comprising the Respsol Group
Consolidated income statement for the third quarter 2015 and 2014 and interim periods ended September 30, 2015 and 2014

	Note	Millions of euros			
		Q3 2015	Q3 2014	09/30/2015	09/30/2014
Sales		10,166	12,118	30,209	35,649
Services rendered and other income		44	142	120	320
Changes in inventories of finished goods and work in progress inventories		(10)	63	49	91
Income from reversals of impairment losses and gains on disposal of non-current assets	4.7	375	29	602	33
Other operating income		567	177	1,261	692
OPERATING REVENUE		**11,142**	**12,529**	**32,241**	**36,785**
Supplies		(7,661)	(10,251)	(22,427)	(29,899)
Personnel expenses		(556)	(421)	(1,580)	(1,281)
Other operating expenses		(1,587)	(1,113)	(4,716)	(3,255)
Depreciation and amortization of non-current assets		(833)	(405)	(2,193)	(1,347)
Impairment losses recognised and losses on disposal of non-current assets	4.3	(690)	(33)	(827)	(267)
OPERATING EXPENSES		**(11,327)**	**(12,223)**	**(31,743)**	**(36,049)**
OPERATING INCOME		**(185)**	**306**	**498**	**736**
Finance income		23	37	88	102
Finance expenses		(230)	(146)	(562)	(468)
Changes in the fair value of financial instruments	4.2	12	329	992	356
Net exchange gains/ (losses)		(4)	(209)	(269)	(137)
Impairment and gains/ (losses) on disposal of financial instruments		-	1	(7)	369
FINANCIAL RESULT		**(199)**	**12**	**242**	**222**
Share of results of companies accounted for using the equity method after taxes	**4.4**	**(23)**	**158**	**235**	**837**
NET INCOME BEFORE TAX		**(407)**	**476**	**975**	**1,795**
Income tax	4.9	195	(160)	(104)	(410)
NET INCOME FROM CONTINUING OPERATIONS		**(212)**	**316**	**871**	**1,385**
NET INCOME FROM DISCONTINUED OPERATIONS AFTER TAXES		**-**	**(1)**	**-**	**267**
NET INCOME		**(212)**	**315**	**871**	**1,652**
Net income attributable to minority interests		(9)	4	(39)	(6)
TOTAL NET INCOME ATTRIBUTABLE TO THE PARENT		**(221)**	**319**	**832**	**1,646**

EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	**4.1**	**Euros [(1)]**	**Euros**	**Euros [(1)]**	**Euros**
Basic		(0.16)	0.23	0.59	1.18
Diluted		(0.16)	0.23	0.59	1.18

[(1)] The earnings per share of 2015 include the adjustment regarding the interest corresponding to the perpetual subordinated bonds, detailed in heading 4.1.4.

Notes 1 to 6 are an integral part of this consolidated income statement corresponding to the nine-month period ended September 30, 2015.

Repsol, S.A. and investees comprising the Repsol Group

Consolidated statement of recognized income and expenses for the third quarter 2015 and 2014 and interim periods ended September 30, 2015 and 2014

	Millions of euros			
	Q3 2015	**Q3 2014**	**09/30/2015**	**09/30/2014**
CONSOLIDATED NET INCOME FOR THE YEAR (from the Consolidated Income Statement)	**(212)**	**315**	**871**	**1,652**
INCOME AND EXPENSES RECOGNIZED DIRECTLY IN EQUITY:				
From actuarial gains and losses and other adjustments	(9)	-	(4)	-
Total items not reclassified to the income statement	**(9)**	**-**	**(4)**	**-**
From measurement of financial assets available for sale	-	-	6	(224)
From measurement of other financial instruments	-	-	-	(42)
From cash flow hedges (1)	(15)	(61)	(570)	(102)
Translation differences	4	1,018	1,169	1,138
Entities accounted for using the equity method	(146)	57	(104)	74
Tax effect	3	14	11	92
Total items reclassified to the income statement	**(154)**	**1,028**	**512**	**936**
TOTAL	**(163)**	**1,028**	**508**	**936**
AMOUNTS TRANSFERRED TO THE CONSOLIDATED INCOME STATEMENT:				
From measurement of financial assets available for sale	-	-	6	(452)
From measurement of other financial instruments	-	-	-	42
From cash flow hedges	9	4	(4)	12
Translation differences	(5)	-	2	(5)
Entities accounted for using the equity method	2	-	(1)	8
Tax effect	(2)	-	4	112
TOTAL	**4**	**4**	**7**	**(283)**
OTHER TRANSFERS:				
From cash flow hedges (1)	-	-	525	-
TOTAL	**-**	**-**	**525**	**-**
TOTAL RECOGNIZED INCOME / (EXPENSES)	**(371)**	**1,347**	**1,911**	**2,305**
a) Attributable to the parent company	(378)	1,341	1,865	2,288
b) Attributable to minority interests	7	6	46	17

(1) Includes the effect of foreign exchange cash flow hedges on the purchase price of Talisman (see Note 4.2.), which has been considered as greater investment value.

Notes 1 to 6 are an integral part of this consolidated statement of recognized income and expenses corresponding to the nine-month period ended September 30, 2015.

Repsol, S.A. and investees comprising the Repsol Group
Consolidated statement of changes in equity for the interim periods ended September 30, 2015 and 2014

	Equity attributable to equity holders of the parent								
	Capital and reserves								
Millions of euros	Issued share capital	Share premiun and reserves	Treasury shares and own equity instruments	Total net income attributable to the parent	Other equity instruments	Adjustments for changes in value	Total equity attributable to the parent	Minority interests	Total Equity
Closing balance at 12/31/2013	**1,324**	**26,240**	**(26)**	**195**	**-**	**(526)**	**27,207**	**243**	**27,450**
Adjustments	-	-	-	-	-	-	-	-	-
Initial adjusted balance	**1,324**	**26,240**	**(26)**	**195**	**-**	**(526)**	**27,207**	**243**	**27,450**
Total recognized income/ (expense)	-	(30)	-	1,646	-	642	2,258	17	2,275
Transactions with shareholders or owners									
Increase/ (decrease) of share capital	26	(26)	-	-	-	-	-	-	-
Dividend payments	-	(1,324)	-	-	-	-	(1,324)	(1)	(1,325)
Transactions with treasury shares or own equity instruments (net)	-	3	26	-	-	-	29	-	29
Increases / (decreases) due to changes in the scope of consolidation	-	-	-	-	-	-	-	-	-
Other transactions with partners and owners	-	(155)	-	-	-	-	(155)	-	(155)
Other changes in equity									
Transfers between equity accounts	-	195	-	(195)	-	-	-	-	-
Other changes	-	9	-	-	-	13	22	1	23
Closing balance at 09/30/2014	**1,350**	**24,912**	**-**	**1,646**	**-**	**129**	**28,037**	**260**	**28,297**
Total recognized income/ (expense)	-	25	-	(34)	-	309	300	(42)	258
Transactions with shareholders or owners									
Increase / (Decrease) of share capital	25	(25)	-	-	-	-	-	-	-
Dividend payments	-	-	-	-	-	-	-	-	-
Transactions with treasury shares or own equity instruments (net)	-	(1)	(127)	-	-	-	(128)	-	(128)
Increases / (decreases) due to changes in the scope of consolidation	-	-	-	-	-	-	-	-	-
Other transactions with partners and owners	-	(245)	-	-	-	-	(245)	-	(245)
Other changes in equity									
Payments based on equity insturments	-	-	-	-	-	-	-	-	-
Transfers between equity accounts	-	-	-	-	-	-	-	-	-
Other changes	-	(24)	-	-	-	(3)	(27)	(1)	(28)
Closing balance at 12/31/2014	**1,375**	**24,642**	**(127)**	**1,612**	**-**	**435**	**27,937**	**217**	**28,154**
Total recognized income/ (expense)	-	(4)	-	832	-	1,037	1,865	46	1,911
Transactions with shareholders or owners									
Increase / (Decrease) of share capital	25	(25)	-	-	-	-	-	-	-
Dividend payments	-	-	-	-	-	-	-	-	-
Transactions with treasury shares or own equity instruments (net)	-	3	(121)	-	-	-	(118)	-	(118)
Increases / (decreases) due to changes in the scope of consolidation	-	-	-	-	-	-	-	23	23
Other transactions with partners and owners	-	(243)	-	-	-	-	(243)	-	(243)
Other changes in equity									
Transfers between equity accounts	-	1,612	-	(1,612)	-	-	-	-	-
Issues of perpetual subordinated obligations	-	(15)	-	-	1,010	-	995	-	995
Other changes	-	25	-	-	-	(1)	24	-	24
Closing balance at 09/30/2015	**1,400**	**25,995**	**(248)**	**832**	**1,010**	**1,471**	**30,460**	**286**	**30,746**

Notes 1 to 6 are an integral part of this consolidated statement of changes in equity corresponding to the nine-month period ended September 30, 2015.

Repsol, S.A. and investees comprising the Repsol Group
Consolidated cash flow statement for the third quarter of 2015 and 2014 and interim periods ended September 30, 2015 and 2014

	Millions of euros			
	Q3 2015	**Q3 2014**	**09/30/2015**	**09/30/2014**
Net income before tax	**(407)**	**476**	**975**	**1,795**
Adjustments to net income:	**1,284**	**261**	**1,891**	**501**
Depreciation and amortization of non-current assets	833	405	2,193	1,347
Other adjustments to results (net)	451	(144)	(302)	(846)
Changes in working capital	**535**	**559**	**85**	**93**
Other cash flows from operating activities:	**19**	**65**	**(222)**	**(261)**
Dividends received	274	282	407	481
Income tax received / (paid)	(154)	(171)	(296)	(565)
Other proceeds from / (payments for) operating activities	(101)	(46)	(333)	(177)
Cash flows from operating activities (1)	**1,431**	**1,361**	**2,729**	**2,128**
Payments for investing activities:	**(1,044)**	**(673)**	**(10,920)**	**(2,777)**
Group companies and associates	(241)	-	(8,648)	(18)
Property, plant and equipment, intangible assets and investment properties	(695)	(672)	(2,026)	(1,843)
Other financial assets	(108)	(1)	(246)	(916)
Proceeds from divestments:	**254**	**52**	**1,585**	**4,777**
Group companies and associates	134	6	389	115
Property, plant and equipment, intangible assets and investment properties	120	46	134	70
Other financial assets	-	-	1,062	4,592
Other Cash Flows	**-**	**-**	**494**	**-**
Cash flows used in investing activities (1)	**(790)**	**(621)**	**(8,841)**	**2,000**
Proceeds from/ (payments for) equity instruments:	**(164)**	**5**	**860**	**27**
Issues	-	-	995	-
Acquisition	(164)	(10)	(318)	(60)
Disposal	-	15	183	87
Proceeds from / (payments for) financial liabilities:	**(32)**	**(1,014)**	**2,544**	**(1,914)**
Issues	2,349	1,381	8,970	3,739
Return and depreciation	(2,381)	(2,395)	(6,426)	(5,653)
Payments for dividends and payments on other equity instruments:	**(243)**	**(361)**	**(488)**	**(1,711)**
Payments for dividends	(243)	(361)	(488)	(1,711)
Other cash flows from financing activities:	**(270)**	**12**	**519**	**(486)**
Interest payments	(103)	(65)	(498)	(475)
Other proceeds from/ (payments for) financing activities	(167)	77	1,017	(11)
Cash flows used in financing activities (1)	**(709)**	**(1,358)**	**3,435**	**(4,084)**
Effect of changes in exchange rates	**(5)**	**81**	**58**	**108**
Net increase / (decrease) in cash and cash equivalents	**(73)**	**(537)**	**(2,619)**	**152**
Cash flows from operating activities from discontinued operations	-	(14)	-	(86)
Cash flows from investment activities from discontinued operations	-	22	-	535
Cash flows from financing activities from discontinued operations	-	-	-	(1)
Net increase / (decrease) in cash and cash equivalents from discontinued operations	**-**	**8**	**-**	**448**
Cash and cash equivalents at the beginning of the period	2,092	6,845	4,638	5,716
Cash and cash equivalents at the end of the period	2,019	6,316	2,019	6,316

COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	**Q3 2015**	**Q3 2014**	**09/30/2015**	**09/30/2014**
Cash and banks	1,608	5,474	1,608	5,474
Other financial assets	411	842	411	842
TOTAL CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	**2,019**	**6,316**	**2,019**	**6,316**

(1) Includes cash flows from continuing operations.

Notes 1 to 6 are an integral part of this consolidated cash flow statement corresponding to the nine-month period ended September 30, 2015.

REPSOL, S.A. AND INVESTEES COMPRISING THE REPSOL GROUP

Notes to the interim condensed consolidated financial statements for the nine-month period ended September 30, 2015.

INDEX

(1) BASIS OF PRESENTATION

1.1 General principles

The accompanying interim condensed consolidated financial statements of Repsol S.A. and its investees, comprising the Repsol Group (hereinafter “Repsol”, “Group Repsol” or “Group”) entities are expressed in millions of euros (except where otherwise indicated), were prepared based on the accounting records of the Group entities in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union at September 30, 2015[1], and specifically in accordance with the requirements established in the International Accounting Standard (IAS) 34 “*Interim Financial Reporting*”.

This financial statements present fairly the Group´s consolidated equity and financial position at September 30, 2015, as well as the results of its operations, the changes in equity and the consolidated cash flows for the nine-month period then ended.

In accordance with IAS 34, this interim condensed consolidated financial report is only intended to provide an update on the latest approved annual financial statements, focusing on new activities, events, and circumstances occurred during the first nine months of the year, and do not duplicate information previously reported in the Consolidated Financial Statements for the prior year. For an appropriate understanding of the information provided in these interim condensed financial statements, they should be read in conjunction with the Repsol Group's Consolidated Financial Statements for the financial year 2014.

These interim condensed consolidated financial statements have been approved by the Board of Directors of Repsol S.A. held on October 29, 2015.

1.2 Accounting estimates and judgments

Estimates made by Management were used in the preparation of these interim condensed consolidated financial statements to measure certain assets, liabilities, revenues and expenses. These estimates were made based on the best information available, as described in Note 3 *"Accounting estimates and judgments"* of the Consolidated Financial Statements for the financial year 2014.

It is possible that future developments may require modifying these estimates (upwards or downwards) as of year-end 2015 or subsequent years.

Although there were no significant changes in the first nine-months of 2015 regarding the methodology used to calculate the estimates made as of year-end 2014, it is worth to highlight the provisional valuation of the Talisman assets and liabilities after the acquisition closed on May 8, 2015, as this process required Repsol Group Management to use their judgment and make sensitive estimates that may be subject to change (see Note 2.2). In addition, current low oil price environment has carried along the need to review the assumptions used to calculate the recoverable amount of the Group's assets (see paragraph “*Impairment of assets*” in Note 4.3).

1.3 Seasonality

Amongst the Group activities, the liquefied petroleum gas (LPG) and natural gas businesses are those that involve the greatest seasonality due to their dependence on climatological conditions, with increased activity during winter and decreased activity during summer in the northern hemisphere.

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[1] Please refer to Appendix I and II of this document for the Accounting Regulatory Framework and Regulatory Framework, respectively.

(2) REPSOL GROUP´S COMPOSITION

2.1 General information and changes in the Group´s composition

Repsol constitutes an integrated group of oil and gas companies which commenced its operations in 1987.

It is engaged in all the activities relating to the oil and gas industry, including exploration, development and production of crude oil and natural gas, transportation of oil products, LPG and natural gas, refining, the production of a wide range of oil products and the retailing of oil products, oil derivatives, petrochemicals, LPG and natural gas, as well as the generation and distribution of electricity.

Repsol Group prepares its consolidated financial statements including the investments in all of its subsidiaries, associates and joint arrangements. Appendix I of the Consolidated Financial statements for the financial year 2014 details the main companies comprising the Repsol Group, which were included in the consolidation scope at said date. Appendix III of these interim condensed consolidated financial statements details the main changes in the Group's composition taken place during the first nine months of 2015.

The main changes in the Group´s composition correspond to the incorporation of all Talisman Group companies detailed in Appendix III and IV of this document. However, the following changes also stand out:

- On July 23, 2015 Repsol International Capital Ltd. has been liquidated following the proactive strategy of reducing its presence in territories classified as tax havens. In 1997 and 2002, this entity issued preferred shares that were bought back in 2011 and 2013.

- On September 24, 2015, Repsol has reached an agreement with investment group Ardian encompassing the sale of its 10% equity interest in Compañía Logística de Hidrocarburos, S.A. ("CLH") for € 325 million. This sale generated a gain of € 293 million, which is recognized under the heading "*Income from reversals of impairment losses and gains on disposal of non-current assets*".

2.2 Acquisition of Talisman Energy, Inc.

On May 8, 2015, Repsol, through its Canadian subsidiary Repsol Energy Resources Canada Inc., acquired 100% of Talisman´s Energy Inc. (hereinafter "Talisman") ordinary shares at $ 8 each, as well as 100% of its preferred shares at CAD 25 each.

After the closing of the transaction, Talisman's ordinary shares were delisted from the Toronto and New York Stock Exchanges and its preferred shares were delisted from the Toronto Stock Exchange, the latter having been converted into ordinary shares subsequently. Talisman is incorporated under the *"Canada Business Corporations Act"*.

The total amount paid out for the acquisition amounts to € 8,005 million[1], which includes $ 8,289 million paid for its ordinary shares, and CAD 201 million, paid for its preferred shares.

To integrate Talisman on the Group´s financial statements as provided under accounting standards, the purchase price has been provisionally allocated to the assets acquired and the liabilities assumed based on their estimated fair values as of the acquisition date.

[1] Includes the effect of exchange rate hedging transactions on the acquisition price (see heading 4.2.2.)

The fair value of the *Upstream* assets and liabilities was calculated using the so-called income approach (discounted cash flow analysis using variables that are not directly observable in the market[1]) and using market metrics (comparable transaction prices). The most sensitive assumptions used in the cash flow projections used to value the assets are: i) hydrocarbons prices; ii) reserves and production profiles; iii) operating expenses and investments, including abandonment costs and; iv) discount rates. The estimated fair value of the long-term financial debt was calculated using observable market prices[2].

As a result of the purchase price allocation process, the following assets and liabilities have been revaluated with respect to their carrying amounts on Talisman's consolidated balance sheet as of May 8:

- *Upstream* segment´s Property, Plant and Equipment, primarily in the United States, Canada, Indonesia, Vietnam, Colombia and Algeria (€ 4,186 million).

- Provisions to cover possible future payments resulting from the acquired businesses, as well as legal, tax and environmental contingent liabilities, in an aggregate amount of € 2,758 million (see Note 4.5 *"Provisions"*, Note 4.9 *"Tax situation"* and Note 4.10 *"Litigation"*).

- Net deferred taxes mainly arising as a result of the revaluation of the aforementioned *Upstream* segment´s assets in the net amount of € 1,398 million.

- Financial liabilities corresponding to the difference between the estimated fair value of the financial debt and its carrying amount in the amount of € 222 million.

The difference between Talisman acquisition price and fair value of the assets acquired and liabilities which are registered is assigned to goodwill (€ 2,717 million), including the recognition of the deferred taxes arising from the differences between the new fair value of the assets acquired and their tax bases. The value for the goodwill is justified by the synergies expected to be realized after the acquisition, the improved efficiency in the operations, decrease in general and administrative expenses, as well as the existence of other intangible assets not recognized according to prevailing accounting rules. Goodwill is neither depreciated nor tax deductible, but periodically impairment tests are performed to evaluate its recoverability.

This business combination has been determined as provisionally (see Appendix I *"Accounting Regulatory Framework"*), because the process of measuring the assets acquired and liabilities assumed as of the date of approving the accompanying interim condensed consolidated financial statements has not elapsed, neither has the twelve-month period for so doing (starting from the Talisman acquisition date) as provided under IFRS 3 *"Business combinations"*. The provisional fair value of the net assets recorded in the interim condensed consolidated financial statements for the first half of 2015, has been reviewed in the third quarter as a result of obtaining new information.

Repsol has requested two reports from independent appraisers for the purpose of allocating Talisman´s purchase price to the assets acquired and liabilities assumed based on their fair values. The conclusions of these reports have been considered in the provisional valuation of Talisman´s assets and liabilities. The valuations included in these reports do not differ significantly from those used on a provisional basis by Repsol.

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[1] Level 3 inputs according to the fair value hierarchy defined in IFRS 13 *"Fair value measurement"*.
[2] Level 2 inputs according to the fair value hierarchy defined in IFRS 13 *"Fair value measurement"*.

The provisional breakdown of the net assets acquired on May 8, 2015 and the goodwill generated by this business combination is as follows:

Millions of euros	"Provisional" Fair Value	Book value of the acquired company
Intangible Assets	87	412
Property, plant and equipment	14,118	9,932
Investment accounted for using the equity method	437	505
Deferred tax assets	1,765	1,807
Other non-current assets	106	106
Other current assets	766	769
Cash and cash equivalents	491	458
Total Assets	**17,770**	**13,989**
Non-current provisions	(4,512)	(1,809)
Non-current financial liabilities	(3,583)	(3,361)
Deferred tax liabilities	(1,980)	(624)
Other non-current liabilities	(108)	(108)
Current provisions	(591)	(536)
Current financial liabilities	(1,013)	(1,013)
Other current liabilities	(695)	(695)
Total Liabilities	**(12,482)**	**(8,146)**
NET ASSETS ACQUIRED	**5,288**	**5,843**
ACQUISITION COST	**8,005**	
GOODWILL	**2,717**	

The consolidated revenue and the income obtained in the period contributed by Talisman since the acquisition date amounted to € 1,049 and € -298 million, respectively. If the acquisition had been completed on January 1, 2015, the revenue and net income contribution by Talisman in the period would have been € 1,768 and € -570 million, respectively.

The expenses related to the transaction incurred during the first nine months of the year amounted to € 38 million and are recognized under the heading "*Other operating expenses*".

(3) SEGMENT REPORTING[1]

3.1 Definition of segments

The definition of the Repsol Group´s business segments is based on the delimitation of the different activities performed and from which the Group earns revenue or incurs in expenses, as well as on the organizational structure approved by the Board of Directors for management of the businesses. Using these segments as a reference point, the Group's management team (Repsol´s Corporate, E&P and Downstream Executive Committees) analyses the main operating and financial indicators in order to make decisions about segment resource allocation and to assess how the Company is performing. The Group did not group segments for the presentation of this information.

The operating segments of the Group are:

- *Upstream*, corresponding to the exploration and development of crude oil and natural gas reserves.

[1] All information disclosed throughout this Note includes Talisman´s metrics since its takeover, and unless otherwise expressly indicated, it was prepared according to the Group´s reporting model.

- *Downstream*, corresponding, mainly, to (i) the refining, trading and transportation of crude oil and oil products, as well as the commercialization of oil products, petrochemical products and LPG, (ii) the commercialization, transport and regasification of natural gas and liquefied natural gas (LNG), and (iii) renewable energy power projects;
- *Gas Natural Fenosa*, corresponding to its shareholding in Gas Natural SDG, S.A., whose main activities are the distribution and commercialization of natural gas, and the generation, distribution and commercialization of electricity.

Finally, *Corporation and adjustments* includes activities not attributable to the aforementioned businesses, and specifically, corporate expenses and financial result, as well as intersegment consolidation adjustments.

3.2 Presentation of segment results

Repsol reflects the results for each segment including those from joint ventures[1], or other managed companies operated as such[2], in accordance with the percentage of interest held by the Group, considering its operational and economic metrics in the same manner and with the same detail as for fully consolidated companies. Thus, the Group considers that the nature of its businesses and the way in which results are analysed for decision-making purposes is adequately reflected.

In addition, the Group, considering its business reality and in order to make its disclosures more comparable with those in the sector, uses as a measure of segment results the so-called Adjusted Net Income, corresponding to the recurring net operating profit of continuing operations at current cost of supply (*"Current Cost of Supply"* or CCS) after taxes.

Inventory valuation method widely used in the industry, current cost of supply (CCS), differs from that accepted under prevailing European accounting standards (*"Middle In First Out"* or MIFO). The use of CCS methodology facilitates users of financial information comparisons with other companies in the industry. Under CCS methodology, the purchase price of volumes of inventories sold during the period is based on current prices of purchases during the period. Consequently, Adjusted Net Income does not include the so-called Inventory Effect. This Inventory Effect is presented separately net of the tax effect and excluding non-controlling interests and it is the difference between the net income using CCS and the net income using MIFO.

Likewise, Adjusted Net Income excludes the so-called Non-Recurring Income, that is, those originating from isolated events or transactions of an exceptional nature, or which are not ordinary or usual transactions of the Group. Non-Recurring Income is presented separately, net of the tax effect and excluding non-controlling interests.

However, Adjusted Net Income of the Gas Natural Fenosa segment includes the company's net income in accordance with the equity method[3].

At any rate, for each of the metrics identified by segments in Appendix V (adjusted net income, inventory effect, non-recurring income…), the corresponding items and figures are indicated to facilitate reconciliation with the corresponding metrics prepared in accordance with IFRS-EU.

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[1] See heading 4.4 *"Investments accounted for using the equity method"* and Appendix I of the Consolidated Financial Statements for the financial year 2014, which identify the Group's main joint ventures.

[2] Corresponds to Petrocarabobo, S.A., (Venezuela), an associated entity of the Group.

[3] The remaining figures (revenue, capital employed, exploration investments...) only include cash flows generated in the Repsol Group as a shareholder of Gas Natural SDG, S.A. (dividends…).

3.3 Main metrics and indicators of the period *

Results, financial overview and shareholder remuneration [1]	Q3 2015	Q3 2014	9M 2015	9M 2014
Results				
EBITDA	1,011	1,047	3,394	3,249
Adjusted Net Income	159	415	1,399	1,337
Net Income/ (Loss)	(221)	319	832	1,646
Earnings per share (€/share)	(0.16)	0.23	0.59	1.18
Capital employed [2]	n.a	n.a	43,869	30,296
ROACE (%) [3]	n.a	n.a	3.0	4.4
Financial overview				
Net financial debt [4]	n.a	n.a	13,123	1,935
EBITDA [5] / Net financial debt (x times)	n.a	n.a	0.4	2.0
Shareholder´s remuneration				
Total shareholder remuneration (€/share)	0.48	0.48	0.96	1.96

Main stock indicators [1]	Q3 2015	Q3 2014	9M 2015	9M 2014
Share price at close of financial year (€/share)	10.41	18.80	10.41	18.80
Average share price (€/share)	13.80	18.73	15.86	18.77
Market capitalisation (at closure)	14,574	25,380	14,574	25,380

Our business performance [1]	Q3 2015	Q3 2014	9M 2015	9M 2014
Upstream				
Net liquids production (kbbl/d)	244	141	193	131
Net gas production (kboe/d)	409	225	319	218
Net hydrocarbons production (kboe/d)	653	366	512	349
Average crude oil realization price ($/bbl)	44.4	84.3	48.3	85.9
Average gas realization price ($/Thousand scf)	2.8	3.6	2.9	3.9
EBITDA	334	728	1,237	2,087
Adjusted Net Income	(395)	185	(633)	585
Investments [10]	803	746	10,452	1,900
Downstream				
Refining capacity (kbbl/d)	998	998	998	998
Conversion index in Spain (%)	63	63	63	63
Refining margin indicator in Spain ($/bbl)	8.8	3.9	8.9	3.6
Oil product sales (kt)	12,571	11,387	35,292	32,530
Petrochemical product sales (kt)	701	681	2,125	2,015
LPG sales (kt)	459	599	1,689	1,819
Gas sales in North America (TBtu)	62.1	61.1	226.3	210.7
EBITDA	748	361	2,403	1,309
Adjusted Net Income	682	190	1,655	642
Investments [10]	(122)	155	161	422
Gas Natural Fenosa				
Adjusted Net Income	103	92	330	374

Other ways of creating value	Q3 2015	Q3 2014	9M 2015	9M 2014
People				
Total employees [6]	n.a	n.a	28,260	24,761
Number of new hires in the year [7]	1,817	1,549	8,223	4,374
Safety and environmental management				
Overall Frequency Rate of accidents [8]	n.a	n.a	1.01	0.71
Direct CO_2 emissions (million t) [9]	3.33	3.35	9.74	9.5

Macroeconomic environment	Q3 2015	Q3 2014	9M 2015	9M 2014
Brent ($/bbl) average	50	101.9	55.4	106.5
WTI ($/bbl) average	46.4	97.2	50.9	99.6
Henry Hub ($/Mbtu) average	2.7	4.1	2.8	4.6
Algonquin ($/Mbtu) average	2.4	3.0	5.4	9.2
Average exchange rate ($/€)	1.11	1.33	1.12	1.35

* Operating metrics and indicators correspond to information not reviewed by the auditor.

(1) Where appropriate, figures shown in million euros.
(2) Capital employed from continuing operations.
(3) The ROACE for the first nine months and third quarter of 2015 are an annualized indicator by a mere extrapolation of those period´s figures, and the corresponding to the 2014 financial year corresponds to the annual real data.
(4) Comparative figure 2014 corresponds to 31 December 2014.
(5) EBITDA for the first nine months and third quarter of 2015 are an annualized indicator obtained by a mere extrapolation of this period´s figures; the corresponding to the 2014 financial year corresponds to the annual real data.
(6) The workforce figure does not include employees of partially-owned companies in which Repsol does not have management control, following the Group´s accounting consolidation criteria. In 2014, does not include employees with annual working hours equal to or less than 20% of the hours set in the collective bargaining agreement.
(7) The % of permanent new hires in the third quarter of 2015 and 2014 amounts to 29 %. In the nine-month period ended September 30, 2015 and 2014 this figure amounts to 51% and 31%, respectively.
(8) Frequency rate (IF) with sick leave: number of accidents leading to days lost or deaths recorded over the year, for every million hours worked.
(9) Includes direct emissions of CO_2 from the most relevant business units and countries in which the Group operates, accounting for 98% of the Company's direct Greenhouse Gas (GHG) emissions inventory.
(10) Net investments in operating asset disposal.

3.4 Income for the period by segment

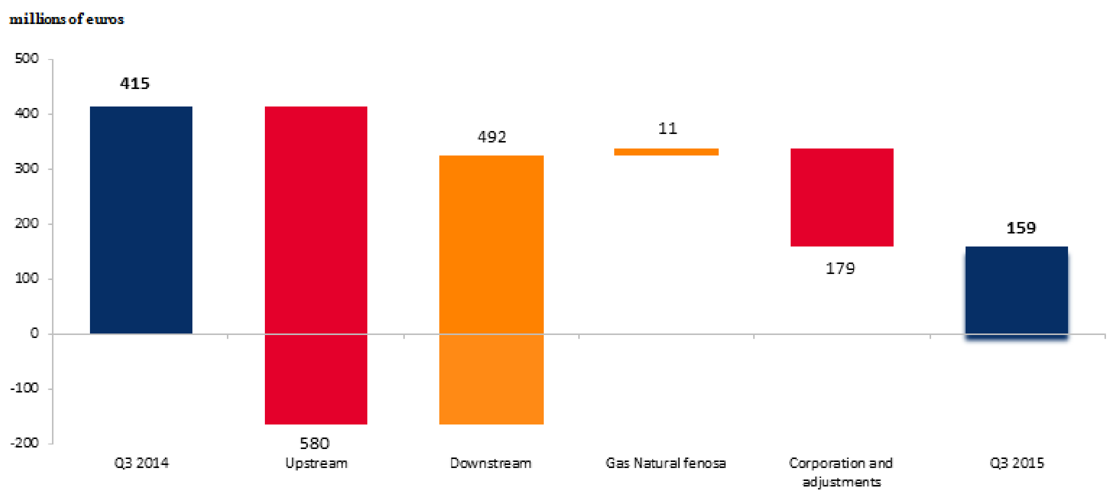
	Millions of euros			
SEGMENTS	**Q3 2015**	**Q3 2014**	**09/30/2015**	**09/30/2014**
Upstream	(395)	185	(633)	585
Downstream	682	190	1,655	642
Gas Natural Fenosa	103	92	330	374
Corporation and adjustments	(231)	(52)	47	(264)
Adjusted net income of the reported segments	**159**	**415**	**1,399**	**1,337**
Inventory effect	(272)	(63)	(329)	(117)
Non-recurring income	(108)	(32)	(238)	159
Results from discontinued operations	-	(1)	-	267
NET INCOME	**(221)**	**319**	**832**	**1,646**

Below are the **explanations of Repsol's third-quarter 2015 results**. For an explanation of the first and second quarter 2015 results, see section 4.3 of the quarterly condensed consolidated financial statements for the first and second quarters, respectively.

The Group´s results of the third quarter 2015, compared to the same period in previous year, occur in an **environment** characterized by low oil and gas prices, improved international margins in industrial businesses and appreciation of the dollar against the euro.

Adjusted Net Income for the quarter amounted to € 159 million, 62% lower than the same period in the previous year. The decrease in *Upstream* results, influenced by the drop in crude oil and gas prices, and in *Corporation*, because of a lower financial result due to the evolution on foreign exchange rate, has been partially offset by the improved *Downstream* (especially in the industrial business) and Gas Natural Fenosa results, reaffirming the advantages of Repsol´s integrated model.

Adjusted Net Income/ (Loss) variation Q3 2015 vs. Q3 2014

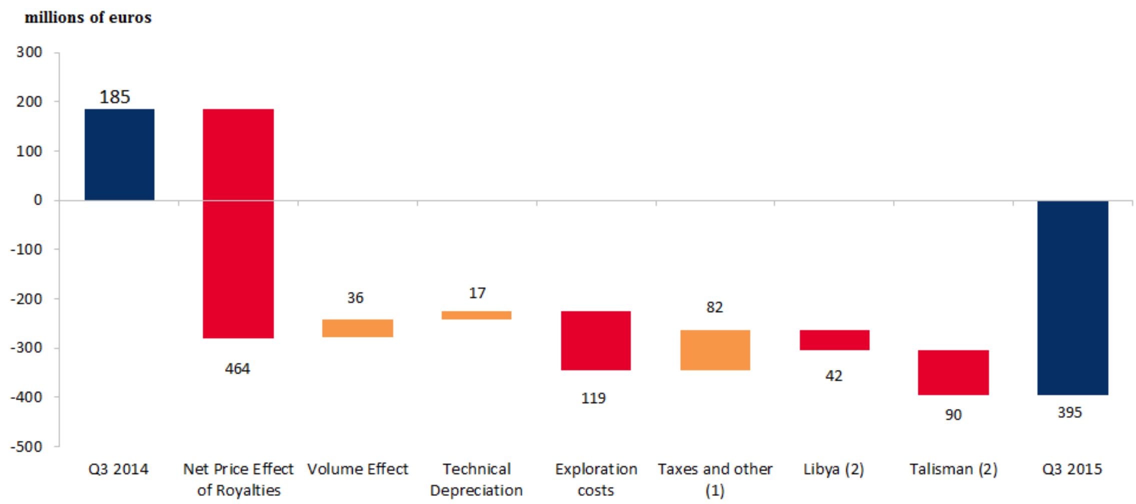


In the *Upstream* segment production has increased by 78% to reach an average of 653 kboe/d during the quarter, mainly due to the contribution of Talisman assets (307 kboe/d), the start of production at new wells in Sapinhoá (Brazil) and the start of production in Cardon IV (Venezuela). All of this despite the absence of production in Libya due to national security issues and a drop in output in Trinidad and Tobago, on account of field drilling and maintenance works.

Despite the increase in production, adjusted net income for the *Upstream* segment in the period shows an important decrease compared to that of 2014. This lower result is mainly attributable to lower crude oil and gas realization prices (47% and 22% respectively), as a consequence of difficult market conditions. Additionally, it is worth noting the increase on exploration costs generated due to results obtained from two negative wells in Angola and another one in Norway.

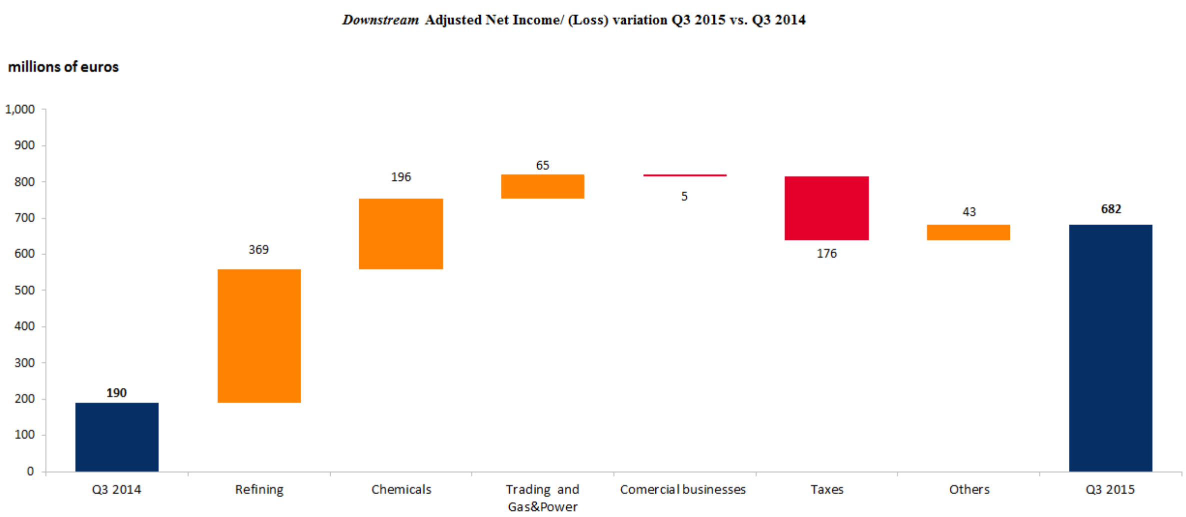
Below is a breakdown of the main reasons for the evolution of *Upstream* results:

***Upstream* Adjusted Net Income/ (Loss) variation Q3 2015 vs. Q3 2014**



(1) Mainly includes income tax expense and the exchange rate effect.
(2) Adjusted Net Income.

Adjusted net income in the *Downstream* segment amounted to € 682 million in the third quarter of 2015, marking year-on-year growth of 259%, compared to the same period in 2014.



This marked increase in income is mainly due to:

- Increase in the produced and sold volumes and the improvement in refining margins.

- Wider margins and growth in sales volumes in the Chemicals business driven by a more favorable international business environment and improved efficiency.

- The favorable evolution in prices and margins in the *Trading* and *Gas&Power* businesses.

- The recovery of the oil market in Spain, where service-station sales rose a noteworthy 1.2%.

With respect to *Gas Natural Fenosa*, third quarter of 2015 adjusted net income amounted to € 103 million against € 92 million in the same period in 2014. This increase in earnings is mainly due to CGE-Chile Company contibution, partially offset by a weaker performance by the gas wholesaling business and the lower contribution of electricity and gas businesses in Latin America.

Corporation and adjustments presents an adjusted net loss of € -231 million, with respect to the € -52 million for the third quarter of 2014. The difference is mainly driven by the lower financial results due to the foreign exchange rate effect on the dollar positions and the inclusion of financial and corporate expenses of Talisman in 2015.

Finally, the Group reported a **Net Loss** of € 221 million, compared to net income of € 319 million in the same period of 2014. The difference is attributable to a negative inventory effect as a result of lower crude oil prices in 2015 and to negative non-recurring results from impairments (provisions due to impairment of *Upstream* segment assets in Mid-Continent, USA, and of *Gas & Power* in North America totaling € 443 million), partially offset by the gains recognized on the sale of 10% of CLH (see Note 2.1) and the exploration permits in Canada (see Note 4.7).

3.5 Information by geographical area and segments

The geographic distribution of the main figures in each of the detailed periods is as follows:

	Third quarter 2015 and 2014					
	Operating revenue [(2)]		Adjusted Net Income		Net operating investments [(1)(2)]	
Millions of euros	Q3 2015	Q3 2014	Q3 2015	Q3 2014	Q3 2015	Q3 2014
Upstream	**1,419**	**1,186**	**(395)**	**185**	**803**	**746**
Europe, Africa and Brazil	332	323	(45)	56	166	97
South America	488	616	(62)	139	262	232
North America	312	205	(54)	56	184	160
Asia and Russia	287	42	5	7	46	4
Exploration and Other	-	-	(239)	(73)	145	253
Downstream	**9,585**	**11,921**	**682**	**190**	**(122)**	**155**
Europe	8,973	11,043	643	213	(188)	129
Rest of the world	1,091	1,688	39	(23)	66	26
Adjustments	(479)	(810)	-	-	-	-
Gas Natural Fenosa	**-**	**-**	**103**	**92**	**-**	**-**
Corporation and Adjustments	**(300)**	**(371)**	**(231)**	**(52)**	**14**	**8**
TOTAL	**10,704**	**12,736**	**159**	**415**	**695**	**909**

	Accumulated nine-month period 2015 and 2014							
	Operating revenue [(2)]		Adjusted Net Income		Net operating investments [(1)(2)]		Capital employed	
Millions of euros	09/30/2015	09/30/2014	09/30/2015	09/30/2014	09/30/2015	09/30/2014	09/30/2015	12/31/2014
Upstream	**3,496**	**3,305**	**(633)**	**585**	**10,452**	**1,900**	**25,284**	**11,167**
Europe, Africa and Brazil	788	782	(100)	207	359	264	-	-
South America	1,465	1,800	25	504	812	486	-	-
North America	707	592	(73)	167	437	433	-	-
Asia and Russia	536	131	34	21	82	19	-	-
Exploration and Other	-	-	(519)	(314)	8,762	698 [(3)]	-	-
Downstream	**28,994**	**35,120**	**1,655**	**642**	**161**	**422**	**10,810**	**11,492**
Europe	26,761	31,731	1,594	512	17	343	-	-
Rest of the world	3,777	5,538	61	130	144	79	-	-
Adjustments	(1,544)	(2,149)	-	-	-	-	-	-
Gas Natural Fenosa	**-**	**-**	**330**	**374**	**-**	**-**	**4,647**	**4,567**
Corporation and other adjustments	**(792)**	**(1,060)**	**47**	**(264)**	**83**	**38**	**3,128**	**2,863**
TOTAL	**31,698**	**37,365**	**1,399**	**1,337**	**10,696**	**2,360**	**43,869**	**30,089**

(1) Includes operating investments net of divestments during the period but not investments in "*Other Financial Assets*".
(2) To see the reconciliation between these figures and IFRS UE figures please refer to Appendix V.
(3) Mainly includes the price paid on Talisman´s acquisition for € 8,005 million.

(4) OTHER INFORMATION FOR THE PERIOD

This section outlines the most significant changes affecting the consolidated balance sheet and income statement headings in the nine-month period ending September 30, 2015.

4.1 Equity

4.1.1 Issued Share Capital

At the Annual General Meeting on April 30, 2015, the Company's shareholders approved two bonus share issues to execute the shareholder remuneration scheme named "*Repsol Flexible Dividend*", in substitution of what would have been the traditional final dividend from 2014 profits and the interim dividend from 2015 earnings, under which shareholders can instead choose between receiving their remuneration in cash (by selling their bonus share rights in the market or back to the Company) or in Company shares.

The first of these bonus share issues was executed between June and July. The main characteristics of this issue are detailed below:

		June / July 2015
COMPENSATION IN CASH	Trading period for free subscription rights	June 18 - July 3
	Deadline to apply for the sale of rights to Repsol at the fixed price guaranteed	June 26
	Holders who accepted the irrevocable purchase commitment (1)	36.5% (502,021,533 rights)
	Regulated fixed price guaranteed	0.484 € gross / right
	Repsol gross rights acquisition	€ 243 million
REPSOL SHARES REMUNERATION	Holders who opted to receive new shares of Repsol	63.5% (872,672,628 rights)
	No.of rights needed to receive one new share	34
	New issued shares	25,666,842
	Increased share capital (approximately)	1.87%
	Bonus share issue close	July 6
	Starting point of trading of the new shares on the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia	July 15

(1) Repsol has renounced the corresponding shares to the bonus share rights acquired by virtue of the aforementioned purchase commitment. The balance sheet at September 30, 2015 recognizes a reduction in equity under "*Retained earnings and other reserves*", along with the obligation to pay the shareholders that had accepted the irrevocable purchase commitment in the amount of Repsol assignment rights.

Subsequent to the capital increase, Repsol S.A. issued share capital at September 30, 2015 amounts to € 1,400,361,059, fully subscribed and paid up and represented by 1,400,361,059 shares with a nominal value of 1 euro each.

According to the latest information available, Repsol, S.A. significant shareholders are:

Significant shareholders *(Latest available information)*	% of share capital
Fundación Bancaria Caixa d'Estalvis y Pensions de Barcelona (1)	11.80
Sacyr, S.A.(2)	8.73
Temasek Holdings (Private) Limited (3)	5.09
Blackrock, Inc. (4)	3.25

(1) Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona holds its stake through CaixaBank, S.A.
(2) Sacyr, S.A. holds its stake through Sacyr Participaciones Mobiliarias, S.L.

(3) Temasek holds its stake through its subsidiary, Chembra Investment PTE, Ltd.
(4) Blackrock holds its stake through several controlled subsidiaries, all of which subject to a vote syndication arrangement. The information with respect to Blackrock is based on the declaration relating to its share capital said entity presented to the Spanish Securities Exchange Regulator (CNMV) on June 24, 2015.

4.1.2 Treasury shares and own equity instruments

The main transactions undertaken by the Repsol Group involving treasury shares were as follows:

	No. of shares	Cost Millions of euros	% capital
Balance at 12/31/2014	**7,689,371**		**0.56%**
Open-market purchases	20,481,846	(301)	1.46%
Open-market sales [1]	(11,042,495)	183	0.79%
Fidelization Plan [2]	54,435	(1)	0.00%
Repsol Flexible Dividend [3]	135,861	-	0.01%
Balance at 09/30/2015	**17,264,583**		**1.23%**

(1) Includes disposal of options on treasury shares (400,000 shares), amounting € 6 million.
(2) All of the shares bought back under the scope of the second cycle of the (2012-2015) Loyalty Program have been delivered to employees.
(3) New shares received under the "*Repsol Flexible Dividend*" scheme bonus share issues corresponding to treasury shares.

4.1.3 Other equity instruments

On March 25, 2015, Repsol International Finance, B.V. (RIF) issued a subordinated bond in the Euromarket for an amount of € 1,000 million, guaranteed by Repsol, S.A. and of a perpetual nature or without maturity (amortizable upon request of the issuer starting from the sixth year or when certain special circumstances arise). This obligation accrues:

- a fixed annual coupon of 3.875% from the date of issue to March 25, 2021, payable annually from March 25, 2016.

- from March 25, 2021, the fixed annual coupon will be equal to the applicable 6-year swap rate plus a margin of: i) 3.56% annually until March 25, 2025; ii) 3.81% annually from March 25, 2025 until March 25, 2041; and iii) 4.56% annually from March 25, 2041.

The issuer can defer the coupon payments without being in breach of its covenants. Coupons so deferred will be cumulative but will have to be settled under certain instances defined in the related terms and conditions of the issuing.

The bond was placed with qualified investors and they are listed on the Luxembourg Stock Exchange.

This bond was recognized under "*Other equity instruments*", included under equity in the consolidated balance sheet, considering that they do not meet the accounting conditions required to be treated as a Group´s financial liability. Net finance expense associated to the bond has been recorded under "*Retained earnings and other reserves*" amounting € 15 million.

4.1.4 Earnings per share

Earnings per share at September 30, 2015 and 2014 are detailed below:

EARNINGS PER SHARE (EPS)	Q3 2015	Q3 2014	09/30/2015	09/30/2014
Net income attributable to the parent [1] (millions of euros)	(221)	319	832	1.646
Adjustment of the interest expense for the subordintated perpetual debt (millions of euros)	(7)	-	(15)	-
Weighted average number of shares outstanding at September 30 [2] (shares)	1.390	1.400	1.395	1.399
EPS basic/diluid (€ / share)	**(0,16)**	**0,23**	**0,59**	**1,18**

[1] In 2014, includes the results corresponding to discontinued operations, amounting to € 268 million, which is equivalent to an EPS of € 0.20 per share

[2] Share capital registered at September 30, 2014, amounted to 1,350,272,389 shares, though the weighted average number of shares in circulation for purposes of calculating earnings per share at said date, includes the effect of share capital increases carried out as part of the remuneration scheme for shareholders "*Repsol Flexible Dividend*", in accordance with the applicable accounting standard.

4.1.5 Shareholder remuneration

The following table breaks down the dividend payments received by Repsol shareholders during the nine-month period ending in September 30, 2015, carried out under the "*Repsol Flexible Dividend*" program:

Period	No. Of free-of-charge allocation rights sold to Repsol	Committed purchase price (€/right)	Cash disbursement (millions of euros)	New shares issued	Remuneration in shares (millions of euros)
December 2014 / January 2015	519,930,192	0.472	245	24,421,828	392
June / July 2015	502,021,533	0.484	243	25,666,842	422

4.2 Financial instruments

The breakdown of the different items corresponding to the consolidated assets and liabilities of a financial nature included in the balance sheet, is as follows:

	Millions of euros	
	09/30/2015	12/31/2014
Non-current financial assets	889	593
Non-current derivatives on trading transactions [1]	5	-
Other current financial assets	1,563	2,513
Current derivatives on trading transactions [2]	231	503
Cash and cash equivalents	2,019	4,638
Total financial assets	**4,707**	**8,247**
Non-current financial liabilities	11,461	7,612
Non-current derivatives on trading transactions [3]	2	-
Current financial liabilities	7,732	4,086
Current derivatives on trading transactions [4]	84	144
Total financial liabilities	**19,279**	**11,842**

[1] Recognized in the heading "*Other non- current assets*" of the consolidated balance sheet.
[2] Recognized in the heading "*Other receivables"* of the consolidated balance sheet.
[3] Recognized in the heading "*Other non-current liabilities*" of the consolidated balance sheet.
[4] Recognized in the heading *"Other payables"* of the consolidated balance sheet.

4.2.1 Financial assets

The detail, by type of assets, of the Group's financial assets at September 30, 2015 and December 31, 2014, is as follows:

	September 30, 2015 and December 31, 2014													
	Financial assets held for trading (4)		Other financial assets at fair value through profit or loss (4)		Financial assets available for sale (4)		Loans and receivables (2)(3)		Held to maturity investments (2)		Hedging derivatives (4)		Total	
Millions of euros	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Equity instruments	-	-	-	-	84	60	-	-	-	-	-	-	84	60
Derivatives	5	-	-	-	-	-	-	-	-	-	-	-	5	-
Other financial assets	-	-	90	90	-	-	713	441	2	2	-	-	805	533
Long term/Non-current	**5**	**-**	**90**	**90**	**84**	**60**	**713**	**441**	**2**	**2**	**-**	**-**	**894**	**593**
Derivatives	223	618	-	-	-	-	-	-	-	-	32	25	255	643
Other financial assets	-	-	12	12	-	-	1,539	2,373	2,007	4,626	-	-	3,558	7,011
Short term/Current	**223**	**618**	**12**	**12**	**-**	**-**	**1,539**	**2,373**	**2,007**	**4,626**	**32**	**25**	**3,813**	**7,654**
TOTAL (1)	**228**	**618**	**102**	**102**	**84**	**60**	**2,252**	**2,814**	**2,009**	**4,628**	**32**	**25**	**4,707**	**8,247**

(1) In heading *"Other non-current assets,"* and in headings "*Trade receivables*" and *"Other receivables"* of the balance sheet, an amount of € 239 million classified under long term and € 4,987 million classified under short-term are included at September 30, 2015, and, at December 31, 2014, € 155 million were classified under long term and € 4,550 million were classified under short term, arising out of commercial receivables not included in the breakdown of the financial assets in the previous table.

(2) The fair value agrees with the carrying amount.

(3) A number of deposits arranged with different financial institutions totaling €1,246 million were cancelled, upon maturity, during the first nine months of 2015.

(4) In heading *"Fair value of financial instruments"* within Appendix VI, the classification of financial instruments by level of fair value hierarchy is being detailed.

4.2.2 Financial liabilities

The detail, by type of liabilities, of the Group's financial liabilities at September 30, 2015 and December 31, 2014, is as follows:

	September 30, 2015 and December 31, 2014									
	Financial liabilities held for trading (2)		Financial liabilities and other payables		Hedging derivatives (2)		Total		Fair Value	
Millions of euros	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Bank borrowings	-	-	1,496	1,359	-	-	1,496	1,359	1,496	1,359
Bonds and other securities	-	-	9,869	6,165	-	-	9,869	6,165	9,641	6,734
Derivatives	2	-	-	-	96	88	98	88	98	88
Long-term / Non-current	**2**	**-**	**11,365**	**7,524**	**96**	**88**	**11,463**	**7,612**	**11,235**	**8,181**
Bank borrowings	-	-	2,063	645	-	-	2,063	645	2,063	645
Bonds and other securities	-	-	2,453	671	-	-	2,453	671	2,466	671
Derivatives	296	190	-	-	10	88	306	278	306	278
Other financial liabilities	-	-	2,994	2,636	-	-	2,994	2,636	2,994	2,636
Short-term / Current	**296**	**190**	**7,510**	**3,952**	**10**	**88**	**7,816**	**4,230**	**7,829**	**4,230**
TOTAL (1)	**298**	**190**	**18,875**	**11,476**	**106**	**176**	**19,279**	**11,842**	**19,064**	**12,411**

(1) At September 30, 2015 and December 31, 2014 this heading includes € 1,508 and € 1,414 million, respectively, corresponding to "*Other non-current liabilities*"; and € 199 and € 176 million, respectively, corresponding to "*Other payables*", related to finance leases carried at amortized cost that are not included in the table above.

(2) In heading *"Fair value of financial instruments"* within Appendix VI, the classification of financial instruments by level of fair value hierarchy, is being detailed.

<u>*Bank borrowings*</u>

At September 30, 2015, withdrawal of credit facilities arranged with different financial institutions has increased.

<u>*Bonds and other securities*</u>

During the nine-month period ended September 30, 2015, the main bond and other marketable securities issues are as follows:

- On March 25, 2015, Repsol International Finance B.V. (RIF), issued a subordinated bond in the Euromarket, guaranteed by Repsol, S.A. The bond of a nominal amount of € 1,000 million and maturing in 2075 (amortizable upon request of the issuer starting from the tenth year or in certain established terms and conditions) was issued at a price of 100% of its nominal value, and accrues the following interest:

    a) a fixed annual coupon of 4.5% from the date of issue until March 25, 2025, payable annually from March 25, 2016.

    b) from March 25, 2025, a fixed annual coupon equal to the applicable 10-year swap rate plus a margin of: 4.20% annually until March 25, 2045; and 4.95% annually from March 25, 2045 until maturity at March 25, 2075.

  The issuer can defer the coupon payments without being in breach of its covenants. Coupons so deferred will be cumulative and will be paid under certain instances defined in the issuing terms and conditions.

  The bond was placed with qualified investors and it is listed on the Luxembourg Stock Exchange.

  During fiscal year 2014, in anticipation of this issuing, interest rate swaps designated as cash flow hedges were contracted during 2014 for a nominal amount of € 1,000 million. The accumulated effect in equity as a result of fair value measurement of these financial instruments amounted to € -116 million before taxes, which will be transferred to the income statement over the next 10 years as the corresponding coupon payments accrue.

- On May 15, 2015 a Talisman Energy Inc. bond issued in 2005 amounting € 334 million with a coupon of 5.125% matured.

The balance of bonds and other securities outstanding at September 30, 2015 is as follows:

Security	Issuer	Date	Currency	Face Value (millions)	Average Rate %	Maturity	Market [5]
Bond [3]	Talisman Energy Inc.	Oct-97	Dollar	300	7.250%	Oct-27	-
Bond	Talisman Energy Inc.	Apr-02	Pound Sterling	250	6.625%	Dec-17	LSE
Bond [3]	Talisman Energy Inc.	May-05	Dollar	125	5.750%	May-35	-
Bond [3]	Talisman Energy Inc.	Jan-06	Dollar	500	5.850%	Feb-37	-
Bond [3]	Talisman Energy Inc.	Nov-06	Dollar	600	6.250%	Feb-38	-
Bond [1]	Repsol International Finance, B.V.	Feb-07	Euro	886	4.750%	Feb-17	LuxSE
Bond	Talisman Energy Inc.	Mar-09	Dollar	150	8.500%	Mar-16	PP
Bond [3]	Talisman Energy Inc.	Jun-09	Dollar	700	7.750%	Jun-19	-
Bond [3]	Talisman Energy Inc.	Nov-10	Dollar	600	3.750%	Feb-21	-
Bond [1]	Repsol International Finance, B.V.	Dec-11	Euro	850	4.250%	Feb-16	LuxSE
Bond [1]	Repsol International Finance, B.V.	Jan-12	Euro	1,000	4.875%	Feb-19	LuxSE
Bond [3]	Talisman Energy Inc.	May-12	Dollar	600	5.500%	May-42	-
Bond [1]	Repsol International Finance, B.V.	Sep-12	Euro	750	4.375%	Feb-18	LuxSE
Bond [1]	Repsol International Finance, B.V.	May-13	Euro	1,200	2.625%	May-20	LuxSE
Bond [1]	Repsol International Finance, B.V.	Oct-13	Euro	1,000	3.625%	Oct-21	LuxSE
Bond [1]	Repsol International Finance, B.V.	Dec-14	Euro	500	2.250%	Dec-26	LuxSE
Bond [2]	Repsol International Finance, B.V.	Mar-15	Euro	1,000	4,500% [4]	Mar-75	LuxSE

[1] Issues under the *"€ 10,000,000,000 Guaranteed Euro Medium Term Note Programme"* (EMTNs), guaranteed by Repsol S.A and renewed in September 2015.
[2] A subordinated bond issued by Repsol International Finance, B.V. and guaranteed by Repsol, S.A. This issue does not correspond to any open-ended or shelf program.
[3] Issues undertaken by Talisman Energy Inc. under the scope of its "Universal Shelf and Medium-Term Note Shelf Programs" in the US and Canada, respectively.
[4] Reviewed interest on March 25, 2025 and on March 25, 2045.
[5] LuxSE (Luxembourg Stock Exchange), LSE (London Stock Exchange) and PP (private placement).

- Moreover, Repsol International Finance, B.V. (RIF), holds a Euro Commercial Paper (ECP) Programme, arranged on May 5, 2013 and guaranteed by Repsol S.A., with a limit up to € 2,000 million. Under this program, a number of issues and liquidations were carried out, with an outstanding balance at September 30, 2015 as follows:

Concept	Issuer	Currency	Open balance at 09/30/2015 (millions)	Equivalent Amount in Euros
ECP	Repsol International Finance B.V.	Euros	1,055	1,055
ECP	Repsol International Finance B.V.	Dollars	163	146
ECP	Repsol International Finance B.V.	Pounds Sterling	10	14
ECP	Repsol International Finance B.V.	Swiss francs	7	6

- Finally, Talisman Energy Inc. holds a US Commercial Paper Program (USCP), arranged in October 2011 under which it can issue up to $ 1,000 million. By September 30, 2015 all commercial paper issues have been cancelled.

Derivatives

Short term forward currency contracts and currency swap contracts were contracted during the period. These contracts have generated a positive result of € 985 million before taxes.

In addition, during the month of March, the Group purchased a nominal amount of $ 8,289 million and CAD 200 million under an installment plan and via currency forward and swap contracts, which were designated as accounting hedges associated with the acquisition of Talisman Energy Inc. From its designation as an accounting hedge and until the acquisition date, the accumulated effect of marking these financial instruments to market was recognized under *"Adjustments for changes in value"* in equity at an amount of € 525 million before taxes. This sum has been capitalized within the acquisition cost (see Note 2.2).

Other financial liabilities

The loan granted by Repsol Sinopec Brasil B.V. is noteworthy, the related balance at September 30, 2015 and December 31, 2014, amounting to € 2,745 and € 2,535 million, respectively.

4.3 Property Plant and Equipment

The breakdown of "Property, plant and equipment" and of the changes therein for the first nine months of 2015 and 2014 is as follows:

	Upstream			Downstream and Corporation				
COST	Investments in areas with reserves	Investments in exploration	Other	Land, buildings, and other structures	Machinery and plant	Other	Assets under construction	Total
Balance at January 1, 2014	**8,563**	**1,724**	**256**	**2,383**	**17,873**	**1,218**	**912**	**32,929**
Additions	552	626	92	1	8	10	381	1,670
Disposals and derecognition	-	(11)	(4)	(7)	(127)	(9)	(120)	(278)
Translation differences	792	144	26	39	199	18	11	1,229
Changes in the scope of consolidation	-	(1)	-	-	-	-	-	(1)
Reclassifications and other changes	(131)	9	(19)	9	272	17	(322)	(165)
Balance at September 30, 2014	**9,776**	**2,491**	**351**	**2,425**	**18,225**	**1,254**	**862**	**35,384**
Balance at January 1, 2015	**10,345**	**2,715**	**379**	**2,505**	**18,566**	**1,283**	**714**	**36,507**
Additions	630	723	50	13	7	18	473	1,914
Disposals and derecognition	(7)	(7)	(19)	(2)	(29)	(7)	(5)	(76)
Translation differences	894	150	28	39	199	19	12	1,341
Changes in the scope of consolidation	12,895	1,132	91	-	2	14	-	14,134
Reclassifications and other changes	15	39	20	10	(174)	25	(236)	(301)
Balance at September 30, 2015	**24,772**	**4,752**	**549**	**2,565**	**18,571**	**1,352**	**958**	**53,519**
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES								
Balance at January 1, 2014	**(3,721)**	**(1,161)**	**(89)**	**(909)**	**(9,990)**	**(1,034)**	**-**	**(16,904)**
Depreciation change for the year	(441)	(294)	(8)	(32)	(434)	(50)	-	(1,259)
Disposals and derecognition	-	-	1	6	123	113	-	243
Impairment losses (recognised) / reversed	(226)	(14)	-	-	(3)	12	-	(231)
Translation differences	(356)	(74)	(7)	(31)	(98)	(12)	-	(578)
Changes in the scope of consolidation	-	1	-	-	-	-	-	1
Reclassifications and other changes	1	30	1	-	-	2	-	34
Balance at September 30, 2014	**(4,743)**	**(1,512)**	**(102)**	**(966)**	**(10,402)**	**(969)**	**-**	**(18,694)**
Balance at January 1, 2015	**(5,255)**	**(1,674)**	**(103)**	**(958)**	**(10,406)**	**(969)**	**-**	**(19,365)**
Depreciation change for the year	(985)	(532)	(23)	(36)	(453)	(45)	-	(2,074)
Disposals and derecognition	4	-	11	2	26	6	-	49
Impairment losses (recognised) / reversed	(374)	-	-	(1)	(105)	(324)	-	(804)
Translation differences	(381)	(69)	(6)	(29)	(84)	(10)	-	(579)
Changes in the scope of consolidation	-	-	-	-	-	-	-	-
Reclassifications and other changes	4	89	(3)	5	214	(9)	-	300
Balance at September 30, 2015	**(6,987)**	**(2,186)**	**(124)**	**(1,017)**	**(10,808)**	**(1,351)**	**-**	**(22,473)**
Net carrying amount at September 30, 2014	**5,033**	**979**	**249**	**1,459**	**7,823**	**285**	**862**	**16,690**
Net carrying amount at September 30, 2015	**17,785**	**2,566**	**425**	**1,548**	**7,763**	**1**	**958**	**31,046**

The main investments made by the Group by geographical area are detailed in section 3.4 "*Other information by segments"* with information developed on the Group´s reporting model.

The heading "*Changes in the scope of consolidation*" primarily includes the oil and gas exploration and production assets corresponding to Talisman (see Note 2.2).

In the first nine months of 2015, amortization related to exploration and production assets has increased compared to the same period of 2014 as a result of the incorporation of Talisman assets (see Note 2.2), higher amortizations derived from the starting of production of new projects and higher amortization of wells with a negative result (see Note 3.4).

Impairment of assets

Repsol performs a valuation of its intangible assets, its property, plant and equipment, and other non-current assets, as well as its goodwill, at least annually, or whenever there are indicators that the assets have become impaired, to determine whether there is an impairment loss.

During the first nine months of 2015, the Group recognized provisions for asset impairment losses of € 804 million, before taxes. It mainly includes:

- In the *Upstream* segment, non-conventional assets at the Mississippian Lime field located in the states of Kansas and Oklahoma in the US amounting to € 368 million before taxes, as a result of the expected trend of crude oil prices and the modification of development plans. The discount rate used to calculate the recoverable amount of the asset has been 7.5%.
- In the *Downstream* segment, the *Gas & Power* business in North America (mainly the Canaport regasification plant and the gas transport pipelines in North America) in the amount of € 426 million (before taxes), as a result of the outlook for gas volumes, prices and margins. The discount rate used to calculate the recoverable amount of these assets was 5.5%.

Commitments

During the first nine months of 2015, the Group committed to invest € 160 million in the RLP 21 La Pampilla Refinery Project in connection with the gasoline block EPC contract.

4.4 Investments accounted for using the equity method

Repsol accounts using the equity method, all investments and results in joint ventures and associated companies in which it participates.

Joint Ventures

The investments accounted for using the equity method correspond mainly to the joint ventures of Gas Natural Fenosa S.A., Repsol Sinopec Brasil S.A., YPFB Andina, S.A. and BPRY Caribbean Ventures, LLC.

As a result of the business combination with Talisman on May 8, 2015, the Group began to consolidate its interests in Talisman Sinopec Energy United Kingdom Limited (TSEUK) and Equion Energía Limited (Equion):

TSEUK

TSEUK is a joint venture held by Talisman Energy Inc. and Addax Petroleum UK Limited, a subsidiary of the Sinopec Group, that holds 51% and 49% respectively, and whose core business is the exploration and exploitation of oil and gas in the North Sea. The investment value in TSEUK is zero.

Equion

This joint venture is 51% and 49% held by Ecopetrol, S.A. and Talisman Energy Inc., respectively. Equion, mainly, explores for, researches, exploits, develops and sells oil and gas and derivative products in Colombia. The carrying amount of this investment is € 336 million at September 30, 2015.

Associated companies

Associated companies in which the Group has significant influence relate mainly to investments in Petrocarabobo, S.A., Dynasol Elastomeros, S.A. de C.V. and Dynasol Gestión, S.A.

Carrying amounts and results

The investments accounted for using the equity method, as well as the Group's share of their results using this method in each corresponding period, are provided in the table below:

	Millions of euros			
	Carrying amount of the investment		Share of results	
	09/30/2015	**12/31/2014**	**09/30/2015**	**09/30/2014**
Joint ventures	11,880	10,857	250	771
Associates	242	253	(15)	66
TOTAL	**12,122**	**11,110**	**235**	**837**

Changes in this consolidated balance sheet heading during the nine first months of 2015 and 2014 are as follows:

Millions of euros	**2015**	**2014**
Balance at January 1	**11,110**	**10,340**
Net investments	332	18
Changes in the scope of consolidation	385	-
Share of results of companies accounted for using the equity method after taxes	235	837
Dividends distributed	(288)	(467)
Translation differences	425	593
Reclasifications and other changes	(77)	(33)
Balance at September 30	**12,122**	**11,288**

The heading "*Changes in the Group's composition*" includes mainly the first-time recognition of the investments in the jointly-controlled entities of Talisman Sinopec Energy United Kingdom Limited (TSEUK) and Equion Energia Limited (Equion), as well as the sale of the Group's 10% shareholding in Compañía Logística de Hidrocarburos, S.A. ("CLH") (see Note 2.1).

4.5 Provisions

The changes of current and non-current provisions for the first nine months of 2015 and 2014 are as follow:

Millions of euros	2015	2014
Balance at January 1	**2,626**	**2,949**
Allowances of provisions charged to results	276	175
Reversals of provisions with a credit to results	(174)	(113)
Provisions released due to payment	(333)	(96)
Changes in the scope of consolidation	5,106	-
Translation differences	9	116
Reclasifications and other	(218)	(35)
Balance at September 30	**7,292**	**2,996**

The heading "*Changes in the scope of consolidation*" includes mainly provisions relating to Talisman business combination (see Note 2.2), which correspond to:

- Decommissioning provisions of oil and gas exploration and production equipment totaled € 2,036 million, mainly related to obligations to decommission wells, pipes and complexes in North America and South-east Asia and *offshore* platforms in the North Sea.

- Provisions recognized to cover contingencies deriving from tax claims (see heading 4.9), legal and arbitration proceedings (see heading 4.10) and pension commitments and other provisions in an aggregate amount of € 1,483 million.

- Provisions related to other possible future disbursements as a result of Talisman businesses amounting € 1,584 million.

4.6 Non-current assets and liabilities held for sale

As of September 30, 2015, after the starting of production in Cardón IV (area located in the Venezuela Gulf) and given that Corporación Venezolana de Petróleos (CVP) has not acquired the 17.5% interest owned by Repsol, these assets, which were initially classified as assets held for sale, have been reclassified under the heading "*Investments accounted for using the equity method"* (see heading 4.4).

Repsol has achieved different sale agreements with Gas Natural Distribución SDG S.A. and Redexis Gas S.A. for the partial sale of its piped gas business in Spain, amounting € 652 million. These agreements, which will be due in 2016, are subject to obtaining the relevant regulatory approvals. Therefore, at September 30, 2015, the related assets have been classified at their carrying value (€ 148 million) under the heading *"Non-current assets held for sale"*.

4.7 Gains on disposal of non-current assets

The gains recognized on fixed-asset disposals in the third quarter of 2015 correspond primarily to the € 293 million gain recognized on the sale of the Group's interest in Compañía Logística de Hidrocarburos, S.A. ("CLH") (see Note 2.1).

In addition, in the *Upstream* segment, the Group recognized a pre-tax gain on the sale of exploration permits in Canada in the amount of € 60 million, while in the *Downstream* segment it recognized a gain of € 34 million on the sale of part of the piped gas business in Spain described on the above paragraph.

4.8 Related party transactions

In the nine-month period ended September 30, 2015, the agreements to sell part of the piped gas facilities in Spain to Gas Natural Distribución SDG, S.A. for € 516 million stands out (see heading 4.6).

In addition, as a result of the acquisition of Talisman (see Note 2.2), it is worth noting the following related party transactions: i) the commitment undertaken by Talisman to sell 367.5 mmBtu of gas per day until 2023 at the Corridor block in Indonesia to Gas Supply Pte. Ltd., a subsidiary of Temasek Holdings Limited, a significant shareholder; and ii) counter-guarantees totaling € 829 million granted by Talisman Energy Inc. in connection with the bank guarantees issued on behalf of its subsidiary Talisman Sinopec Energy UK Ltd ("TSEUK") (see heading 4.4) to cover dismantling obligations deriving under its exploration work in the North Sea.

4.9 Tax situation

Income tax

For the calculation of this period's corporate income tax, the effective tax rate that would be applicable to the total profits expected for the yearly period was used. However, the tax effects derived from occasional events or unique transactions undertaken during the period are fully taken into account in the period. Additionally, it has also been integrated income tax from the company Talisman Energy Inc. and its subsidiaries, from the acquisition date (see Note 2.2).

The effective tax rate for the first nine months of 2015 applicable to continuing operations, before taxes and before the share of results from companies accounted for using the equity method is 14.1%. This rate is significantly lower compared to the same period last year (42.8%), mainly due to decreased results in businesses with higher tax burdens, such as *Upstream*.

After Talisman integration, the Group shows deferred tax assets and liabilities for its net amount in each tax jurisdiction. During the nine first months of 2015, highlights the net deferred tax amounting € 1,398 million, as a consequence of the revaluations made in the process of allocating Talisman's purchase price.

Government and legal proceedings with tax implications

As detailed in Note 2.2, the Repsol Group closed the acquisition of Talisman Energy Inc. (Talisman) on May 8, 2015. The main tax-related lawsuits which Talisman and its subsidiaries are parties at September 30, 2015 are as follows:

<u>Canada</u>

The Canadian tax authorities, (*"Canada Revenue Agency"*, CRA) regularly inspect the tax matters of the Talisman Group companies based in Canada.

In 2015, verification and investigation activities related to the years 2006-2010 have been made.

As part of these proceedings, the CRA has questioned certain restructuring transactions, although this line of questioning has not resulted in court proceedings to date.

<u>Indonesia</u>

Indonesian Corporate Tax Authorities have been questioning various aspects of the taxation of permanent establishments that Talisman Group has in the country. In any case, the litigation in which the above actions are based is pending a court hearing.

<u>Malaysia</u>

Talisman Malaysia Ltd. and Talisman Malaysia (PM3) Ltd., Talisman Group's operating subsidiaries in Malaysia, have received notifications from the Inland Revenue Board (IRB) in respect of 2007, 2008 and 2011 questioning, primarily, the deductibility of certain costs. These proceedings are being heard at an administrative instance before court hearing.

Norway

As part of the process of verifying the tax affairs of Talisman Energy Norge AS, the Talisman Group's subsidiary in Norway, the Norwegian tax authorities have questioned the deductibility of certain items. These proceedings are being heard at an administrative instance before court hearing.

Timor-Leste

The authorities of Timor-Leste have questioned the deduction by TLM Resources (JPDA 06-105) Pty Limited, Talisman Group's subsidiary in East Timor, of certain expenses for income tax purposes. This line of questioning is at a very preliminary stage of debate with the authorities.

As for the main tax proceedings affecting Repsol Group at December 31, 2014, there have been no changes as of September 30, 2015, except as noted below:

Bolivia

Repsol E&P Bolivia, S.A. and YPFB Andina, S.A. (in which Repsol has an 48.33% interest), are pursuing several lawsuits against administrative resolutions handed down by Bolivia's Supreme Court denying the possibility of deducting royalties and hydrocarbon interests for corporate income tax calculation purposes, prior to the nationalization of the oil sector.

A first lawsuit concerning Repsol E&P Bolivia S.A. was resolved unfavorably by the Supreme Court. After the corresponding appeal, the Constitutional Court overruled the sentence and ordered that the proceeding be returned to the Supreme Court, which has not yet made a pronouncement on this matter.

Moreover, in one of several disputes YPFB Andina, SA kept this concept; the Constitutional Court dismissed the action brought by the company against an unfavorable Supreme Court resolution. The judgment does not enter into the merits; therefore it does not constitute mandatory jurisprudence to the unresolved lawsuits. In this regard, the company believes that there are legal arguments that protect their position, expressly endorsed with interpretative effects by Law 4115, September 26, 2009.

Canada

The Canadian tax authorities have rejected the application of certain tax incentives related to the Canaport assets. Repsol Energy Canada Ltd. and Repsol Canada, Ltd. have appealed the corresponding tax assessments (2005-2008), firstly via administrative and subsequently via judicial redress proceedings. Canada's Tax Court ruled in favor of Repsol on January 27, 2015. However, this sentence was appealed by the Crown before the "*Federal Court of Appeal*" on March 9, 2015.

Spain

In 2015, the Spanish tax authorities initiated an inspection of the Group's corporate income tax, value added tax and other duties and withholdings corresponding to fiscal years 2010 to 2013.

Trinidad & Tobago

In 2015, BP Trinidad & Tobago LLC, a company in which the Repsol Group has a 30% interest along with BP, signed an agreement with the local authorities (*"Board of Inland Revenue"*), resolving most of the matters under dispute in relation to several taxes and for the years 2003-2009: *"Petroleum Profit Tax"* (income tax), *"Supplemental Petroleum Tax*" (production tax), and non-resident personal income tax withholdings and the issues recurring in the years not subject to inspection (2010-2014).

As a result of the uncertainty concerning the materialization of the existing tax contingencies associated with lawsuits and other tax matters, the Group has recognized provisions deemed adequate to cover those tax contingencies. The amount recognized on the Group's balance sheet at September 30, 2015 is € 1,480 million against € 649 million at December 31, 2014. This sum includes the provisions and the fair value of the contingent liabilities identified during the purchase price allocation process conducted as part of the Talisman business combination (see heading 2.2).

4.10 Litigation

The information herein updates the status of the information included under Note 29 "*Contingencies, commitments and guarantees*" [1], since the preparation of the 2014 Consolidated Financial Statements.

Galley pipeline lawsuit

In August 2012, a portion of the Galley pipeline, in which Talisman Sinopec Energy UK, LTD ("TSEUK") has a 67.41% interest, suffered an upheaval buckle.

In September 2012, TSEUK, in which Talisman Energy Inc. ("TEI") holds 51% interest, submitted a notification of a claim to Oleum Insurance Company ("Oleum"), a wholly-owned TEI subsidiary. TSEUK delivered a proof of loss seeking recovery under the insuring agreement of $315 million.

The documentation delivered in November 2014 by TSEUK purporting to substantiate its claim did not support a determination of coverage and Oleum sought additional information from TSEUK to facilitate final coverage determination. TSEUK has sent additional information to Oleum that is being reviewed by external counsel.

Addax arbitration

On July 13, 2015, Addax Petroleum UK Limited and Sinopec International Petroleum Exploration and Production Corporation, filed a Notice of Arbitration against Talisman Energy Inc. ("TEI") and Talisman Colombia Holdco Limited ("TCHL") in connection with the purchase of 49% shares of Talisman Energy (UK) Limited (now known as TSEUK). On October 1, 2015, TEI and TCHL answer to the Notice of Arbitration. In our opinion, the claims included in the Notice of Arbitration are without merit.

Passaic River / Newark Bay, United States, Lawsuit.

The events underlying this lawsuit related to the sale by Maxus Energy Corporation ("Maxus") of its former chemicals subsidiary Diamond Shamrock Chemical Company

[1] For commitments and guarantees, see headings 4.3 and 4.8 respectively.

("Chemicals") to Occidental Chemical Corporation ("OCC"). Maxus agreed to indemnify Occidental for certain contingencies relating to the business and activities of Chemicals prior to September 4, 1986, the date of the Chemicals share purchase agreement, including certain environmental liabilities relating to certain chemical plants and waste disposal sites used by Chemicals prior to such date. In 1995, YPF S.A. ("YPF") acquired Maxus and subsequently in 1999, Repsol S.A. acquired YPF.

On September 26, 2012 OCC filed a *"Second Amended Cross Claim"* (the "Cross Claim") against Repsol, YPF, Maxus, Tierra and CLHH. In February 2015, Repsol, YPF, and Maxus responded to the Cross Claim filed by OCC in 2012. In addition, the counterclaims filed by Repsol and Maxus against the Cross Claim were answered on March 2, 2015 by OCC.

On July 1, 2015, the judge issued a new "Case Management Order" wherein, among other things, the trial date was set for June 2016.

On October 13, 2015 parties have been authorized to file their "Motions for Summary Judgment" by the Special Master. They should be filed on November 2, 2015.

As of September 30, 2015, Repsol consolidated balance sheet heading includes provisions for litigation totaling € 175 million (excluding provisions for tax contingencies). This amount includes provisions recorded as a result of the acquisition of Talisman (see Note 2.2) in which legal provisions and contingencies have been recognized.

(5) SUBSEQUENT EVENTS

2015 Share Acquisition Plan

In implementation of the resolutions adopted by the Annual General Meeting of May 31, 2012, the 2015 Share Acquisition Plan has been launched, aimed to Repsol´s employees in Spain that meet the requirements of their general Terms and voluntarily have decided to join the Plan.

The Plan begins on October 1 and will finish on December 31. The allocation of shares to beneficiaries will be made on a monthly basis.

2016-2020 Strategic Plan

On 15 October 2015, Repsol unveiled its strategic plan for the period 2016-2020 (the "*Strategic Plan*").

Building on the completion of Repsol's previous strategic plan, which culminated in the acquisition of Talisman, the Strategic Plan focuses on the creation of value and resilience, even in a low oil and gas price environment. The achievement of these goals will be based on taking advantage of the flexibility in portfolio management brought by the new composition of the Group and on commitments to improve operating efficiency.

The *Upstream* segment will focus on three strategic regions in the coming years: North America, Latin America and South-East Asia, with three main play types: offshore shallow, onshore core and unconventionals.

The *Downstream* segment will continue to generate free cash flow, improving the integrated margin through optimization iniciatives on its highly efficient, fully-invested assets.

The Strategic Plan's priorities are to maintain Repsol's investment grade rating and to maintain shareholder compensation in line with current levels.

Alaska North Slope Assets Reorganization

As part of the global portfolio rebalancing of the Company, in line with the new 2016-2020 Strategic Plan, share dilution operations have been carried out in Alaska *Upstream* assets (North Slope project). As a consequence of those projects, Repsol reduces its interest to 49% in the Colville River Delta area and 25% in the exploration areas.

(6) EXPLANATION ADDED FOR TRANSLATION TO ENGLISH

These interim condensed consolidated financial statements are prepared on the basis of International Financial Reporting Standards, as endorsed by the European Union (IFRS-UE), and Article 20 of Royal Decree 1362/2007. Consequently, certain accounting practices applied by the Group may not conform with other generally accepted accounting principles in other countries.

APPENDIX I: ACCOUNTING REGULATORY FRAMEWORK

Accounting policies: new or modified standards and interpretations

In connection with the applicable accounting standard at December 31, 2014, below is a list of developments on accounting standards issued or amended by the *International Accounting Standards Board* (IASB) and endorsed by the European Union, which have been mandatorily applicable from January 1, 2015:

- IFRIC 21 *"Levies"*.
- Annual Improvements to IFRSs 2011-2013.

Below is a list of accounting standards issued by the IASB and endorsed by the European Union, which the Group has applied in advance from January 1, 2015:

- Annual improvements to IFRSs 2010-2012 [(1)].
- Annual amendments to IAS 19 "*Defined benefit plans: Employee contributions"* [(2)].

The application of the above amendments has not had a significant impact on the accompanying interim condensed consolidated financial statements.

As for the "*New standards issued for mandatory application in future years*" detailed in section 1 of Appendix IV "*Accounting policies*" of the 2014 Consolidated Financial Statements, the date of first-time application of IFRS 15 "*Revenue from contracts with customers*" has been pushed back to January 1, 2018, pending the adoption of this standard by the European Union.

Accounting policies

For the preparation of the accompanying interim condensed consolidated financial statements, Repsol used the same accounting policies as those applied in 2014, which are described in Appendix IV of the Consolidated Financial Statements for the financial year 2014. In addition, and as a result of the transaction described in Note 2.2 *"Acquisition of Talisman Energy, Inc."*, it has been considered appropriate to describe the following accounting policy:

Business combinations

The business combinations in which the Group acquires control of one or more businesses by merging or spinning off several companies or by acquiring all of the assets and liabilities of a company or part of a company that qualifies as a business or several businesses are accounted for using the acquisition method, according to the standards establish in IFRS 3 *"Business combinations"*. The acquisition method entails, except for the recognition and measurement exceptions established in IFRS 3, the registration in the books at the acquisition date, of the identificable assets acquired and liabilities assumed at their fair value on this date, provided that

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[1] "*Annual Improvements to IFRSs 2010-2012 Cycle"* introduces amendments to several IFRSs. Some of these amendments have been issued by the IASB with effect from July 1, 2014, while others have been issued by the IASB effective for annual periods beginning on or after July 1, 2014. This document was adopted by means of Regulation (EU) 2015/28, effective in the EU for annual periods beginning on or after February 1, 2015, which, in the case of the Group, implies first-time application from January 1, 2016.

[2] "*Amendments to IAS 19 Defined benefit plans: Employee contributions"* was issued by the IASB with effect for annual periods beginning on or after July 1, 2014. This document was adopted by means of Regulation (EU) 2015/29, effective in the EU for annual periods beginning on or after February 1, 2015, which, in the case of the Group, implies first-time application from January 1, 2016.

this value can be reliably established. Costs related to the acquisition are expensed in the income statement.

The difference between the cost of the business combination and the fair value of the identifiable assets acquired and liabilities assumed is recognized as goodwill if positive, and as a gain on a bargain purchase in profit or loss if negative.

Business combinations for which the measurement period for applying the acquisition method has not fully elapsed at the end of the reporting period are accounted for using provisional amounts. The provisional amounts must be adjusted within a maximum of one year from the acquisition date to show the new information about any issues or circumstances that already existed at the acquisition date, and which affect the recognized amounts. Adjustments made to round out initial accounting for a business combination are made retroactively so that the amounts recognized are those that would have been recognized had the Group had access to all the required information upon initial recognition of the transaction; comparative figures are adjusted accordingly.

APPENDIX II: REGULATORY FRAMEWORK

The activities of Repsol, S.A. and subsidiaries are subject to extensive regulation. The information provided in this section constitutes an update that reflects significant developments in the regulatory framework applicable to the Group subsequent to the 2014 Consolidated Financial Statements, as detailed in Appendix III "*Regulatory Framework*".

Spain

Liquid Hydrocarbons, Oil and Derivatives

Spanish Law 8/2015, amending the Hydrocarbon Sector Act (Law 34/1998 of October 7, 1998), took effect on May 21, 2015. It regulates certain tax and non-tax measures related to hydrocarbons exploration, research and operation activities. It fosters "*non-conventional*" extraction, or "*fracking*", creating an incentive scheme for regional administrations and local bodies that pursue such activities, as well as creating a profit-sharing scheme for land owners.

The aforementioned Law 8/2015 introduces the following tax and non-tax measures:

- A new tax on the Value of Gas extraction, Oil and Condensate, applicable from January 1, 2016 is created and whose rate varies between 1% and 8% of the value of annual production.

- Two fees are added to the current canon surface, applicable from May 23, 2015: The third rate, which taxes the drilling of boreholes and the fourth rate, which taxes the acquisition of seismic data.

- From 2016 payments to the underlying land owners are set, by which holders for mining concessions granted after May 23, 2015, shall pay the landowners an annual amount equal 1% of the value of the extracted hydrocarbons.

In the retail segment, Law 11/2013 had established several limits on growth in the number of fuel supply facilities of wholesalers with provincial markets shares of over 30%. Law 8/2015 stipulates that the provincial market shares may no longer be measured in terms of points of sale but rather based on prior-year sales figures. The new legislation entitles the government to revise this percentage threshold in three years' time and even to remove the restriction altogether, market trends and the sector's business structure so permitting.

In addition, Law 8/2015 allows owners of oil and gas product retailers that do not belong to the distribution network of a wholesale operator (private label networks operating without exclusive supply agreements) to inform consumers of the origin of the fuel they sell by advertising the wholesaler from which they purchase the said fuel (article 43.5). Furthermore, as from effectiveness of this law, oil and gas product retailers may supply products to other retailers subject only to the requirement to first register themselves in the special duty registry (article 43.1).

As for liquid petroleum gas (LPG) prices and tariffs, Ministerial Order IET/389/2015, of March 5, 2015, updates the system for automatically determining the maximum price at which bottled LPG can be retailed and for determining the price of piped LPG, adjusting the formulae used to calculate raw material costs in order to, as per the wording of the Order, adapt them "*to the supply reality in the national market in recent years*". Adaptation of these raw material cost calculation formulae does not, however, apply to sales costs, thereby resulting in a reduction in maximum bottled LPG retail prices and piped LPG retail prices.

Law 8/2015 classifies breaches of the obligation to provide home delivery of bottled LPG as a 'very serious' infringement, to remind operators rests solely with largest market share according to the provisions of Law 18/2014, ratifying the universal service obligation, making it a legal requirement. Regarding LPG bulk:

- Retailers of bulk, non-piped LPG are obliged to service all consumers by request in the province in which the retailer is currently operating.

- Retailers of bulk, piped LPG are obliged to service all supply requests within the corresponding area of their respective networks.

Law 8/2015 conveys upon users the obligation to inspect LPG recipient facilities (article 74.1 p), however, it also makes the distributors subsidiary responsible for this obligation if they determine that such inspection has not been performed by a qualified company. It obliges LPG wholesalers and bulk LPG retailers to take out civil liability insurance, and keep such policies current, or arrange other financial guarantees in sufficient amount to cover the risks arising from their business activities.

Natural gas

The aforementioned Law 8/2015 creates an official natural gas hub with a view to facilitating the entry into the market of new suppliers, creating a new single hub operator, tasked with management of the hub, which must be operational within 4 months from the date of effectiveness of this piece of legislation, at the latest

Contributions to the national energy efficiency fund

Article 7 of Directive 2012/27/EU of the European Parliament and of the Council of October 25, 2012 on energy efficiency makes it binding on member states to justify quantity of energy savings by 2020, obliging each state to establish energy efficiency obligation schemes such that energy distributors and/or retailers are obliged to achieve a cumulative quantity of energy savings by year-end 2020 means of annual savings between 2014 and 2020 equivalent to 1.5% of their annual energy sales. As a result, Spanish Royal Decree-Law 8/2014, of July 4, 2014, and Law 18/2014, of October 15, 2014, establish a national energy efficiency obligation scheme by virtue of which gas and electricity retailers, oil product wholesalers and liquid petroleum gas wholesalers (the parties bound by the obligation scheme) are allocated an annual energy saving target at the national level called savings obligations

On February 24, 2015, Ministerial Order IET/289/2015, of February 20, 2015, published in the Official State Journal on February 24, 2015, stipulates the National Energy Efficiency Fund contribution obligations in respect of 2015; this Order has been appealed, as have the collection assessments relating to 2014 and 2015, by several of the companies, including the Repsol Group, affected by the obligation to contribute to the aforementioned National Fund.

Peru

Hydrocarbons refining and retailing

In Peru, the sale of products derived from oil and gas is governed by supply and demand. However, under Emergency Decree No. 010-2004, the Oil-Derived Fuel Price Stabilization Fund (the "Fund"), aimed to preventing oil price volatility. The Fund's resources are drawn from contributions made and discounts applied by producers and importers with respect to the prices of each product, depending on whether the import parity prices (IPP) are above or below the so-called Price Band. Peruvian Law No. 29552 stipulated the permanent nature of this Fund.

However, Emergency Decree No. 01-2015, amended by Law No. 30334 - legislation establishing measures designed to invigorate the economy in 2015 **-** has stipulated that the Price Band will not be updated (until December 2016) when the IPP increases, but rather only when it decreases, thereby automatically increasing the amount owed by the Fund to the producers. Supreme Decree No. 154-2015-EF enacted a supplementary credit for the purpose of financing the Fund and schedules the injection of new funds for Fund financing purposes on a quarterly basis through June 2016, if warranted.

Venezuela

On March 15, 2015, a Law went into effect that empowers the President of the Republic in the Council of Ministers, to legislate by decree with status, effect, and force of law in matters delegated for the reformed guarantee of sovereign rights and the protection of the Venezuelan people and the constitutional order of the Republic. The Head of State may legislate matters relating to security and national defense, as well as commercial, socioeconomic, financial, energy and industrial issues, as well as punitive matters regarding administrative, civil, and even criminal law. Said delegation of powers shall be valid from its date of publication in the Official State Gazette until December 31, 2015.

APPENDIX III: MAIN CHANGES IN THE SCOPE OF CONSOLIDATION

Main changes on the Group´s composition compared with the information included in Appendix I of the consolidated financial statements for the financial year 2014 are:

a) *Business combinations, other acquisitions and acquisitions of interest in subsidiaries, joint ventures and/or associates*

Name of the entity (or business activity) acquired/absorbed	Type of transaction	Transaction close date	% of voting rights acquired (1)	% of total voting rights acquired in the entity post - acquisition
Principle Power, Inc.	Part. Increase	Feb-15	0,7%	25,4%
Societat Catalana de Petrolis, S.A.	Part. Increase	Feb-15	4,9%	94,9%
Repsol Chile, S.A.	Part. Increase	Apr-15	0,0%	100,0%
Talisman Energy Inc. (2)	Acquisition	May-15	100,0%	100,0%
Talisman Energy Canada (2)	Acquisition	May-15	100,0%	100,0%
Talisman Energy USA Inc. (2)	Acquisition	May-15	100,0%	100,0%
Talisman Alberta Shale Partnership (2)	Acquisition	May-15	100,0%	100,0%
Talisman Energy Norge AS (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Corridor) Ltd. (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Vietnam 15-2/01) Ltd. (2)	Acquisition	May-15	100,0%	100,0%
Talisman Malaysia Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Malaysia (PM3) Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Algeria) B.V. (2)	Acquisition	May-15	100,0%	100,0%
Papua Petroleum (PNG) Ltd (2)	Acquisition	May-15	100,0%	100,0%
Papua Petroleum Pty Ltd.(2)	Acquisition	May-15	100,0%	100,0%
Talisman Australasia Pty Ltd.(2)	Acquisition	May-15	100,0%	100,0%
Talisman Energy Kimu Alpha Pty Ltd(2)	Acquisition	May-15	100,0%	100,0%
Talisman Niugini Pty Ltd.(2)	Acquisition	May-15	100,0%	100,0%
Talisman Oil & Gas (Australia) Pty Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Resources (JPDA 06-105) Pty Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Resources (Bahamas) Limited (2)	Acquisition	May-15	100,0%	100,0%
Fortuna International Petroleum Corporation (2)	Acquisition	May-15	100,0%	100,0%
Oleum Insurance Company Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman International (Barbados) Inc. (2)	Acquisition	May-15	100,0%	100,0%
Talisman International Business Corporation (2)	Acquisition	May-15	100,0%	100,0%
Talisman Malaysia Holdings Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Oil Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Vietnam Limited (2)	Acquisition	May-15	100,0%	100,0%
Fortuna International (Barbados) Inc. (2)	Acquisition	May-15	100,0%	100,0%
Talisman Transgasindo Ltd. (2)	Acquisition	May-15	100,0%	100,0%
Talisman Wiriagar Overseas Limited (2)	Acquisition	May-15	100,0%	100,0%
Foreland Oil Limited (2)	Acquisition	May-15	100,0%	100,0%
Fortuna Resources (Sunda) Limited (2)	Acquisition	May-15	100,0%	100,0%
504744 Alberta Ltd. (2)	Acquisition	May-15	100,0%	100,0%
7308051 Canada Ltd (2)	Acquisition	May-15	100,0%	100,0%
8441251 Canada Ltd. (2)	Acquisition	May-15	100,0%	100,0%
8441316 Canada Ltd. (2)	Acquisition	May-15	100,0%	100,0%
8787352 Canada Ltd. (2)	Acquisition	May-15	100,0%	100,0%
8787387 Canada Ltd (2)	Acquisition	May-15	100,0%	100,0%
Red Sea Oil Corporation (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Asia) Ltd. (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Colombia) Oil & Gas Ltd. (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Jambi) Ltd. (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Ogan Komering) Ltd. (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Pasangkayu) Ltd. (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Sageri) Ltd. (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Sumatra) Ltd. (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Vietnam 133 &134) Ltd. (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Vietnam 46/02) Ltd. (2)	Acquisition	May-15	100,0%	100,0%
Talisman Central Alberta Partnership (2)	Acquisition	May-15	100,0%	100,0%
Talisman Groundbirch Partnership (2)	Acquisition	May-15	100,0%	100,0%
Talisman Indonesia Ltd. (2)	Acquisition	May-15	100,0%	100,0%
Talisman North Jabung Ltd. (2)	Acquisition	May-15	100,0%	100,0%

Name of the entity (or business activity) acquired/absorbed	Type of transaction	Transaction close date	% of voting rights acquired (1)	% of total voting rights acquired in the entity post - acquisition
Talisman Wild River Partnership (2)	Acquisition	May-15	100,0%	100,0%
TLM Finance Corp (2)	Acquisition	May-15	100,0%	100,0%
Trans Mediterranean Oil Company Ltd. (2)	Acquisition	May-15	15,0%	15,0%
Triad Oil Manitoba Ltd. (2)	Acquisition	May-15	100,0%	100,0%
FEX GP Inc. (2)	Acquisition	May-15	100,0%	100,0%
FEX L.P. (2)	Acquisition	May-15	100,0%	100,0%
Fortuna (US) L.P. (2)	Acquisition	May-15	100,0%	100,0%
Fortuna Energy Holding Inc. (2)	Acquisition	May-15	100,0%	100,0%
FUSI GP Inc. (2)	Acquisition	May-15	100,0%	100,0%
Talisman Energy Services Inc. (2)	Acquisition	May-15	100,0%	100,0%
Talisman Vietnam 07/03-CRD Corporation LLC (2)	Acquisition	May-15	100,0%	100,0%
TE Global Services Inc. (2)	Acquisition	May-15	100,0%	100,0%
Amulet Maritime Limited (2)	Acquisition	May-15	100,0%	100,0%
Equion Energia Limited (2)	Acquisition	May-15	49,0%	49,0%
Rift Oil Limited (2)	Acquisition	May-15	100,0%	100,0%
Rigel Petroleum UK Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Jambi Merang) Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Colombia Holdco Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Energy DL Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Energy NS Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Finance (UK) Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Perpetual (Norway) Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Resources (North West Java) Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Sinopec Alpha Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Sinopec Beta Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Sinopec Energy UK Limited (2)	Acquisition	May-15	51,0%	51,0%
Talisman Sinopec LNS Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Sinopec North Sea Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Sinopec Oil Trading Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Sinopec Pension and Life Scheme Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Sinopec Transportation (UT) Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman Sinopec Trustees (UK) Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman UK (South East Sumatra) Limited (2)	Acquisition	May-15	100,0%	100,0%
Talisman UK Investments Limited (2)	Acquisition	May-15	100,0%	100,0%
TEGSI (UK) Limited (2)	Acquisition	May-15	100,0%	100,0%
Transworld Petroleum (U.K.) (2)	Acquisition	May-15	100,0%	100,0%
FEHI Holding S.ar.l. (2)	Acquisition	May-15	100,0%	100,0%
Fortuna Finance Corporation S.ar.l. (2)	Acquisition	May-15	100,0%	100,0%
Talisman Holding International S.ar.l (2)	Acquisition	May-15	100,0%	100,0%
Talisman International Holdings B.V. SCS (2)	Acquisition	May-15	100,0%	100,0%
TE Capital S.ar.l. (2)	Acquisition	May-15	100,0%	100,0%
TE Colombia Holding S.ar.l (2)	Acquisition	May-15	100,0%	100,0%
TE Finance S.ar.l. (2)	Acquisition	May-15	100,0%	100,0%
TE Global Holding S.ar.l (2)	Acquisition	May-15	100,0%	100,0%
TE Holding S.ar.l. (2)	Acquisition	May-15	100,0%	100,0%
TE NOK S.ar.l. (2)	Acquisition	May-15	100,0%	100,0%
TE Resources S.ar.l. (2)	Acquisition	May-15	100,0%	100,0%
Talisman RTC Sdn.Bhd. (2)	Acquisition	May-15	100,0%	100,0%
Transasia Pipeline Company Pvt. Ltd. (2)	Acquisition	May-15	15,0%	15,0%
Talisman (Block K 39) B.V. (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Block K 44) B.V. (2)	Acquisition	May-15	100,0%	100,0%
Talisman (Block K 9) B.V. (2)	Acquisition	May-15	100,0%	100,0%
Talisman Andaman B.V. (2)	Acquisition	May-15	100,0%	100,0%
Talisman Banyumas B.V. (2)	Acquisition	May-15	100,0%	100,0%

Name of the entity (or business activity) acquired/absorbed	Type of transaction	Transaction close date	% of voting rights acquired (1)	% of total voting rights acquired in the entity post - acquisition
Talisman Colombia B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman East Jabung B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman East Tanjung B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Energy (Sahara) B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Energy Poland B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Energy Tangguh B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Global Holdings B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman International Holdings B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Java B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman K Holdings B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Middle East B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Peru B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Sadang B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Sakakemang B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Sierra Leone B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman South Mandar B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman South Sageri B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Sumatra B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Vietnam 05-2/10 B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Vietnam 07/03 B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Vietnam 135-136 B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Vietnam 146-147 B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Vietnam 45 B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman Vietnam 46-07 B.V. (2)	Acquisition	May-15	100.0%	100.0%
Talisman West Bengara B.V. (2)	Acquisition	May-15	100.0%	100.0%
TV 05-2/10 Holding B.V. (2)	Acquisition	May-15	100.0%	100.0%
TV 135-136 Holding B.V. (2)	Acquisition	May-15	100.0%	100.0%
Rigel Petroleum (NI) Limited (2)	Acquisition	May-15	100.0%	100.0%
Talisman Energy Investments Norge AS (2)	Acquisition	May-15	100.0%	100.0%
Talisman Petroleum Norge AS (2)	Acquisition	May-15	100.0%	100.0%
Talisman Resources Norge AS (2)	Acquisition	May-15	100.0%	100.0%
Honner Limited (2)	Acquisition	May-15	100.0%	100.0%
Rowell Limited (2)	Acquisition	May-15	100.0%	100.0%
Talisman Energy Kimu Beta Ltd (2)	Acquisition	May-15	100.0%	100.0%
Talisman Energy Niugini Limited (2)	Acquisition	May-15	100.0%	100.0%
Paladin Resources Limited (2)	Acquisition	May-15	100.0%	100.0%
Talisman SEA Pte. Ltd. (2)	Acquisition	May-15	100.0%	100.0%
New Santiago Pipelines AG (2)	Acquisition	May-15	100.0%	100.0%
Santiago Pipelines AG (2)	Acquisition	May-15	100.0%	100.0%
Talisman Ocensa Pipelines Holdings AG (2)	Acquisition	May-15	100.0%	100.0%
Talisman Santiago AG (2)	Acquisition	May-15	100.0%	100.0%
Talisman SO AG (2)	Acquisition	May-15	100.0%	100.0%
Edwards Gas Services LLC (2)	Acquisition	May-15	50.0%	50.0%
Edwards Lime Services, Llc. (2)	Acquisition	May-15	20.0%	40.0%
Thang Long Joint Operating Company (2)	Acquisition	May-15	60.0%	60.0%
Truong Son Joint Operating Company (2)	Acquisition	May-15	30.0%	30.0%
Repsol Exploración Boughezoul, S.A.	Constitution	Aug-15	100.0%	100.0%
Dynasol Gestión Mexico	Constitution	Aug-15	100.0%	100.0%
North Dynasol Shanghai Business Consulting Co Ltd.	Constitution	Aug-15	50.0%	50.0%
Rock Solid Images US Group, Inc.	Acquisition	Aug-15	30.0%	30.0%
Gas Natural Fenosa SDG, S.A.	Part.Increase	Sep-15	0.2%	30.2%
Principle Power (Europe), Ltd.	Part.Increase	Sep-15	0.7%	25.4%
Principle Power Portugal Unipessoal, Lda.	Part.Increase	Sep-15	0.7%	25.4%
Principle Power, Inc.	Part.Increase	Sep-15	0.7%	25.4%
Windplus, S.A.	Part.Increase	Sep-15	2.8%	25.4%

(1) Corresponds to the equity shareholding in the acquired company.
(2) See "*Acquisition of Talisman Energy, Inc.*" in heading 2.2.

b) *Reduction in interest in subsidiaries, join ventures, and/or associates and other similar transactions*

Name of the entity (or business activity) sold, split or retired	Type of transaction	Effective date of the operation	% of voting rights sold or retired	% of voting rights acquired in the entity post-acquisition	Income / Loss generated (Millions of euros)[2]
Enirepsa Gas, Limited	Liquidation	Mar-15	30.0%	0.0%	3
Perú Hunt Pipeline Development Company, Llc. [1]	Liquidation	Apr-15	44.7%	0.0%	-
Repsol International Capital, Ltd.	Liquidation	Jul-15	100.0%	0.0%	-
Repsol Mediación Agente de Seguros Vinculado, S.L.U. [3]	Absorption	Aug-15	100.0%	0.0%	-
Euro-24, S.L. [3]	Absorption	Aug-15	100.0%	0.0%	-
San Andrés Park, S.L. [3]	Absorption	Aug-15	100.0%	0.0%	-
Caveant, S.A.	Liquidation	Sep-15	100.0%	0.0%	(9)
Compañía Logística de Hidrocarburos CLH, S.A.	Sale	Sep-15	10.0%	0.0%	293

(1) This company is the parent of Hunt Pipeline Development Perú, LP, which in turn owns 100% of Hunt Pipeline Company of Perú, Ltd., a company domiciled in the Cayman Islands. The Repsol Group has derecognized its interests in these three companies.
(2) Corresponds to recognized pre-tax profit.
(3) Companies taken over by Repsol Comercial de Productos Petrolíferos, S.A

NOTE: With respect to the disposals, decreases and increases in ownership interests in the Gas Natural Fenosa Group companies, see this group's interim condensed consolidated financial statements (www.portal.gasnatural.com).

APPENDIX IV: JOINT OPERATIONS AT SEPTEMBER 30, 2015

The main joint operations in which Repsol holds interests through the acquisition of Talisman (see heading 2.2) are:

Name	Ownership interest % (1)	Operator	Activity
Algeria			
Block 405a	35.00%	Pertamina	Production
Australia			
JPDA 06-105 PSC	25.00%	Eni JPDA 06-105 Pty Ltd	Production
AC/L 5	33.33%	Woodside Energy Limited	Production
WA-18-L	100.00%	Talisman Oil & Gas (Australia) Pty Limited	Production
Canada (1)			
Groundbirch (Birish Columbia)	37.59%	Shell	Production
Edson (Alberta)	66.67%	Talisman	Production
Edson (Alberta)	50.00%	Talisman	Production
Fir (Alberta)	25.00%	Delphi	Production
Pine Creek (Alberta)	10.42%	Apache	Production
Quebec	75.00%	Talisman	Exploration(2)
Nunavut	75.00%	Shell	Exploration(2)
Northwest Territories	25.00%	BP	Exploration(2)
Northwest Territories	2.08%	Suncor	Exploration(2)
Colombia			
CAG -5	50.00%	Meta Petroleum Corp	Exploration
CAG-6	40.00%	Meta Petroleum Corp	Exploration
CPE-6	50.00%	Meta Petroleum Corp	Exploration
CPE-8	50.00%	Talisman Colombia Oil & Gas Ltd	Exploration
CPO-9	45.00%	Ecopetrol S.A.	Exploration and Production
El Portón	25.00%	Cepsa Colombia S.A.	Exploration
Niscota	30.00%	Equion Energía Ltd.	Exploration
Mundo Nuevo	21.00%	Hocol S.A.	Exploration
PUT -9	40.00%	Meta Petroleum Corp	Exploration
PUT-30	50.00%	Talisman Colombia Oil & Gas Ltd	Exploration
USA (1)			
Eagle Ford (Texas)	50.00%	Talisman / Statoil	Production
Marcellus (Chafee Corners - Pennsylvania)	67.12%	Talisman	Production
Marcellus (Caton Elmira - New York and Pennsylvania)	49.25%	Swepi / Talisman	Production
Indonesia			
Andaman III PSC	100.00%	Talisman Andaman B.V.	Exploration
Corridor PSC	36.00%	ConocoPhillips (Grissik) Ltd.	Production
East Jabung PSC	51.00%	Talisman East Jabung B.V.	Exploration
Jambi Merang PSC	25.00%	Joint Operating Body Pertamina-Talisman Jambi Merang	Production
Ogan Komering PSC	50.00%	Joint Operating Body Pertamina-Talisman Ogan Komering	Production
Sadang PSC	40.00%	Talisman Sadang B.V.	Exploration
Sageri PSC	50.00%	Talisman (Sageri) Ltd.	Exploration
Sakakemang PSC	90.00%	Talisman Sakakemang B.V.	Exploration
South East Sumatra PSC	7.48%	CNOOC SES Ltd.	Production
South Mandar PSC	33.00%	PTTEP South Mandar Limited	Exploration
South Sageri PSC	35.00%	TOTAL E&P South Sageri	Exploration
Tangguh LNG Project (3)	3.06%	BP Berau Ltd.	Production
Kurdistan			
Block Topkhana	60.00%	Talisman (Block K39) BV	Exploration
Block Kurdamir	40.00%	Talisman (Block K44) BV	Development
Norway			
Licence 019 B	61.00%	Talisman Energy Norge AS	Production
Licence 019 C	15.00%	Talisman Energy Norge AS	Production
Licence 019 D	31.00%	Talisman Energy Norge AS	Production
Licence 038	65.00%	Talisman Energy Norge AS	Production
Licence 038 C	70.00%	Talisman Energy Norge AS	Production
Licence 038 D	40.00%	Talisman Energy Norge AS	Production
Licence 038 E	65.00%	Talisman Energy Norge AS	Exploration

Name	Ownership interest % [(1)]	Operator	Activity
Licence 052	27.00%	Statoil Petroleum AS	Production
Licence 052 B	9.00%	Statoil Petroleum AS	Production
Licence 053 B	33.84%	Wintershall Norge AS	Production
Licence 055 (A, B y D)	33.84%	Wintershall Norge AS	Production
Licence 143 BS	100.00%	Talisman Energy Norge AS	Production
Licence 148 (A y B)	10.00%	Lundin Norway AS	Exploration and Production
Licence 185	33.84%	Wintershall Norge AS	Production
Licence 316 (A y B)	60.00%	Talisman Energy Norge AS	Production
Licence 378	17.50%	Wintershall Norge AS	Exploration
Licence 640	60.00%	Talisman Energy Norge AS	Exploration
Licence 672	25.00%	Talisman Energy Norge AS	Exploration
Malaysia			
PM3 CAA PSC	41.44%	Talisman Malaysia Limited	Development and Production
PM 305 PSC	60.00%	Talisman Malaysia Limited	Production
PM 314 PSC	60.00%	Talisman Malaysia Limited	Production
SB 309 PSC	70.00%	Talisman Malaysia Limited	Exploration
SB 310 PSC	70.00%	Talisman Malaysia Limited	Exploration
SB1 Kinabalu Oil PSC	60.00%	Talisman Malaysia Limited	Development and Production
Papua Nueva Guinea			
Licence Nº 4	40.00%	Talisman Niugini Pty Ltd	Exploration
Licence Nº 10	40.00%	Talisman Niugini Pty Ltd	Development and Pipelines
Licence Nº 8	22.29%	Oil Search Limited	Exploration
Licence Nº 21	32.50%	Horizon Oil (Papua) Limited	Exploration
Licence Nº 28	30.00%	Eaglewood Energy (BVI) Limited 40%	Exploration
Licence Nº 38	25.00%	Talisman Energy Niugini Limited	Exploration
Licence Nº 235	60.00%	Foreland Oil Limited	Exploration
Licence Nº 239	55.00%	Talisman Energy Niugini Limited	Exploration
Licence Nº 261	30.00%	Foreland Oil Limited	Exploration
Licence Nº 269	50.00%	Talisman Niugini Pty Ltd	Exploration
Licence Nº 287	50.00%	Talisman Energy Niugini Limited	Exploration
Licence Nº 426	70.00%	Talisman Energy Niugini Limited	Exploration
Peru			
Batch 76	35.00%	Hunt Oil Exploration and Production Company of Perú L.L.C. Sucursal	Exploration
Batch 103	60.00%	Talisman Perú B.V. Sucursal	Exploration
Batch109	70.00%	Repsol Exploración Perú Sucursal	Abandonment
Batch 101	30.00%	Talisman Perú B.V. Sucursal	Abandonment
Batch 134	55.00%	Talisman Perú B.V. Sucursal	Abandonment
Vietnam			
Block 46 CN PSC	33.15%	Talisman Vietnam Limited	Production
Block 15/2-01 PC	60.00%	Thang Long Joint Operating Company (TLJOC)	Production
Block 133-134 BCC	49.00%	Talisman (Vietnam 133-134) Ltd.	Exploration
Block 135-136 PSC	40.00%	Talisman Vietnam 135-136 B.V.	Exploration
Block 05-2/10 PSC	40.00%	Talisman Vietnam 05-2/10 B.V.	Exploration
Block 07/03 PSC	55.00%	Talisman Vietnam 07/03 B.V.	Development
Block 146-147 PSC	80.00%	Talisman Vietnam 146-147 B.V.	Exploration

(1) Acreage interests in Canada and the USA are held under a large number of joint operating agreements (*Joint Operation Agreements* JOAs). This table includes only those significant agreements in which Repsol holds interests of more than 2,000 net acress.

(2) Operations on acreage corresponding to these areas are currently suspended due to government restrictions in Canada.

(3) Talisman holds a 42.4% interest in Wiriagar, one of the three Production Sharing Contracts (PSC) of the Tangguh LNG Project.

APPENDIX V: RECONCILIATION BETWEEN IFRS-EU GROUP RESULTS AND RESULTS OF REPORTING SEGMENTS

The reconciliation between adjusted net income (loss) and IFRS-EU net income (loss) for the third quarter of 2015 and 2014 and for the nine-month periods ended September 30, 2015 and 2014 is as follows:

Third quarter income/ (loss) 2015 and 2014

	Adjusted Net Income		ADJUSTMENTS: Joint Ventures Reclassification		ADJUSTMENTS: Non-Recurring Items		ADJUSTMENTS: Equity Effect		Total Adjustments		IFRS-EU Results	
Millions of euros	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**
Operating Income	511	637	13	(188)	(303)	(40)	(406)	(103)	(696)	(331)	(185)	306
Financial Result	(223)	(12)	24	23	-	1	-	-	24	24	(199)	12
Share of results of companies accounted for using the equity method- net of tax	105	96	(128)	62	-	-	-	-	(128)	62	(23)	158
Net Income before tax	**393**	**721**	**(91)**	**(103)**	**(303)**	**(39)**	**(406)**	**(103)**	**(800)**	**(245)**	**(407)**	**476**
Income tax	(206)	(301)	91	103	195	7	115	31	401	141	195	(160)
Net income from continuing operations	**187**	**420**	**-**	**-**	**(108)**	**(32)**	**(291)**	**(72)**	**(399)**	**(104)**	**(212)**	**316**
Net income from continuing operations attributable to minority interests	(28)	(5)	-	-	-	-	19	9	19	9	(9)	4
Net income from continuing operations attributable to the parent	**159**	**415**	-	-	**(108)**	**(32)**	**(272)**	**(63)**	**(380)**	**(95)**	**(221)**	**320**
Income from discontinued operations	-	-	-	-	-	-	-	-	-	-	-	**(1)**
TOTAL NET INCOME ATTRIBUTABLE TO THE PARENT	**159**	**415**	-	-	**(108)**	**(32)**	**(272)**	**(63)**	**(380)**	**(95)**	**(221)**	**319**

Accumulated nine-months income/ (loss) 2015 and 2014

	Adjusted Net Income		ADJUSTMENTS: Joint Ventures Reclassification		ADJUSTMENTS: Non-Recurring Items		ADJUSTMENTS: Equity Effect		Total Adjustments		IFRS-EU Results	
Millions of euros	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**
Operating Income	1,620	1,795	(89)	(652)	(539)	(223)	(494)	(184)	(1,122)	(1,059)	498	736
Financial Result	233	(188)	(13)	(34)	22	444	-	-	9	410	242	222
Share of results of companies accounted for using the equity method- net of tax	340	391	(105)	397	-	49	-	-	(105)	446	235	837
Net Income before tax	**2,193**	**1,998**	**(207)**	**(289)**	**(517)**	**270**	**(494)**	**(184)**	**(1,218)**	**(203)**	**975**	**1,795**
Income tax	(730)	(643)	207	289	279	(111)	140	55	626	233	(104)	(410)
Net income from continuing operations	**1,463**	**1,355**	**-**	**-**	**(238)**	**159**	**(354)**	**(129)**	**(592)**	**30**	**871**	**1,385**
Net income from continuing operations attributable to minority interests	(64)	(18)	-	-	-	-	25	12	25	12	(39)	(6)
Net income from continuing operations attribu	**1,399**	**1,337**	-	-	**(238)**	**159**	**(329)**	**(117)**	**(567)**	**42**	**832**	**1,379**
Income from discontinued operations	-	-	-	-	-	-	-	-	-	-	-	**267**
TOTAL NET INCOME ATTRIBUTABLE TO THE PARENT	**1,399**	**1,337**	-	-	**(238)**	**159**	**(329)**	**(117)**	**(567)**	**42**	**832**	**1,646**

The reconciliation of other metrics disclosed in Note 3.5 and 3.3 with the IFRS-EU disclosures for the third quarters of 2015 and 2014 and for the nine-month periods ended September 30, 2015 and 2014 is as follows:

	Millions of euros			
	Q3 2015	Q3 2014	09/30/2015	09/30/2014
Adjusted operating profit [2]	**10,704**	**12,736**	**31,698**	**37,365**
Adjustments for joint ventures, other companies managed as such and other:				
Upstream	(476)	(458)	(1,310)	(1,343)
Downstream	(18)	(17)	(58)	(52)
Corporation	-	(1)	(1)	(1)
IFRS-EU operating profit [1]	**10,210**	**12,260**	**30,329**	**35,969**
Adjusted net opearting investments [2] [3]	**695**	**909**	**10,696**	**2,360**
Adjustments for joint ventures, other companies managed as such and other:				
Upstream	(295)	(295)	(879)	(745)
Downstream	5	(6)	(5)	(18)
Corporation	(11)	-	(11)	-
IFRS-EU adjusted net operating investments [3]	**394**	**608**	**9,801**	**1,597**

(1) The IFRS-EU revenue figure corresponds to the sum of the "*Sales*" and "*Services rendered and other income*" headings on the consolidated income statement.

(2) Figures compiled in keeping with the Group reporting model described in Note 3 "*Segment reporting*".

(3) Includes investments accrued during the period net of disposals but does not include investments in "*Other financial assets*".

	Group reporting model		**Joint Ventures Reclassification**		**IFRS-EU**	
OTHER DATA	**2015**	**2014**	**2015**	**2014**	**2015**	**2014**
EBITDA- third quarter (millions of euros)	1,011	1,047	(134)	(310)	877	737
EBITDA- accumulated nine-month period (millions of euros)	3,394	3,249	(528)	(953)	2,866	2,296
Net financial debt -accumulated nine-month period (millions of euros)	13,123	1,935	1,585	1,889	14,708	3,824
Employees - accumulated nine-month period	28,260	24,761	161	172	28,099	24,589

APPENDIX VI: OTHER DETAILED INFORMATION

Operating revenue by segment

Operating revenue by segments is disclosed below (segment delimitation, their income and results is detailed in heading 3 "*Segment Reporting*"):

	Millions of euros					
	Operating revenue from customers		Operating revenue inter segments		Total operating revenue	
Segments	09/30/2015	09/30/2014	09/30/2015	09/30/2014	09/30/2015	09/30/2014
Upstream	2,711	2,239	785	1,066	3,496	3,305
Downstream	28,986	35,115	8	5	28,994	35,120
Corporation	2	11	1	6	3	17
(-) Inter-segment adjustments and eliminations of operating income	(1)	-	(794)	(1,077)	(795)	(1,077)
TOTAL	**31,698**	**37,365**	**-**	**-**	**31,698**	**37,365**

Note: For the reconciliation between the net amount of the operating revenue by segment and the net amount of the operating revenue (IFRS – EU), see Appendix V.

Fair value of financial instruments

The classification of financial instruments recognized in the financial statements at fair value at September 30, 2015 and December 31, 2014, is as follows:

Millions of euros	**September 30,2015 and December 31,2014**							
	Level 1		Level 2		Level 3		Total	
Financial assets	2015	2014	2015	2014	2015	2014	2015	2014
Financial assets held for trading	140	356	88	262	-	-	228	618
Other financial assets at fair value through profit and loss	102	102	-	-	-	-	102	102
Financial assets available for sale [(1)]	1	1	-	-	-	-	1	1
Hedging derivatives	31	2	1	23	-	-	32	25
Total	**274**	**461**	**89**	**285**	**-**	**-**	**363**	**746**

	Level 1		Level 2		Level 3		Total	
Financial liabilities	2015	2014	2015	2014	2015	2014	2015	2014
Financial liabilities held for trading	-	28	298	162	-	-	298	190
Hedging derivatives	6	-	100	176	-	-	106	176
Total	**6**	**28**	**398**	**338**	**-**	**-**	**404**	**366**

Financial instruments recognized at fair value are classified at different levels, as described below:
Level 1: Valuations based on a quoted price in an active market for an identical instrument.
Level 2: Valuations based on a quoted price in an active market for similar financial assets or based on other valuation techniques that rely on observable market inputs.
Level 3: Valuations based on inputs that are not directly observable in the market.

(1) Does not include € 83 and € 59 million at September 30, 2015 and December 31, 2014, corresponding to equity investments in companies that are measured at acquisition cost under IAS 39.

In accordance with accounting regulations, the techniques used to value instruments classified as level 2 for fair value hierarchy purposes are based on an income approach, which consists of discounting known or estimated future cash flows to present value using discount curves built from benchmark market interest rates (estimated using implied forward curves provided by the market in the case of derivatives), including adjustments for credit risk based on the duration of the instruments. In the case of options, price-setting models based on the Black & Scholes formula are used.

The main inputs used to value financial instruments vary by instrument, but are mainly exchange rates (spot and forward), interest rate curves, counterparty risk curves, equity prices and the volatility metrics for all of the listed inputs. In all instances, the market data is obtained from reputed information providers or correspond to the prices published by official bodies.

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Madrid, November 25, 2015

The Board of Directors of Repsol, S.A. ("Repsol") has approved the payment of a remuneration to its shareholders in the framework of the Repsol Flexible Dividend Program and in replacement of the traditional interim dividend of 2015, equivalent to 0.50 euros gross per share under a Scrip Dividend scheme and subject to the applicable rounding in accordance with the formulas approved by the Annual Shareholders' Meeting held on April 30, 2015, under item six on its Agenda.

For this purpose, and in accordance with the duties conferred by the Shareholders' Meeting, the Board of Directors has today fixed the market value of the capital increase ("**Amount of the Alternative Option**") at 700,180,530 euros.

According to the timetable of the capital increase, registered as official notice in the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores* – CNMV) on October 29, 2015 (registration number 230292), the trading price of Repsol's shares to be taken as reference for determining the guaranteed fixed price of Repsol's purchase commitment of free-of-charge allocation rights, and the number of these rights needed to receive one new Repsol's share, will be the arithmetic mean of the weighted average prices of the share on the Stock Exchanges over the days 9, 10, 11, 14 y 15 of December, 2015. In accordance with the formula approved by the Shareholders´ Meeting and considering the closing price of Repsol's shares yesterday (12.310 euros per share), the price at which Repsol will purchase the free-of-charge allocation rights will be 0.473 euros per right and the number of rights necessary to receive one new share will be 25.

It is expected that the definitive amount of these figures and the remaining information of the capital increase will be announced on December 16, 2015.

Q3 2015 RESULTS

12 November, 2015

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BASIS OF PREPARATION OF THE FINANCIAL INFORMATION

Group activities are carried out in three operating segments:

- **Upstream,** corresponding to the exploration and development of crude oil and natural gas reserves.
- **Downstream,** corresponding, mainly, to (i) the refining, trading and transportation of crude oil and oil products, as well as the commercialization of oil products, petrochemical products and LPG, (ii) the commercialization, transport and regasification of natural gas and liquefied natural gas (LNG), and (iii) renewable energy power projects;
- **Gas Natural Fenosa,** corresponding to its shareholding in Gas Natural SDG, S.A., whose main activities are the distribution and commercialization of natural gas, and the generation, distribution and commercialization of electricity.

Finally, **Corporation and adjustments** includes activities not attributable to the aforementioned businesses, and specifically, corporate expenses and financial results, as well as intersegment consolidation adjustments.

The results for each segment include those from joint ventures, or other managed companies operated as such, in accordance with the percentage of interest held by the Group, considering its operational and economic metrics in the same manner and with the same detail as for fully consolidated companies. Thus, the Group considers that the nature of its businesses and the way in which results are analyzed for decision-making purposes is adequately reflected.

In addition the Group, considering its business reality and in order to make its disclosures more comparable with those in the sector, uses as a measure of segment results the so-called Adjusted Net Income, corresponding to the recurring net operating income of continuing operations at current cost of supply ("Current Cost of Supply" or CCS) after taxes.

Inventory valuation method widely used in the industry, current cost of supply (CCS), differs from that accepted under prevailing European accounting standards ("Middle In First Out" or MIFO). The use of CCS methodology facilitates users of financial information comparisons with other companies in the industry. Under CCS methodology, the purchase price of volumes of inventories sold during the period is based on current prices of purchases during the period. Consequently, Adjusted Net Income does not include the so-called Inventory Effect. This Inventory Effect is presented separately net of the tax effect and excluding non-controlling interests and it is the difference between the net income using CCS and the net income using MIFO.

Likewise, Adjusted Net Income excludes the so-called Non-Recurring Income, that is, those originating from isolated events or transactions of an exceptional nature, or which are not ordinary or usual transactions of the Group. Non-Recurring Income is presented separately, net of the tax effect and excluding non-controlling interests.

However, the Adjusted Net Income of Gas Natural Fenosa segment includes the company´s net income in accordance with the equity method.

All of the information presented in this Q3 15 Results Earnings Release has been prepared in accordance with the abovementioned criteria, with the exception of the information provided in the Appendix II headed “Consolidated Financial Statements” which has been prepared according to International Financial Reporting Standards adopted by the European Union (IFRS-EU).

Appendix III provides a reconciliation of the segment reported metrics and those presented in the consolidated financial statements (IFRS-EU).

In addition, the Group is consolidating the results of the acquired company Talisman Energy Inc. (“Talisman”), since the date of closing of the transaction, 8 May.

Talisman´s purchase price has been provisionally allocated between identifiable Talisman´s assets and liabilities according to the estimation of their fair value as of the acquisition date.

Repsol will today publish interim condensed consolidated financial statements at 30 September, 2015 and they will be available on Repsol’s and the CNMV’s (Comisión Nacional del Mercado de Valores) websites.

KEY METRICS FOR THE PERIOD

(Unaudited figures)

Results (€ Million)	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
Upstream	185	(48)	(395)	-	585	(633)	-
Downstream	190	439	682	258.9	642	1,655	157.8
Gas Natural Fenosa	92	105	103	12.0	374	330	(11.8)
Corporate and others	(52)	(184)	(231)	-	(264)	47	-
ADJUSTED NET INCOME	**415**	**312**	**159**	**(61.7)**	**1,337**	**1,399**	**4.6**
Inventory effect	(63)	83	(272)	-	(117)	(329)	(181.2)
Non-recurring income	(32)	(103)	(108)	(237.5)	159	(238)	-
Income from discontinued operations	(1)	-	-	-	267	-	-
NET INCOME	**319**	**292**	**(221)**	**-**	**1,646**	**832**	**(49.5)**

Economic data (€ Million)	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
EBITDA	1,047	1,421	1,011	(3.4)	3,249	3,394	4.5
EBITDA CCS	1,150	1,297	1,417	23.2	3,433	3,888	13.3
NET CAPITAL EXPENDITURE	909	9,069	695	(23.5)	2,360	10,696	-
NET DEBT	1,998	13,264	13,123	-	1,998	13,123	-
NET DEBT (x) / EBITDA CCS	-	-	2.32	-	0.44	2.47	-

Operational data	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
LIQUIDS PRODUCTION (Thousand bbl/d)	141	203	244	72.6	131	193	47.3
GAS PRODUCTION (*) (Million scf/d)	1,261	1,811	2,298	82.3	1,222	1,790	46.5
TOTAL PRODUCTION (Thousand boe/d)	**366**	**525**	**653**	**78.6**	**349**	**512**	**46.8**
CRUDE OIL REALIZATION PRICE ($/Bbl)	84.3	55.7	44.4	(47.3)	85.9	48.3	(43.8)
GAS REALIZATION PRICE ($/Thousand scf)	3.6	3.2	2.8	(22.2)	3.9	2.9	(25.6)
DISTILLATION UTILIZATION Spanish Refining (%)	84.8	89.1	94.5	11.4	81.0	88.8	9.6
CONVERSION UTILIZATION Spanish Refining (%)	106.6	105.1	106.4	(0.2)	101.4	103.5	2.1
REFINING MARGIN INDICATOR IN SPAIN ($/Bbl)	3.9	9.1	8.8	125.6	3.6	8.9	147.2

(*) 1,000 Mcf/d = 28.32 Mm^3/d = 0.178 Mboe/d

KEY MILESTONES FOR THE THIRD QUARTER OF 2015

- **Adjusted net income** in the third quarter was €159 million, 62% lower year-on-year. **Net income** amounted to a loss of €221 million mainly due to non-recurring items like the impairments, amounting €443 million after taxes, booked in the Gas & Power division together with the unconventional assets in the Mississippian Lime, both in North America, and the inventory effect of €-272 million after taxes. These effects were partially compensated with capital gains, amounting to €338 million after taxes, from the sales of CLH and the exploratory licenses in Canada.

- **Adjusted net income** in the first nine months of the year was €1.399 billion, 5% higher year-on-year. **Net income** amounted to €832 million, 50% lower compared to the same period of last year, mainly due to non-recurring items and the negative inventory effect.

- Quarterly results of the business units, which include, for the first time, the consolidation of the assets of Talisman for the full quarter, were strongly influenced again by the low crude oil and gas price environment together with high refining margins and are explained as follows:

  - Adjusted net income in **Upstream** was €580 million lower than that in the same period of 2014, mainly due to the impact of lower realization prices, higher exploration expenses, the absence of production in Libya and the impact in tax charges of the devaluation of local currencies. These effects were partially compensated by higher production volumes mainly as a result of the contribution of Talisman's assets and the ramp-up of the strategic projects in Brazil and Venezuela. The contribution of **Talisman's assets** to the operating income in the quarter has been €-57 million while at the adjusted net income level they amounted to €-90 million.

  - In **Downstream**, adjusted net income was 259% higher year-on-year as a result of the improved refining margins and utilization, enhanced performance in Chemicals, Marketing, Trading and Gas & Power.

  - The adjusted net income of **Gas Natural Fenosa** stood at €103 million, 12% higher year-on-year mainly due to the contribution of CGE-Chile.

  - In **Corporate and others**, an adjusted net income resulted in a net loss of €231 million, €179 million lower year-on-year, was due to the lower results associated to the exchange rate positions, that were positive in €106 million in the third quarter of 2014 and €-17 million in the third quarter of 2015, together with higher net interests, mainly because of the acquisition of Talisman and the consolidation of its debt interest charges.

- **Upstream** production reached an average of 653 kboe/d in the third quarter of 2015, 79% higher year-on-year. The contribution of Talisman's assets in the quarter has been, on average, 307 kboe/d. Production in October reached an average of 685 kboe/d.

- During this third quarter of 2015, four wells – one exploratory and three appraisals - were concluded. The three appraisal wells registered positive results and the exploratory well remains under evaluation. Also during the third quarter, three wells were booked as negative: two in Angola and one in Norway. As of today, eight wells are on-going: five exploratory and three appraisals.

- The Group's **net debt** at the end of the third quarter of 2015 stood at €13.1 billion, lower in €141 million compared to the end of the second quarter. Net Debt to Capital Employed ratio stood at 29.9% at the end of the quarter.

NET INCOME PERFORMANCE BY BUSINESS SEGMENT

UPSTREAM

(Unaudited figures)

Results (€ Million)	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
ADJUSTED NET INCOME	**185**	**(48)**	**(395)**	**-**	**585**	**(633)**	**-**
Operating income	424	(46)	(395)	-	1,081	(577)	-
Income tax	(239)	-	5	-	(502)	(51)	89.8
Income from equity affiliates and non-controlling interests	-	(2)	(5)	-	6	(5)	-
EBITDA	728	622	334	(54.1)	2,087	1,237	(40.7)
NET CAPITAL EXPENDITURE	746	8,896	803	7.6	1,900	10,452	450.1
EXPLORATION EXPENSES (*)	129	204	266	106.2	508	688	35.4
EFFECTIVE TAX RATE (%)	56	2	(1)	(57.0)	46	9	(37.0)

International prices	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
Brent ($/Bbl)	101.9	61.9	50.5	(50.4)	106.4	55.3	(48.0)
WTI ($/Bbl)	97.2	58.0	46.5	(52.2)	99.6	51.0	(48.8)
Henry Hub ($/MBtu)	4.1	2.6	2.8	(31.7)	4.6	2.8	(39.1)
Average exchange rate ($/€)	1.33	1.11	1.11	(16.5)	1.35	1.11	(17.8)

Production	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
LIQUIDS (Thousand bbl/d)	141	203	244	72.6	131	193	47.3
GAS (**) (Million scf/d)	1,261	1,811	2,298	82.3	1,222	1,790	46.5
TOTAL (Thousand boe/d)	**366**	**525**	**653**	**78.6**	**349**	**512**	**46.8**

Realization prices	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
CRUDE OIL ($/Bbl)	84.3	55.7	44.4	(47.3)	85.9	48.3	(43.8)
GAS ($/Thousand scf)	3.6	3.2	2.8	(22.2)	3.9	2.9	(25.6)

(*) Exploration expenses include G&G and G&A, bonus and dry wells. (**) 1,000 Mcf/d = 28.32 Mm^3/d = 0.178 Mboe/d

Adjusted net income in the quarter was €-395 million, a €580 million decrease compared to the same period of 2014, mainly due to the impact of lower realization prices, higher exploration expenses, the absence of production in Libya and the impact in taxes of the devaluation of local currencies, partially compensated with higher production volumes.

The factors which explain the year-on-year performance in the Upstream division, excluding the impacts in results of Libya's and Talisman's assets, are the following:

- Lower **crude oil and gas realization prices**, net of royalties, had a negative impact on the operating income of €464 million.

- **Income tax expense** has impacted the operating income positively by €185 million, due to the lower results, partially offset by the impact of the devaluation of local currencies mainly in Brazil. This impact, together with the same effect in legacy Talisman assets, provoked the adjusted net income to equal the adjusted operating income in the third quarter.

- **Exploration expenses** impacted the operating income negatively by €70 million, mainly as a result of higher amortization of dry wells. During the third quarter, three wells were booked as negative: two in Angola and one in Norway.

- **Higher production** contributed to an increase in the operating income of €36 million thanks to the ramp-up of the Sapinhoá project in Brazil and the Cardón IV project in Venezuela.

- Lower **depreciation and amortization** charges increased the operating income by €17 million as a consequence of a lower amortization rate in the U.S. and Spain, partially compensated by the increase in production in Brazil and Venezuela.

- **Income of equity affiliates and non-controlling interests, exchange rate effect and others** explain the remaining differences.

The impact of disruptions in Libya was €-131 million and €-42 million on the operating income and in the adjusted net income, respectively.

Operating income of **Talisman's assets** has been €-57 million. The positive results in Indonesia, Malaysia, Vietnam and Colombia were offset by exploration expenses and the negative results in Norway, Australia and North America. However, the contribution to the adjusted net income has been €-90 million, due to the mix of results with different effective tax rates and the impact in taxes of the devaluation of local currencies, mainly in Malaysia and Colombia.

January – September 2015 results

The **adjusted net income** for the first nine months of 2015 was €-633 million, mainly as a consequence of the drop in crude oil and gas realization prices (€-1.2 billion) and no contribution from Libya in 2015 (€-0.3 billion), partially compensated by the positive effect in taxes (€0.5 billion) and the growth in production (€0.1 billion, excluding the contribution of legacy Talisman assets). It is worth noting that, excluding the impact of exploration expenses, operating income of the Upstream division would have been positive in the first nine months of 2015.

Average production in the first nine months of 2015 (512 kboe/d) was 47% higher than in the same period in 2014 (349 kboe/d), essentially as a result of the consolidation of the Talisman's assets since 8 May 2015. The contribution of these assets to the average production in the first nine months of 2015 has been 164 kboe/d.

Net capital expenditure

Net capital expenditure in Upstream in the third quarter of 2015 amounted to €803 million, 8% increase year-on-year due to the appreciation of the dollar against the euro and the consolidation of legacy Talisman assets.

Excluding divestments of €70 million in the quarter: **Development** capital expenditure accounted for 79% of the total investment and was concentrated mainly in the U.S. (26%), Trinidad and Tobago (15%), Canada (12%), Venezuela (12%), UK (9%) and Brazil (8%); and **Exploration** capital expenditure represented 16% of the total and was allocated primarily in the U.S. (48%), Europe (18%), Brazil (17%), Russia (9%) and Peru (4%).

Net capital expenditure in Upstream in the first nine months of 2015 totaled €10,452 million mainly due to the acquisition of Talisman. Excluding this impact, net capital expenditure amounted to €2,447 million, 29% increase year-on-year mainly due to the consolidation of legacy Talisman assets, the appreciation of the dollar against the euro and the lower divestments, which reached €166 million in the first nine months of 2014 and were €80 million in the same period of 2015. This increase in capital expenditure, excluding divestments and denominated in dollars, amounts only to 1%. It is worth noting that, excluding the payment and the capital expenditure from legacy Talisman assets, total capital expenditure denominated in dollars decreases 21%.

Excluding divestments: **Development** capital expenditure accounted for 68% of the total investment and was concentrated mainly in the U.S. (25%), Venezuela (21%), Trinidad and Tobago (15%), Brazil (9%), Canada (7%) and UK (6%); and **Exploration** capital expenditure represented 29% of the total and was earmarked primarily for the U.S. (36%), Angola (23%), Europe (16%), Brazil (7%) and Russia (5%).

DOWNSTREAM

(Unaudited figures)

Results (€ Million)	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
ADJUSTED NET INCOME	**190**	**439**	**682**	**258.9**	**642**	**1,655**	**157.8**
Operating income	276	622	963	248.9	907	2,336	157.6
Income tax	(85)	(170)	(260)	(205.9)	(258)	(632)	(145.0)
Income from equity affiliates and non-controlling interests	(1)	(13)	(21)	-	(7)	(49)	-
MIFO RECURRENT NET INCOME	**127**	**522**	**410**	**222.8**	**525**	**1,326**	**152.6**
Inventory effect	(63)	83	(272)	-	(117)	(329)	(181.2)
EBITDA	361	931	748	107.2	1,309	2,403	83.6
EBITDA CCS	464	807	1,154	148.7	1,493	2,897	94.0
NET CAPITAL EXPENDITURE	155	149	(122)	-	422	161	(61.8)
EFFECTIVE TAX RATE (%)	31	27	27	(4.0)	28	27	(1.0)

International prices ($/Mbtu)	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
Henry Hub	4.1	2.6	2.8	(31.7)	4.6	2.8	(39.1)
Algonquin	3.0	2.2	2.4	(20.0)	9.2	5.4	(41.3)

Operational data	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
REFINING MARGIN INDICATOR IN SPAIN ($/Bbl)	3.9	9.1	8.8	125.6	3.6	8.9	147.2
DISTILLATION UTILIZATION Spanish Refining (%)	84.8	89.1	94.5	11.4	81.0	88.8	9.6
CONVERSION UTILIZATION Spanish Refining (%)	106.6	105.1	106.4	(0.2)	101.4	103.5	2.1
OIL PRODUCT SALES (Thousand tons)	11,387	11,990	12,571	10.4	32,530	35,292	8.5
PETROCHEMICAL PRODUCT SALES (Thousand tons)	681	683	701	2.9	2,015	2,125	5.5
LPG SALES (Thousand tons)	599	526	459	(23.4)	1,819	1,689	(7.1)
NORTH AMERICA NATURAL GAS SALES (TBtu)	61.1	57.3	62.1	1.6	210.7	226.3	7.4

Adjusted net income in the third quarter of 2015 amounted to €682 million, significantly higher compared to the third quarter of 2014 in which the net income was €190 million. **Adjusted net income** in the first nine months of 2015 amounted to €1,655 million, 158% higher compared to the first nine months of 2014.

The main factors which explain the quarterly earnings performance year-on-year are:

- In **Refining**, higher utilization rates and specially the improved refining margins, due to stronger products' and wider light-heavy crudes' spreads together with lower energy costs, produced a positive impact on the operating income of €273 million. It is worth noting that the Spanish refining margin indicator in October has been around $7/bbl while in November is averaging $8.5/bbl.

- In **Chemicals**, the increased efficiency as a result of operational improvements in our sites, higher sales volumes and improved margins, influenced by a better international environment, generated a positive effect on the operating income of €186 million.

- In the commercial businesses, **Marketing and LPG**, operating income was €24 million higher year-on-year.

- In **Gas & Power and Trading**, the operating income was €65 million higher year-on-year.
- Higher **income tax expenses**, driven mainly by the improved results, had a negative impact of €177 million.
- **Results in other activities, equity affiliates and non-controlling interests** together with **the exchange rate effect,** explain the remaining difference.

January – September 2015 results

Adjusted net income for the first nine months of 2015 was €1,655 million, 158% higher year-on-year. The improvement in results is mainly driven by better refining and petrochemical margins and enhanced performance in the commercial and Trading businesses, partially offset by lower results in Gas & Power.

Net capital expenditure

Capital expenditure in the Downstream segment in the third quarter of 2015 amounted to €198 million. **Net capital expenditure** amounted to €-122 million, including €320 million of divestments.

Capital expenditure in the first nine months of the year stood at €540 million. **Net capital expenditure** amounted to €161 million, including €379 million of divestments in CLH and a small part of the Piped LPG business. The rest of the Piped LPG business' disposal will be cashed-in in 2016.

GAS NATURAL FENOSA

(Unaudited figures)

Results (€ Million)	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
ADJUSTED NET INCOME	92	105	103	12.0	374	330	(11.8)

Adjusted net income in the third quarter of 2015 amounted to €103 million, 12% higher than in the same quarter of 2014, largely due to the contribution of CGE-Chile, which could offset the lower results of gas commercialization and lower contribution from gas and power distribution businesses in Latin America.

January – September 2015 results

Adjusted net income for the first nine months of 2015 was €330 million, 12% lower year-on-year, largely due to the capital gain generated from the sale of the telecommunication business in 2014.

CORPORATE AND OTHERS

(Unaudited figures)

Results (€ Million)	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
ADJUSTED NET INCOME	**(52)**	**(184)**	**(231)**	**-**	**(264)**	**47**	**-**
Corporate and others operating income	(63)	(54)	(57)	9.5	(193)	(139)	28.0
Financial result	(12)	(199)	(223)	-	(188)	233	-
Income tax	23	69	49	113.0	117	(47)	-
EBITDA	(42)	(132)	(71)	(69.0)	(147)	(246)	(67.3)
NET CAPITAL EXPENDITURE	8	24	14	75.0	38	83	118.4
EFFECTIVE TAX RATE (%)	(32)	(27)	(18)	14.0	(31)	50	81.0

CORPORATE AND OTHERS

Corporate and others accounted for a net expense of €57 million in the third quarter of 2015, compared to a net expense of €63 million in the same quarter of last year. In the first nine months of 2015, **Corporate and others** accounted for a net expense of €139 million which compares to a net expense of €193 million in the same period of last year. The Talisman Corporation costs have been included in this caption since 8 May, 2015.

FINANCIAL RESULTS

(Unaudited figures)

Results (€ Million)	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
NET INTERESTS (includes preferred shares)	(71)	(113)	(136)	(187.3)	(247)	(317)	(28.3)
OTHER CAPTIONS	59	(86)	(87)	-	59	550	-
TOTAL	**(12)**	**(199)**	**(223)**	**-**	**(188)**	**233**	**-**

Net financial result in the third quarter of 2015 has been €223 million of net expense, as compared to a net expense of €12 million in the same period of last year, mainly due to the lower results associated to the exchange rate positions, that were positive in €106 million in the third quarter of 2014 and €-17 million in the third quarter of 2015, together with the effect of higher net interests of €-65 million, mainly because of the acquisition of Talisman and the consolidation of its debt interest charges for the full quarter.

Net financial result in the first nine months of 2015 has been positive in €233 million, €421 million higher than in the same period of last year, mainly due to the positive effect of the exchange rate positions.

NET INCOME ANALYSIS: NON-RECURRING ITEMS AND DISCONTINUED OPERATIONS

NON-RECURRING INCOME

(Unaudited figures)

Results (€ Million)	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
NON-RECURRING INCOME / (LOSSES)	(32)	(103)	(108)	(237.5)	159	(238)	-

Non-recurring items in the third quarter of 2015 resulted in a net loss of €108 million, mainly due to the impairments booked in the unconventional assets in the Mississippian Lime, €172 million after taxes, and in Gas & Power, €271 million after taxes, both in North America, partially compensated with the net gains from the sale of CLH, €293 million, and the exploratory licenses in Canada.

Non-recurring items in the first nine months of 2015 resulted in a net loss of €238 million, compared to a net gain of €159 million in the same period of last year, mainly as a result of the aforementioned impacts and the events occurred in 2014: the capital gain on the sale of the non-expropriated YPF shares, the sale of TGP and cancellation of Naturgas contract.

DISCONTINUED OPERATIONS

(Unaudited figures)

Results (€ Million)	Q3 2014	Q2 2015	Q3 2015	% Change Q3 15/Q3 14	January - September 2014	January - September 2015	% Change 2015/2014
INCOME FROM DISCONTINUED OPERATIONS	(1)	-	-	-	267	-	-

Net income from discontinued operations in the first nine months of 2014 includes mainly the net contribution of the LNG businesses sold in 2014.

NET DEBT EVOLUTION

This section presents the changes in the Group's adjusted net debt:

(Unaudited figures)

NET DEBT EVOLUTION (€ Million)	Q3 2015	January - September 2015
NET DEBT AT THE START OF THE PERIOD	**13,264**	**1,935**
EBITDA	(1,011)	(3,394)
CHANGE IN WORKING CAPITAL	(710)	(146)
INCOME TAX RECEIVED /PAID	179	401
NET CAPITAL EXPENDITURE (1)	1,010	11,116
DIVIDENDS PAID AND OTHER PAYOUTS	243	488
OWN SHARES TRANSACTIONS	164	135
FOREIGN EXCHANGE RATE EFFECT	(121)	(1,049)
COMPANIES' ACQUISITION / SALE EFFECT (2)	(28)	3,966
INTEREST AND OTHER MOVEMENTS (3)	133	666
EQUITY INSTRUMENTS (4)	-	(995)
NET DEBT AT THE END OF THE PERIOD	**13,123**	**13,123**

	2015
CAPITAL EMPLOYED CONTINUED OPERATIONS (€ Million)	43,869
NET DEBT / CAPITAL EMPLOYED (%)	29.9
NET DEBT (x) / EBITDA CCS	2.5

(1) As of September 30, 2015, there were net financial investments amounting to €13 million. This caption contains €8,005 million of the cost of the acquisition of Talisman (including effects from hedging derivatives)
(2) This caption mainly includes the consolidation of Talisman's net debt ($4.5 billion) at the closing date, 8 May, 2015.
(3) Mainly includes interest expense on borrowings, dividends received, and provisions used.
(4) Includes the issuance of the perpetual subordinated bond (EURO 6-Year NC) accounted for as equity.

The Group's **net debt** at the end of the third quarter of 2015 stood at €13,123 million, lower in €141 million compared to the end of the second quarter of 2015 and higher in €11,188 million compared to the end of the year 2014, mainly due to the acquisition of Talisman and the consolidation of its debt.

RELEVANT EVENTS

The most significant company-related events since the second quarter 2015 earnings release were as follows:

In **Corporation**, on 25 September 2015, the company sold its 10% stake in CLH to Ardian for €325 million, generating a capital gain of approximately €300 million.

On 30 September 2015, Repsol agreed with Gas Natural Distribución and Redexis Gas the sale of part of its piped gas business. The various operations amount to a total of €651.5 million and will generate an estimated after-tax capital gain of €367 million. The agreements are subject to regulatory approvals.

On 14 October 2015, Repsol's "Trading Statement" was published; it provides provisional information for the third quarter of 2015, including data on the economic environment as well as company performance during the period.

On 15 October 2015, Repsol published the Company's new Strategic Plan for the 2016-2020 period:

- Value and Resilience were the basic lines that defined the Strategic Plan, with which the company enters a new phase to extract value from the growth achieved after its previous Strategic Plan.
- To meet its value-creation objective under any price scenario, the company will focus on efficiency and asset portfolio management.
- The flexibility, strength, and adaptability of its asset portfolio will allow Repsol to undertake divestments of €6.2 billion in non-strategic assets and cut spending without altering its company profile.

Additionally, on 29 October 2015, Repsol announced the expected timetable for the execution of the paid up capital increase, approved under the framework of the "Repsol's Flexible Dividend" program by the Shareholder's Meeting held on 30 April 2015, under item sixth on the Agenda, in order that it can be implemented during the next months to January 2016, near to those dates when the traditional interim dividend of each year was usually paid to shareholders.

In **Upstream**, on 13 October 2015, Repsol reached an agreement with its partner Armstrong Oil & Gas to strategically re-align their interests in their Alaska North Slope venture. Per the restructured agreement, Armstrong acquires a 15% working interest (to add to its 30%) in the Colville River Delta development area. Repsol retains a 55% working interest in this area. In addition, Armstrong has the option to acquire an additional 6% and to assume operatorship in the development area. Armstrong also acquired a 45% (to add to its 30%) and operatorship in the jointly owned exploratory acreage. Repsol retains 25% working interest in this exploratory area. The total economic consideration obtained by Repsol is around USD 0.75 billion.

Madrid, 12 November, 2015

A conference call has been scheduled for research analysts and institutional investors for today, 12 November, 2015 at 13.00 (CET) to report on the Repsol Group's third quarter 2015 results. Shareholders and anyone else interested can follow the call live through Repsol's corporate website (www.repsol.com). A full recording of the event will also be available to shareholders and investors and any other interested party at www.repsol.com for a period of no less than one month from the date of the live broadcast.

APPENDIX I – FINANCIAL METRICS AND OPERATING INDICATORS BY SEGMENT

THIRD QUARTER 2015

ADJUSTED NET INCOME BY BUSINESS SEGMENTS

(Unaudited figures)

€ Million	Q3 2014 Operating income	Financial Results	Income Tax	Income from equity affiliates and non-controlling interests	Adjusted net income	Inventory effect	Non Recurrent	Net Income
Upstream	424	-	(239)	-	185	-	(35)	150
Downstream	276	-	(85)	(1)	190	(63)	2	129
Gas Natural Fenosa	-	-	-	92	92	-	-	92
Corporation & Others	(63)	(12)	23	-	(52)	-	1	(51)
TOTAL	**637**	**(12)**	**(301)**	**91**	**415**	**(63)**	**(32)**	**320**
Income from discontinued operations							(1)	(1)
NET INCOME							**(33)**	**319**

€ Million	Q2 2015 Operating income	Financial Results	Income Tax	Income from equity affiliates and non-controlling interests	Adjusted net income	Inventory effect	Non Recurrent	Net Income
Upstream	(46)	-	-	(2)	(48)	-	(77)	(125)
Downstream	622	-	(170)	(13)	439	83	34	556
Gas Natural Fenosa	-	-	-	105	105	-	-	105
Corporation & Others	(54)	(199)	69	-	(184)	-	(60)	(244)
TOTAL	**522**	**(199)**	**(101)**	**90**	**312**	**83**	**(103)**	**292**
Income from discontinued operations							-	-
NET INCOME							**(103)**	**292**

€ Million	Q3 2015 Operating income	Financial Results	Income Tax	Income from equity affiliates and non-controlling interests	Adjusted net income	Inventory effect	Non Recurrent	Net Income
Upstream	(395)	-	5	(5)	(395)	-	(116)	(511)
Downstream	963	-	(260)	(21)	682	(272)	18	428
Gas Natural Fenosa	-	-	-	103	103	-	-	103
Corporation & Others	(57)	(223)	49	-	(231)	-	(10)	(241)
TOTAL	**511**	**(223)**	**(206)**	**77**	**159**	**(272)**	**(108)**	**(221)**
Income from discontinued operations							-	-
NET INCOME							**(108)**	**(221)**

€ Million	JANUARY-SEPTEMBER 2014							
	Operating income	Financial Results	Income Tax	Income from equity affiliates and non-controlling interests	Adjusted net income	Inventory effect	Non Recurrent	Net Income
Upstream	1,081	-	(502)	6	585	-	(151)	434
Downstream	907	-	(258)	(7)	642	(117)	48	573
Gas Natural Fenosa	-	-	-	374	374	-	(2)	372
Corporation & Others	(193)	(188)	117	-	(264)	-	264	-
TOTAL	**1,795**	**(188)**	**(643)**	**373**	**1,337**	**(117)**	**159**	**1,379**
Income from discontinued operations							267	267
NET INCOME							**426**	**1,646**

€ Million	JANUARY-SEPTEMBER 2015							
	Operating income	Financial Results	Income Tax	Income from equity affiliates and non-controlling interests	Adjusted net income	Inventory effect	Non Recurrent	Net Income
Upstream	(577)	-	(51)	(5)	(633)	-	(221)	(854)
Downstream	2,336	-	(632)	(49)	1,655	(329)	47	1,373
Gas Natural Fenosa	-	-	-	330	330	-	-	330
Corporation & Others	(139)	233	(47)	-	47	-	(64)	(17)
TOTAL	**1,620**	**233**	**(730)**	**276**	**1,399**	**(329)**	**(238)**	**832**
Income from discontinued operations							-	-
NET INCOME							**(238)**	**832**

OPERATING RESULT BY BUSINESS SEGMENTS AND GEOGRAPHICAL AREAS

(Unaudited figures)

	QUARTERLY DATA			JANUARY - SEPTEMBER	
€ Million	Q3 14	Q2 15	Q3 15	2014	2015
UPSTREAM	**424**	**(46)**	**(395)**	**1,081**	**(577)**
Europe, Africa & Brazil	204	(14)	(5)	466	(19)
South America	234	118	(35)	799	170
North America	88	(9)	(70)	263	(100)
Asia & Russia	10	51	38	27	93
Exploration & Others	(112)	(192)	(323)	(474)	(721)
DOWNSTREAM	**276**	**622**	**963**	**907**	**2,336**
Europe	300	641	887	697	2,206
Rest of the World	(24)	(19)	76	210	130
CORPORATE AND OTHERS	**(63)**	**(54)**	**(57)**	**(193)**	**(139)**
TOTAL	**637**	**522**	**511**	**1,795**	**1,620**

ADJUSTED NET INCOME BY BUSINESS SEGMENTS AND GEOGRAPHICAL AREAS

(Unaudited figures)

€ Million	QUARTERLY DATA Q3 14	Q2 15	Q3 15	JANUARY - SEPTEMBER 2014	2015
UPSTREAM	**185**	**(48)**	**(395)**	**585**	**(633)**
Europe, Africa & Brazil	56	14	(45)	207	(100)
South America	139	60	(62)	504	25
North America	56	(6)	(54)	167	(73)
Asia & Russia	7	25	5	21	34
Exploration & Others	(73)	(141)	(239)	(314)	(519)
DOWNSTREAM	**190**	**439**	**682**	**642**	**1,655**
Europe	213	461	643	512	1,594
Rest of the World	(23)	(22)	39	130	61
GAS NATURAL FENOSA	**92**	**105**	**103**	**374**	**330**
CORPORATE AND OTHERS	**(52)**	**(184)**	**(231)**	**(264)**	**47**
TOTAL	**415**	**312**	**159**	**1,337**	**1,399**

EBITDA BY BUSINESS SEGMENTS AND GEOGRAPHICAL AREAS

(Unaudited figures)

	QUARTERLY DATA			JANUARY - SEPTEMBER	
€ Million	Q3 14	Q2 15	Q3 15	2014	2015
UPSTREAM (1)	**728**	**622**	**334**	**2,087**	**1,237**
Europe, Africa & Brazil	242	107	109	577	275
South America	358	274	101	1,108	549
North America	170	190	174	534	462
Asia & Russia	20	121	130	59	264
Exploration & Others	(62)	(70)	(180)	(191)	(313)
DOWNSTREAM (2)	**361**	**931**	**748**	**1,309**	**2,403**
Europe	385	914	685	1,063	2,252
Rest of the World	(24)	17	63	246	151
CORPORATE AND OTHERS	**(42)**	**(132)**	**(71)**	**(147)**	**(246)**
TOTAL (2)	**1,047**	**1,421**	**1,011**	**3,249**	**3,394**

(1) Contribution of Talisman's assets was €233 million in Q2 2015 and €466 million in the first 9 months of 2015.

(2) EBITDA CCS M€					
DOWNSTREAM	**464**	**807**	**1,154**	**1,493**	**2,897**
TOTAL	**1,150**	**1,297**	**1,417**	**3,433**	**3,888**

NET CAPITAL EXPENDITURES BY BUSINESS SEGMENTS AND GEOGRAPHICAL AREAS

(Unaudited figures)

€ Million	QUARTERLY DATA Q3 14	QUARTERLY DATA Q2 15	QUARTERLY DATA Q3 15	JANUARY - SEPTEMBER 2014	JANUARY - SEPTEMBER 2015
UPSTREAM	**746**	**8,896**	**803**	**1,900**	**10,452**
Europe, Africa & Brazil	97	117	166	264	359
South America	232	267	262	486	812
North America	160	149	184	433	437
Asia & Russia	4	33	46	19	82
Exploration and Others (*)	253	8,330	145	698	8,762
DOWNSTREAM	**155**	**149**	**(122)**	**422**	**161**
Europe	129	94	(188)	343	17
Rest of the World	26	55	66	79	144
CORPORATE AND OTHERS	**8**	**24**	**14**	**38**	**83**
TOTAL	**909**	**9,069**	**695**	**2,360**	**10,696**

(*) Includes €8,005 million of the cost of the acquisition of Talisman in Q2 2015

CAPITAL EMPLOYED BY BUSINESS SEGMENTS

(Unaudited figures)

€ Million	CUMULATIVE DATA Q4 14	CUMULATIVE DATA Q3 15
Upstream	11,167	25,284
Downstream	11,492	10,810
Gas Natural Fenosa	4,567	4,647
Corporate and others	2,863	3,128
TOTAL	**30,089**	**43,869**

	2015
ROACE (%)	**3.0**
ROACE at CCS (%)	**4.0**

OPERATING INDICATORS

THIRD QUARTER 2015

UPSTREAM OPERATING INDICATORS

	Unit	Q1 2014	Q2 2014	Q3 2014	January - September 2014	Q1 2015	Q2 2015	3Q 2015	January - September 2015	% Change 2015/2014
HYDROCARBON PRODUCTION	**kboe/d**	**341.8**	**338.1**	**365.9**	**349.0**	**354.6**	**525.4**	**653.4**	**512.2**	**46.8**
Liquids production	**kboe/d**	**130.7**	**121.5**	**141.4**	**131.4**	**132.2**	**202.9**	**244.0**	**193.5**	**47.3**
Europe, Africa & Brazil	kboe/d	36.9	25.2	44.1	35.4	33.0	61.2	80.6	58.4	64.9
South America	kboe/d	56.1	57.4	58.5	57.5	61.0	66.4	67.4	65.0	13.0
North America	kboe/d	26.9	28.0	27.9	27.6	27.4	48.6	62.4	46.3	67.5
Asia & Russia	kboe/d	10.8	10.9	10.8	10.8	10.8	26.8	33.7	23.8	120.1
Natural gas production	**kboe/d**	**211.1**	**216.6**	**224.5**	**217.6**	**222.4**	**322.4**	**409.3**	**318.7**	**46.5**
Europe, Africa & Brazil	kboe/d	6.5	6.7	6.4	6.5	9.9	12.1	14.8	12.3	87.9
South America	kboe/d	192.6	197.4	204.1	198.2	196.3	186.3	198.4	193.7	-2.3
North America	kboe/d	5.3	6.1	7.0	6.1	8.8	79.6	129.9	73.2	1091.7
Asia & Russia	kboe/d	6.7	6.4	6.9	6.7	7.4	44.5	66.2	39.6	493.1
Natural gas production	**(Million scf/d)**	**1,185.3**	**1,216.4**	**1,260.5**	**1,221.6**	**1,248.6**	**1,810.5**	**2,298.5**	**1,789.7**	**46.5**

DOWNSTREAM OPERATING INDICATORS

	Unit	Q1 2014	Q2 2014	3Q 2014	Jan - Sep 2014	Q1 2015	Q2 2015	Q3 2015	Jan - Sep2015	% Variation 2015/2014
PROCESSED CRUDE OIL	**Mtoe**	**9.1**	**10.1**	**10.4**	**29.6**	**9.9**	**10.9**	**11.5**	**32.4**	**9.4**
Europe	Mtoe	8.2	9.3	9.6	27.1	9.1	9.9	10.7	29.7	9.5
Rest of the world	Mtoe	0.8	0.8	0.8	2.5	0.8	1.0	0.9	2.6	7.1
SALES OF OIL PRODUCTS	**kt**	**9,845**	**11,298**	**11,387**	**32,530**	**10,731**	**11,990**	**12,571**	**35,292**	**8.5**
Europe Sales	kt	**8,803**	**10,243**	**10,278**	**29,324**	**9,667**	**10,821**	**11,354**	**31,842**	**8.6**
Own network	kt	**4,574**	**4,772**	**5,080**	**14,426**	**5,079**	**5,235**	**5,529**	**15,843**	**9.8**
Light products	kt	3,985	4,062	4,390	12,437	4,176	4,280	4,480	12,936	4.0
Other Products	kt	589	710	690	1,989	903	955	1,049	2,907	46.2
Other Sales to Domestic Market	kt	**1,706**	**1,924**	**1,812**	**5,442**	**1,924**	**1,874**	**2,014**	**5,812**	**6.8**
Light products	kt	1,629	1,878	1,755	5,262	1,852	1,814	1,946	5,612	6.7
Other Products	kt	77	46	57	180	72	60	68	200	11.1
Exports	kt	**2,523**	**3,547**	**3,386**	**9,456**	**2,664**	**3,712**	**3,811**	**10,187**	**7.7**
Light products	kt	632	1,286	1,301	3,219	1,219	1,512	1,721	4,452	38.3
Other Products	kt	1,891	2,261	2,085	6,237	1,445	2,200	2,090	5,735	(8.0)
Rest of the world sales	kt	**1,042**	**1,055**	**1,109**	**3,206**	**1,064**	**1,169**	**1,217**	**3,450**	**7.6**
Own network	kt	**490**	**542**	**525**	**1,557**	**469**	**535**	**520**	**1,524**	**(2.1)**
Light products	kt	450	489	490	1,429	446	477	482	1,405	(1.7)
Other Products	kt	40	53	35	128	23	58	38	119	(7.0)
Other Sales to Domestic Market	kt	**333**	**319**	**330**	**982**	**276**	**305**	**312**	**893**	**(9.1)**
Light products	kt	274	274	295	843	241	265	269	775	(8.1)
Other Products	kt	59	45	35	139	35	40	43	118	(15.1)
Exports	kt	**219**	**194**	**254**	**667**	**319**	**329**	**385**	**1,033**	**54.9**
Light products	kt	80	124	97	301	165	108	132	405	34.6
Other Products	kt	139	70	157	366	154	221	253	628	71.6
CHEMICALS										
Sales of petrochemical products	kt	**653**	**680**	**681**	**2,015**	**741**	**683**	**701**	**2,125**	**5.5**
Europe	kt	**558**	**547**	**566**	**1,671**	**615**	**599**	**600**	**1,814**	8.6
Base	kt	205	188	203	595	196	219	225	640	7.5
Derivative	kt	353	360	363	1,076	419	381	375	1,174	9.2
Rest of the world	kt	**96**	**133**	**115**	**344**	**125**	**84**	**102**	**311**	(9.5)
Base	kt	12	39	32	83	34	23	21	78	(6.7)
Derivative	kt	84	94	83	261	92	61	81	234	(10.4)
LPG										
LPG sales	kt	**670**	**549**	**599**	**1,819**	**704**	**526**	**459**	**1,689**	**(7.1)**
Europe	kt	420	301	332	1,053	453	273	217	943	(10.5)
Rest of the world	kt	250	248	267	765	251	254	242	747	(2.5)

Other sales to the domestic market: includes sales to operators and bunker

Exports: expressed form the country of origin

APPENDIX II – CONSOLIDATED FINANCIAL STATEMENTS

THIRD QUARTER 2015

STATEMENT OF FINANCIAL POSITION

(€ millions)
(Unaudited figures)
Prepared according to International Financial Reporting Standards (IFRS-EU)

	DECEMBER 2014	SEPTEMBER 2015
NON-CURRENT ASSETS		
Goodwill	498	3,254
Other intangible assets	1,361	1,613
Property, plant and equipment	17,141	31,046
Investment property	23	23
Investments accounted for using the equity method	11,110	12,122
Non-current financial assets :		
Non-current financial instruments	532	805
Others	61	84
Deferred tax assets	3,967	4,100
Other non-current assets	155	239
CURRENT ASSETS		
Non-current assets held for sale	98	215
Inventories	3,931	3,718
Trade an other receivables	5,685	6,484
Other current assets	176	315
Other current financial assets	2,513	1,563
Cash and cash equivalents	4,638	2,019
TOTAL ASSETS	**51,889**	**67,600**
TOTAL EQUITY		
Attributable to equity holders of the parent	27,937	30,460
Attributable to minority interests	217	286
NON-CURRENT LIABILITIES		
Grants	9	8
Non-current provisions	2,386	6,663
Non-current financial debt	7,612	11,461
Deferred tax liabilities	1,684	2,410
Other non-current liabilities		
Non-current debt for finance leases	1,414	1,508
Other	387	506
CURRENT LIABILITIES		
Liabilities related to non-current assets held for sale	-	13
Current provisions	240	629
Current financial liabilities	4,086	7,732
Trade payables and other payables:		
Current debt for finance leases	176	199
Other payables	5,741	5,725
TOTAL LIABILITIES	**51,889**	**67,600**

INCOME STATEMENT

(€ millions)
(Unaudited figures)
Prepared according to International Financial Reporting Standards (IFRS-EU)

	QUARTERLY DATA			JANUARY - SEPTEMBER	
	Q3 14	Q2 15	Q3 15	2014	2015
Operating income	**306**	**388**	**(185)**	**736**	**498**
Financial result	12	(193)	(199)	222	242
Income from equity affiliates	158	185	(23)	837	235
Net income before tax	**476**	**380**	**(407)**	**1,795**	**975**
Income tax	(160)	(63)	195	(410)	(104)
Net income from continuing operations	**316**	**317**	**(212)**	**1,385**	**871**
Net income from non-controlling interest	4	(25)	(9)	(6)	(39)
NET INCOME FROM CONTINUING OPERATIONS	**320**	**292**	**(221)**	**1,379**	**832**
Net income for the year from discontinuing operations	(1)	-	-	267	-
NET INCOME	**319**	**292**	**(221)**	**1,646**	**832**
Earning per share attributible to the parent company (*)					
Euros/share	0.23	0.20	(0.16)	1.18	0.59
USD/ADR	0.29	0.23	(0.18)	1.48	0.66
Average number of shares	1,399,990,134	1,397,489,438	1,390,240,256	1,399,485,766	1,394,506,138
Exchange rates USD/EUR at the end of each quarter	1.26	1.12	1.12	1.26	1.12

(*) A capital increase for the shareholder's remuneration scheme known as "Repsol dividendo flexible" was carried out in January 2013, July 2013, January 2014, July 2014, January 2015 and July 2015 accordingly, share capital is currently represented by 1,400,361,059 shares. The average weighted number of outstanding shares for the presented periods was recalculated in comparison with the previous periods to include the impact of this capital increase in accordance with IAS 33 "Earnings per share". The average number of shares held by the company during each period was also taken into account.

To calculate EPS the interest expense from the perpetual obligations (€15 million after taxes as of September 2015) has been adjusted .

CASH FLOW STATEMENT

(€ millions)
(Unaudited figures)
Prepared according to International Financial Reporting Standards (IFRS-EU)

	JANUARY - SEPTEMBER	
	2014	**2015**
I. CASH FLOWS FROM OPERATING ACTIVITIES (*)		
Net income before taxes	1,795	975
Adjustments to net income		
Depreciation and amortisation of non current assets	1,348	2,193
Other adjustments to results (net)	(847)	(302)
EBITDA	**2,296**	**2,866**
Changes in working capital	**93**	**85**
Dividends received	481	407
Income taxes received/ (paid)	(565)	(296)
Other proceeds from/ (payments for) operating activities	(177)	(333)
OTHER CASH FLOWS FROM/ (USED IN) OPERATING ACTIVITIES	**(261)**	**(222)**
	2,128	**2,729**
II. CASH FLOWS USED IN INVESTMENT ACTIVITIES (*)		
Payments for investment activities		
Group companies, associates and business units	(18)	(8,648)
Property, plant and equipment, intangible assets and investment properties	(1,843)	(2,026)
Other financial assets	(916)	(246)
Payments for investment activities	**(2,777)**	**(10,920)**
Proceeds from divestments	**4,777**	**1,585**
Other cashflow	**-**	**494**
	2,000	**(8,841)**
III. CASH FLOWS FROM/ (USED IN) FINANCING ACTIVITIES (*)		
Issuance of own capital instruments	-	995
Proceeds from/(payments for) equity instruments	27	(135)
Proceeds from issue of financial liabilities	3,739	8,970
Payments for financial liabilities	(5,653)	(6,426)
Payments for dividends and payments on other equity instruments	(1,711)	(488)
Interest payments	(475)	(498)
Other proceeds from/(payments for) financing activities	(11)	1,017
	(4,084)	**3,435**
Effect of changes in exchange rates from continued operations	**108**	**58**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS FROM CONTINUED OPERATIONS	**152**	**(2,619)**
Cash flows from operating activities from discontinued operations	(86)	-
Cash flows from investment activities from discontinued operations	535	-
Cash flows from financing activities from discontinued operations	(1)	-
Effect of changes in exchange rates from discontinued operations	-	-
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS FROM DISCONTINUED OPERATIONS	**448**	**-**
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	**5,716**	**4,638**
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	**6,316**	**2,019**

(*) Cash flows from continued operations

APPENDIX III – RECONCILIATION OF NON-IFRS METRICS TO IFRS DISCLOSURES

THIRD QUARTER 2015

RECONCILIATION OF ADJUSTED NET INCOME AND THE CORRESPONDING CONSOLIDATED FINANCIAL STATEMENT HEADINGS

(Unaudited figures)

	Q3 2014					
		ADJUSTMENTS				
€ Million	Adjusted result	Joint arragements reclassification	Non-recurring items	Inventory Effect	Total adjustments	Total consolidated
Operating income	637	(188)	(40)	(103)	(331)	306
Financial result	(12)	23	1	-	24	12
Income from equity affiliates	96	62	-	-	62	158
Net income before tax	**721**	**(103)**	**(39)**	**(103)**	**(245)**	**476**
Income tax	(301)	103	7	31	141	(160)
Net income from continued operations	**420**	**-**	**(32)**	**(72)**	**(104)**	**316**
Income attributed to minority interests	(5)	-	-	9	9	4
NET INCOME FROM CONTINUED OPERATIONS	**415**	**-**	**(32)**	**(63)**	**(95)**	**320**
Income from discontinued operations						(1)
ADJUSTED NET INCOME	**415**	**-**	**(32)**	**(63)**	**(95)**	**319**

	Q2 2015					
		ADJUSTMENTS				
€ Million	Adjusted result	Joint arragements reclassification	Non-recurring items	Inventory Effect	Total adjustments	Total consolidated
Operating income	522	(99)	(159)	124	(134)	388
Financial result	(199)	7	(1)	-	6	(193)
Income from equity affiliates	109	76	-	-	76	185
Net income before tax	**432**	**(16)**	**(160)**	**124**	**(52)**	**380**
Income tax	(101)	16	57	(35)	38	(63)
Net income from continued operations	**331**	**-**	**(103)**	**89**	**(14)**	**317**
Income attributed to minority interests	(19)	-	-	(6)	(6)	(25)
NET INCOME FROM CONTINUED OPERATIONS	**312**	**-**	**(103)**	**83**	**(20)**	**292**
Income from discontinued operations						-
ADJUSTED NET INCOME	**312**	**-**	**(103)**	**83**	**(20)**	**292**

	Q3 2015					
		ADJUSTMENTS				
€ Million	Adjusted result	Joint arragements reclassification	Non-recurring items	Inventory Effect	Total adjustments	Total consolidated
Operating income	511	13	(303)	(406)	(696)	(185)
Financial result	(223)	24	-	-	24	(199)
Income from equity affiliates	105	(128)	-	-	(128)	(23)
Net income before tax	**393**	**(91)**	**(303)**	**(406)**	**(800)**	**(407)**
Income tax	(206)	91	195	115	401	195
Net income from continued operations	**187**	**-**	**(108)**	**(291)**	**(399)**	**(212)**
Income attributed to minority interests	(28)	-	-	19	19	(9)
NET INCOME FROM CONTINUED OPERATIONS	**159**	**-**	**(108)**	**(272)**	**(380)**	**(221)**
Income from discontinued operations	-	-	-	-		-
ADJUSTED NET INCOME	**159**	**-**	**(108)**	**(272)**	**(380)**	**(221)**

€ Million	JANUARY - SEPTEMBER 2014					
		ADJUSTMENTS				
	Adjusted result	Joint arragements reclassification	Non-recurring items	Inventory Effect	Total adjustments	Total consolidated
Operating income	1,795	(652)	(223)	(184)	(1,059)	736
Financial result	(188)	(34)	444	-	410	222
Income from equity affiliates	391	397	49	-	446	837
Net income before tax	**1,998**	**(289)**	**270**	**(184)**	**(203)**	**1,795**
Income tax	(643)	289	(111)	55	233	(410)
Net income from continued operations	**1,355**	**-**	**159**	**(129)**	**30**	**1,385**
Income attributed to minority interests	(18)	-	-	12	12	(6)
NET INCOME FROM CONTINUED OPERATIONS	**1,337**	**-**	**159**	**(117)**	**42**	**1,379**
Income from discontinued operations	-	-	-	-	-	267
ADJUSTED NET INCOME	**1,337**	**-**	**159**	**(117)**	**42**	**1,646**

€ Million	JANUARY - SEPTEMBER 2015					
		ADJUSTMENTS				
	Adjusted result	Joint arragements reclassification	Non-recurring items	Inventory Effect	Total adjustments	Total consolidated
Operating income	1,620	(89)	(539)	(494)	(1,122)	498
Financial result	233	(13)	22	-	9	242
Income from equity affiliates	340	(105)	-	-	(105)	235
Net income before tax	**2,193**	**(207)**	**(517)**	**(494)**	**(1,218)**	**975**
Income tax	(730)	207	279	140	626	(104)
Net income from continued operations	**1,463**	**-**	**(238)**	**(354)**	**(592)**	**871**
Income attributed to minority interests	(64)	-	-	25	25	(39)
NET INCOME FROM CONTINUED OPERATIONS	**1,399**	**-**	**(238)**	**(329)**	**(567)**	**832**
Income from discontinued operations	-	-	-	-	-	-
ADJUSTED NET INCOME	**1,399**	**-**	**(238)**	**(329)**	**(567)**	**832**

RECONCILIATION OF OTHER ECONOMIC DATA AND THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited figures)

	DECEMBER 2014			SEPTEMBER 2015		
	Proforma	Reclasification of JV (1)	IFRS-EU	Proforma	Reclasification of JV (1)	IFRS-EU
NON-CURRENT ASSETS						
Non-current financial instruments	284	248	532	310	495	805
CURRENT ASSETS						
Other current financial assets	1,708	805	2,513	559	1,004	1,563
Cash and cash equivalents	5,027	(389)	4,638	2,365	(346)	2,019
NON-CURRENT LIABILITIES						
Non-current financial debt	(7,613)	1	(7,612)	(11,591)	130	(11,461)
CURRENT LIABILITIES						
Current financial liabilities	(1,532)	(2,554)	(4,086)	(4,864)	(2,868)	(7,732)
CAPTIONS NOT INCLUDED IN THE BALANCE SHEET						
Net mark-to-market valuation of financial derivaties (excluding exchange rate) (2)	191	-	191	98	-	98
NET DEBT	**(1,935)**		**(3,824)**	**(13,123)**		**(14,708)**

(1) Mainly corresponding to the financial contribution by Repsol Sinopec Brazil which is detailed in the following captions:
2014: "Cash and cash equivalents" amounting to €15 million and "Current financial liabilities" for intragroup loans amounting to €2,535 million, reduced in €37 million due to loans with third parties.
2015: "Cash and cash equivalents" amounting to €11 million; "Current financial liabilities" for intragroup loans amounting to €2,745 million; and €245 million in loans with third parties.

(2) This caption does not consider net market value of financial derivatives other than exchange rate ones

	JANUARY - SEPTEMBER							
	2014				2015			
	Proforma	Reclasification of JV	Financial investments/ divestments	IFRS-EU	Proforma	Reclasification of JV	Financial investments/ divestments	IFRS-EU
I. CASH FLOWS FROM OPERATING ACTIVITIES (1)								
EBITDA	**3,249**	**(953)**		**2,296**	**3,394**	**(528)**		**2,866**
Changes in working capital	24	69		93	**146**	**(61)**		**85**
Dividends received (2)	285	196		481	279	128		407
Income taxes received/ (paid)	(829)	264		(565)	(401)	105		(296)
Other proceeds from/ (payments for) operating activities (2)	(177)	-		(177)	(358)	25		(333)
OTHER CASH FLOWS FROM/ (USED IN) OPERATING ACTIVITIES	**2,552**	**(424)**		**2,128**	**3,060**	**(331)**		**2,729**
II. CASH FLOWS USED IN INVESTMENT ACTIVITIES (1)								
	2,160	**744**	**(904)**	**2,000**	**(11,116)**	**973**	**1,302**	**(8,841)**

(1) Cash flows from continued operations
(2) These concepts are included in the Net Debt evolution chart within the caption "Interests and other movements"

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Madrid, 30 September 2015

The company surpasses its target to divest $1 billion in non-strategic assets, set after the acquisition of Talisman

REPSOL SELLS PART OF ITS PIPED GAS BUSINESS FOR 652 MILLION EUROS

- **Under the agreements, piped gas assets are transferred to Gas Natural Distribución and Redexis Gas.**

- **With these transactions, Repsol has surpassed the goal it set after the acquisition of Talisman to divest $1 billion of non-strategic assets.**

- **Following the acquisition of Talisman, Repsol has doubled its hydrocarbons production and has significantly increased the quantity and quality of its assets, diversifying its portfolio geographically and increasing its presence in OECD countries.**

Repsol has agreed with Gas Natural Distribución and Redexis Gas the sale of part of its piped gas business. The various operations amount to a total of 651.5 million euros, generating an estimated after-tax capital gain of 367 million euros. The agreements, which will be completed in early 2016, are subject to regulatory approvals.

Following these transactions, Repsol maintains a portfolio of piped gas assets with capacity to supply 141,535 regional customers which it will continue to operate normally.

More than $1 billion in divestments of non-strategic assets

With the partial sale of its piped gas business, Repsol has surpassed the commitment made after the acquisition of Talisman to divest $1 billion of non-strategic assets. With the acquisition of the Canadian energy company, Repsol significantly increased its production, as well as the quantity and quality of its assets, and began a portfolio-optimization program.

That program included the sale on 25 September of Repsol's 10% stake in Compañia Logística de Hidrocarburos (CLH) for 325 million euros.

At the same time as Repsol was executing this program of optimizing assets, the company achieved a record output of 700,000 barrels of oil equivalent a day, a 97% rise from the 355 kboepd average production in 2014.

This increase has come from the addition of new output from the United States, Canada, South-east Asia, Latin America and Norway, largely as a result of the acquisition of Talisman. The integration of the Canadian company has also increased Repsol's reserves by 55% to reach 2.2 billion barrels of oil equivalent.

PRESS RELEASE
Madrid, 25 September 2015

As part of the process of optimising non-strategic assets

REPSOL SELLS ITS STAKE IN CLH

- **Repsol sells its 10% stake in CLH to investment company Ardian for 325 million euros, generating a capital gain of 300 million euros.**

- **Following the significant increase in size and core assets from the acquisition of Talisman, Repsol has begun a selective sale of non-strategic assets.**

Repsol has reached an agreement to sell the 10% stake it held in Compañía Logística de Hidrocarburos (CLH) to investment company Ardian for 325 million euros.

This sale is part of a program to optimise Repsol's portfolio through selective divestments of non-strategic assets launched after the acquisition of Talisman Energy, which significantly increased production and the quality and quantity of Repsol's asset base.

The sale of CLH will generate a capital gain for Repsol of 300 million euros. The company has carried out an extensive process involving almost 150 potential investors, generating significant interest and competition, before selecting the winning bid.

Following this agreement, in which BBVA has acted as Repsol's exclusive financial advisor, investment company Ardian holds a 25% stake in CLH.

About CLH

CLH is the leading company in Spain for oil product transportation and storage and is one of the largest private companies in its sector internationally. CLH provides services to most oil product operators in Spain.