SUPPLEMENT DATED 10 APRIL 2014 TO THE BASE PROSPECTUS DATED 17 OCTOBER 2013 (AS PREVIOUSLY SUPPLEMENTED ON 22 NOVEMBER 2013 AND 12 MARCH 2014)

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 17 October 2013 (as previously supplemented on 22 November 2013 and 12 March 2014, 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 relating to the Notes

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 – 2. Risk Factors relating to the Notes**", pages 13-18 of the Base Prospectus, to replace the information contained under "**EU Savings Directive**" in page 16 of the Base Prospectus; and "**The proposed European financial transactions tax**" in page 17 of the Base Prospectus with the following texts:

"***EU Savings Directive***

Under EC Council Directive 2003/48/EC on the taxation of savings income (the Savings Directive), Member States are required to provide to the tax authorities of another Member State details of payments of interest (or similar income) paid by a person within its jurisdiction (or secured for) to an individual resident (or certain entities established) in that other Member State. However, for a transitional period, Luxembourg and Austria are instead required (unless during that period they elect otherwise) to operate a withholding system *in relation to such payments (the ending of such transitional period being dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries) subject to a procedure whereby, on meeting certain conditions, the beneficial owner of the interest (or similar income) may request that no tax be withheld.*

In this respect, during the last EU Council held in March, 20, 2014, Austria and Luxembourg agreed to accept new version of EU Savings Directive, which set forth automatic exchange of savings account information to tackle tax fraud in the EU. Such Directive should be transposed into national legislations before January, 1, 2016. Before the aforementioned agreements, Luxembourg had announced that it will no longer apply the withholding tax system and will provide details of payments of interest (or similar income) as from 1 January 2015.

A number of non EU countries, and certain dependent or associated territories of certain Member States, have adopted similar measures (either provision of information or withholding) in relation to payments of interest (or similar income) made by a person within their jurisdiction to (or secured for), an individual resident (or certain entities established) in a Member State. In addition, the Member States have entered into provision of information or withholding arrangements with certain of those dependent or associated territories in relation to payments of interest (or similar income) made by a person in a Member State to(or secured for), an individual resident (or certain entities established) in one of those territories.

The ECOFIN Council has approved a mandate for the European Commission to negotiate amendments to the arrangements with the above-mentioned non EU countries to ensure they continue to apply equivalent measures in view of the European Commission's proposal to make certain amendments to the EU Council Directive 2003/48/EC that was adopted by the Council of the EU on March 24, 2014. The amendments to EU Council Directive 2003/48/EC, which amend and broaden its scope, have to be applied from the first day of the third calendar year following the calendar year in which they come into force. The above-mentioned equivalent measures may also, if agreed, result in the scope of the arrangements with non EU countries being amended or broadened. If a payment were to be made or collected through a Member State which has opted for a withholding system pursuant to the Savings Directive and an amount of, or in respect of, tax were to be withheld from that payment, neither the Issuer nor any Paying Agent nor any other person would be obliged to pay additional amounts with respect to any Note as a result of the imposition of such withholding tax. The Issuer is required to maintain a Paying Agent in a Member State that is not obliged to withhold or deduct tax pursuant to the Savings Directive."

*"**The proposed European financial transactions tax***

The European Commission published in February 2013 a proposal for a Directive for a common financial transaction tax (FTT) in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the participating Member States).

The proposed FTT had very broad scope and could, if introduced in its current form, apply to certain dealings in the Notes (including secondary market transactions) in certain circumstances. The issuance and subscription of Notes should, however, be exempt.

Under the current proposals the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in the Notes where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, "established" in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

The FTT proposal remains subject to negotiation between the participating Member States and is the subject of legal challenge. In this respect, latest news came up in February 2014 from EU-11 Finance Ministers meeting suggests that a new approach was reached in order to reduce the initial scope of FTT and constrain it to certain transaction related to listed shares, although it cannot be disregarded that further modifications about FTT scope could arise in the forthcoming months. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate and Member States mentioned above may decide not to participate. Prospective holders of the Notes are advised to seek their own professional advice in relation to the FTT."

Selected non-consolidated financial information of the Issuer

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 REPSOL INTERNATIONAL FINANCE, B.V. – Selected non-consolidated financial information"*** in pages 32 and 33 of the Base Prospectus, to delete the last paragraph of the Section (pages 32 and 33) and to replace fourth paragraph (page 32) with the following:

> *"As stated above, one of the Issuer's subsidiaries, Repsol Capital, S.L. (formerly known as Repsol YPF Capital, S.L.), directly and indirectly held on 16 April 2012 6.67% of the share capital of YPF, S.A. As of 31 December 2013, the expected recoverable value of the Issuer's shares in Repsol Capital, S.L. is higher than its carrying value and, therefore, no impact has to be recognised in its financial statements due to the expropriation process over the shares of YPF, S.A. held by Repsol Capital, S.L. For an overview of the events and relevant laws related to the expropriation of YPF, S.A., see the risk factor entitled "Expropriation of Repsol Group shares in YPF, S.A. and Repsol YPF Gas, S.A." above and Section "Business description – 8. Recent Developments – Agreement with Argentina", below, and for an overview of certain legal actions that have been initiated by Repsol in response to the expropriation, see "Procedures initiated as a consequence of the expropriation of the Group's YPF shares" below in the section "Legal and Arbitration Proceedings"."*

Business description of Repsol, S.A. – Board of Directors

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 "**BUSINESS DESCRIPTION – 5. Directors, senior management and employees – Directors and officers of Repsol – Board of Directors**", to replace the chart in pages 45 and 46 of the Base Prospectus, with the following information:

"As of the date of this Base Prospectus, the members of the Board of Directors of Repsol were as follows:

	Position	**Year first appointed**	**Current term expires**
Antonio Brufau Niubó (1) (2)	Chairman and Director	1996	2015
Isidro Fainé Casas (1) (5)	Vice-Chairman and Director	2007	2016
Manuel Manrique Cecilia (1) (6)	Vice-Chairman and Director	2013	2017
Luis Suárez de Lezo Mantilla(1) (2)	Director and Secretary	2005	2017
Paulina Beato Blanco (3) (9) (15)	Director	2005	2018
Artur Carulla Font (1) (3) (10) (14)	Director	2006	2018
Luís Carlos Croissier Batista (3) (13)	Director	2007	2015
Rene Dahan (1)(7)	Director	2013	2017
Ángel Durández Adeva (3) (8)	Director	2007	2015
Javier Echenique Landiríbar (1) (3) (9)	Director	2006	2018
Mario Fernández Pelaz (3) (11)	Director	2011	2015
María Isabel Gabarró Miquel (3) (11) (13)	Director	2009	2017
Jose Manuel Loureda Mantiñán (6) (11) (13)	Director	2007	2015
Juan María Nin Génova (5) (11) (12)	Director	2007	2016
PEMEX Internacional España, S.A. (1) (4) (13)	Director	2004	2018
Henri Philippe Reichstul (1) (3) (15)	Director	2005	2018

(1) Member of the Delegate Committee (Comisión Delegada).

(2) Executive Director.

(3) Independent external director as determined in accordance with the By-laws and the Regulations of the Board of Directors.

(4) Arturo F. Henríquez Autrey serves as representative of PEMEX Internacional España, S.A. (a related company of PEMEX) on the Board of Directors of Repsol. Spanish law permits joint stock companies to serve as members of the Board of Directors. A company serving in such a capacity must appoint a natural person to represent it at the meetings of the Board of Directors.

(5) Nominated for membership by CaixaBank, S.A., member of la "Caixa" group.

(6) Nominated for membership by Sacyr, S.A.

(7) Nominated for membership by Temasek

(8) Chairman of the Audit and Control Committee.

(9) Member of the Audit and Control Committee.

(10) Chairman of the Nomination and Compensation Committee.

(11) Member of the Nomination and Compensation Committee.

(12) Chairman of the Strategy, Investment and Corporate Social Responsibility Committee.

(13) Member of the Strategy, Investment and Corporate Social Responsibility Committee.

(14) By resolution of the Board of Directors, Mr. Artur Carulla has been appointed Lead Independent Director with the following functions: (i) to request the Chairman of the Board of Directors to convene that body where deemed appropriate; (ii) to request the inclusion of items on the agenda for the meetings of the Board of Directors; (iii) to coordinate and convey the opinions of the external Directors; (iv) to direct the Board's evaluation of its Chairman's performance; and (v) to call and chair meetings of the independent Directors where deemed necessary or appropriate.

(15) Ms. Paulina Beato and Mr. Henri Philippe Reichstul have irrevocably committed to resign from their positions as Directors at the date of the General Shareholders meeting 2017, so that the limit of 12 years for being considered independent external Directors is not exceeded. "

Business description of Repsol, S.A. – Recent Development

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, to add at the end of Section "**BUSINESS DESCRIPTION – 8. Recent developments**", in page 59 of the Base Prospectus, the following information:

"On 28th March 2014, the Ordinary Shareholders' Meeting of Repsol, S.A. ratified the "Convenio de Solución Amigable y Avenimiento de Expropriación" signed between Repsol, S.A. and the Argentine Republic. With this full and unconditional ratification, Repsol, S.A. complied with one of the conditions precedent agreed for this Agreement to become effective."

Annual Reports 2013 and regulatory announcements

On 3 April 2014, the Board of directors of the Issuer approved its audited non-consolidated annual report as of and for the year ended 31 December 2013 (the *Issuer's Annual Report 2013*). The Issuer's Annual Report 2013 and the related audit report have been filed with the CSSF and, by virtue of this Supplement, are incorporated by reference in, and form 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 (i) certain regulatory announcements of the Guarantor, and (iii) the Issuer's Annual Report 2013; 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 19-22 of the Base Prospectus) by the inclusion of the following documents to the list "**Information incorporated by reference**" (pages 19-22 of the Base Prospectus). 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 Prospectus Regulation.

Information Incorporated by Reference	**Page References**
(L) Regulatory announcements of the Guarantor	*1-58*
- Announcement dated 28 March 2014, regarding the presentation made by the Executive Chairman at the Annual General Shareholders' Meeting of Repsol, SA held on March 28, 2014	1-50
- Announcement dated 28 March 2014, regarding the press release published by Repsol SA related the Annual General Shareholders' Meeting of Repsol SA held on March 28, 2014	51-56
- Announcement dated 28 March 2014, regarding the official notice published by Repsol SA related to the resolutions approved by the Annual General Shareholders' Meeting and Board of Directors held on 28 March 2014	57-58
(M) Issuer's Annual Report 2013	*1-21*
(i) Management Report 2013	3-5
(ii) Balance sheet at 31 December 2013	6-7
(iii) Income statement and statement of changes in equity for the year ended 31 December 2013	8-9
(iv) Notes to Financial Statements at 31 December 2013	10-18
(v) Other information	19
(v) Auditors' Report	20-21

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

The first paragraph of point 2 in the "General Information" section on page 115 of the Base Prospectus shall be deleted and replaced with the following text to take into account of the publication and incorporation by reference into the Base Prospectus of the Issuer's Annual Report 2013:

"To the best of the knowledge of the Issuer, there has been no material adverse change in its prospects since 31 December 2013 (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 2013."

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.

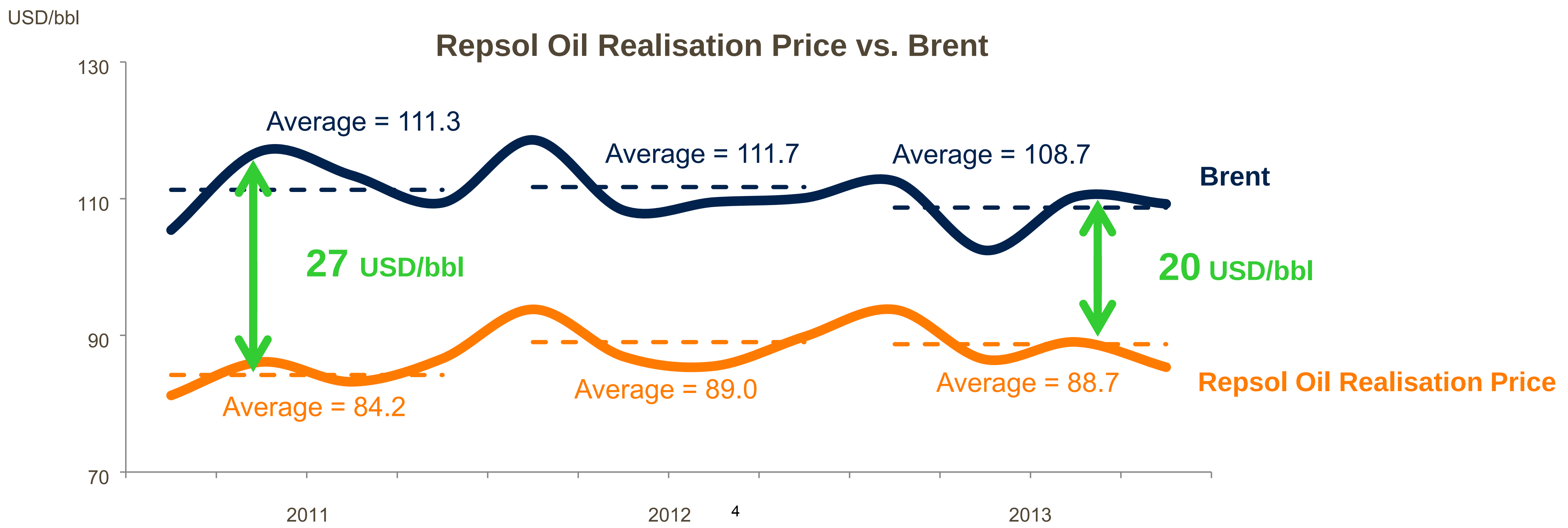
General Shareholders Meeting 2014

March 28th, 2014

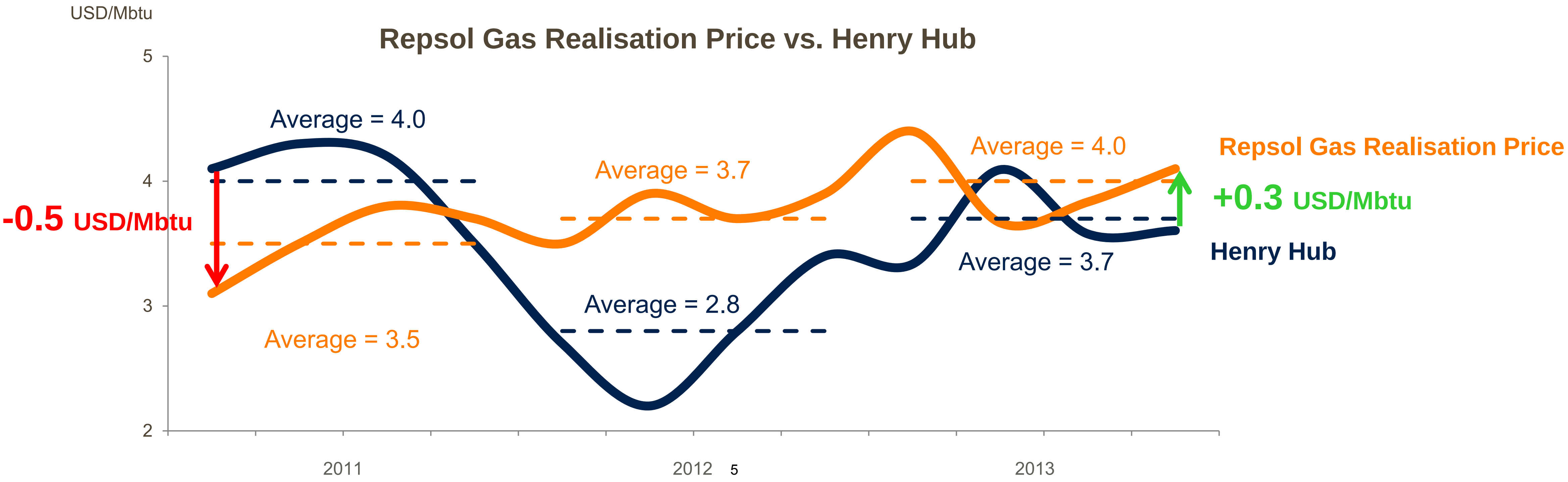
Contents

Scenario

Increasing the value of Repsol's Oil Realisation Price



Increasing the value of Repsol's Gas Realisation Price

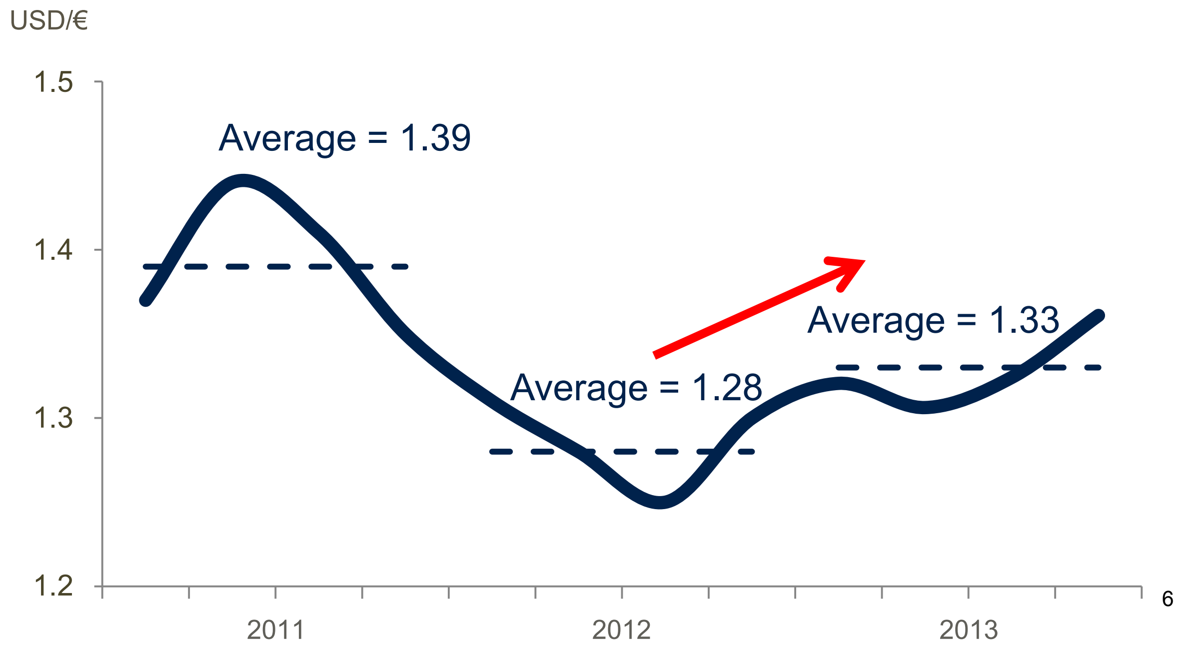


Exchange rate and refining margin

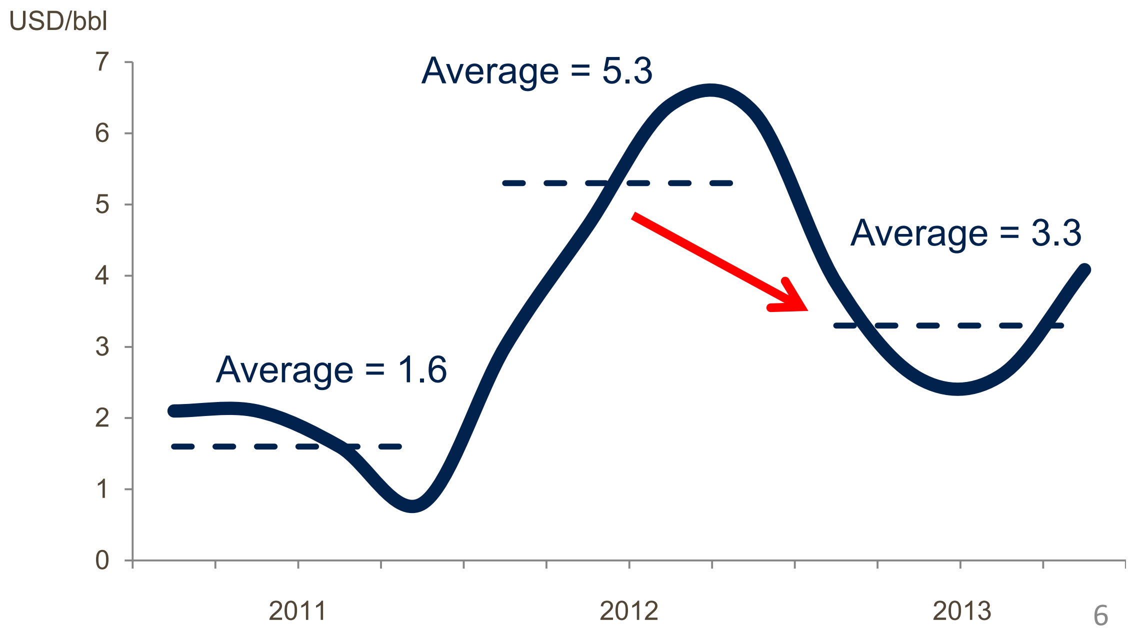
Scenario

Complex international context

Dollar/Euro Exchange rate



Repsol Refining Margin Indicator



2013 Milestones

Strategic Priorities

Profitable growth in Upstream

Maximise return on capital in Downstream

Strategic Priorities

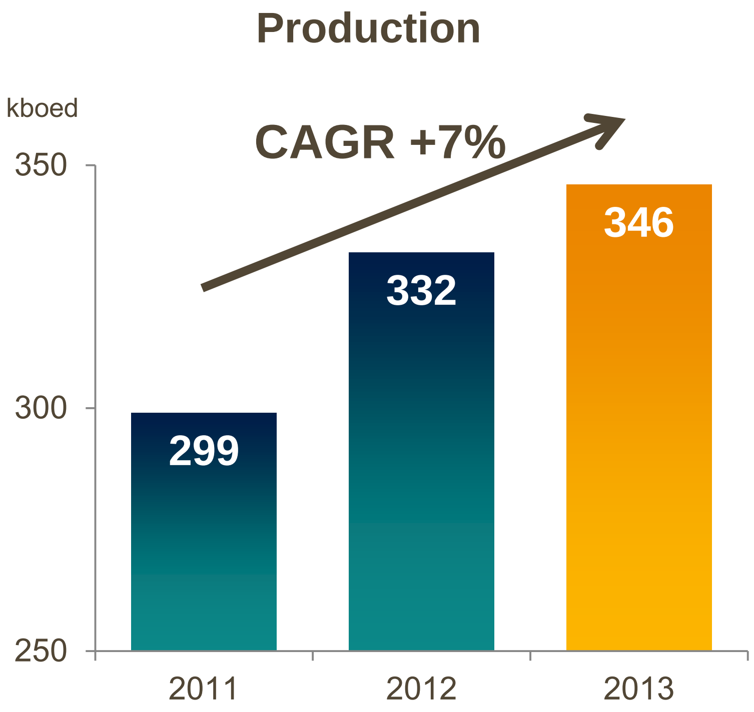
Financial Strength

Competitive Shareholders´ Remuneration

8

Upstream: Profitable growth engine
2013 Milestones

Production growth over 7%

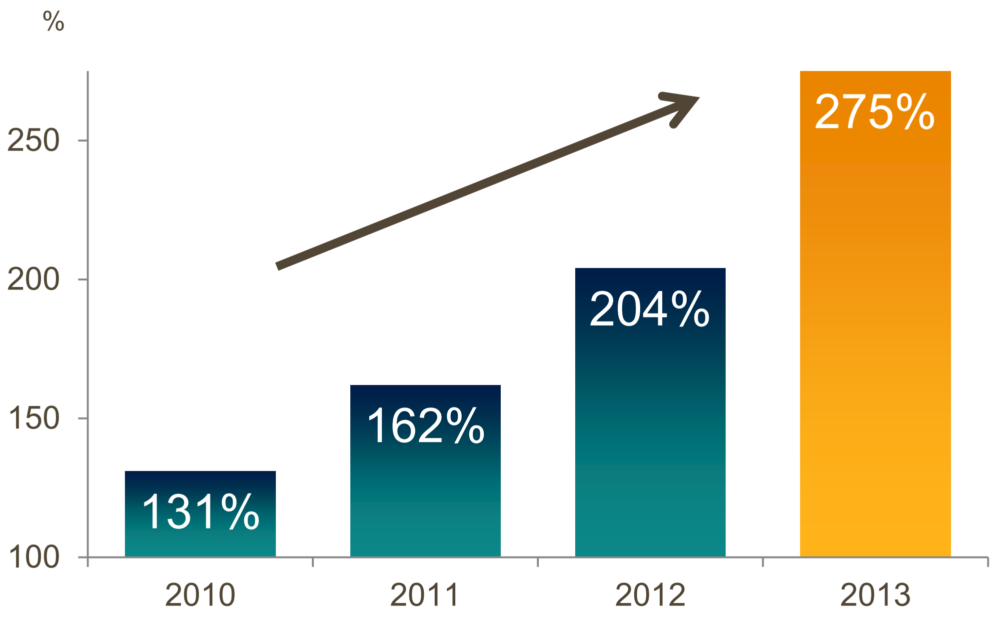


- **Average production growth over 7%**
- **4%** increase in **2013**
  - Key projects onstream
  - 8% with Libya at normal levels

9

Historical record in reserve replacement

Reserves Replacement Ratio



- **275%:** Historical record
- **4 years in-a-row above 120%**
- Proven reserves over **1,500 Mboe**
- Addition of more than **300 Mboe** to contingent resource base

10

Progress in key projects

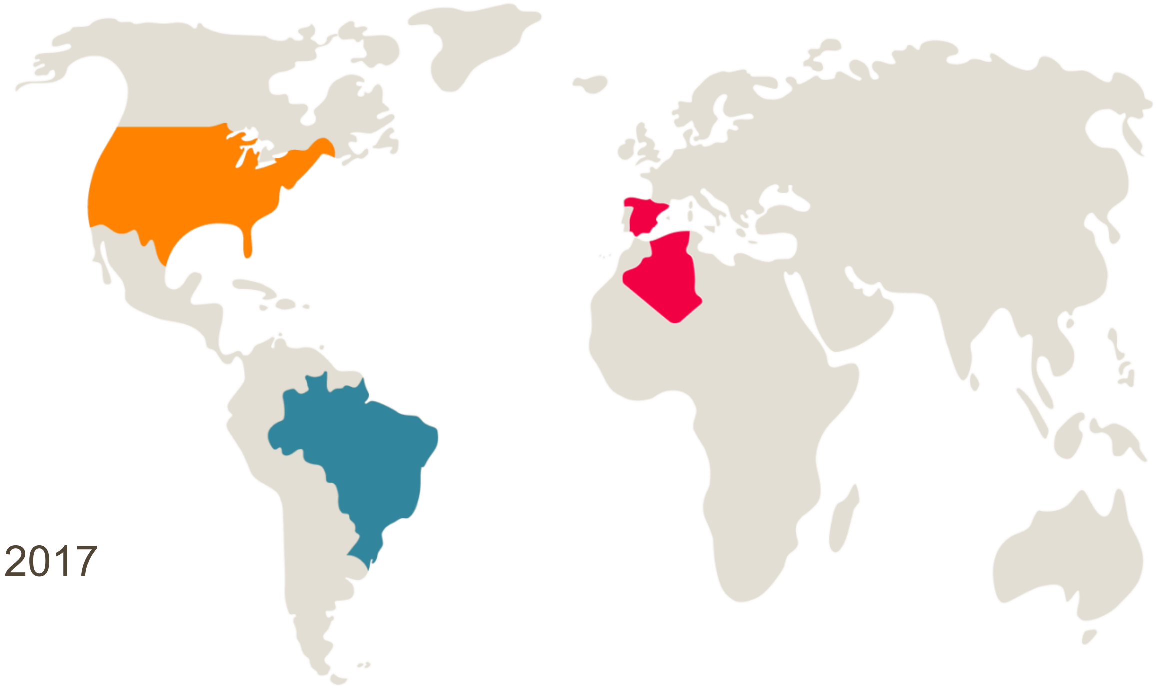
1 Brazil – Sapinhoá (Guará): currently onstream
- Production reached **30 kboed**
- In 2014 will reach **120 and in 2017 300 kboed**

2 Brazil – Carioca: onstream in 2016
- Declaration of commerciality obtained
- Will reach **76 kboed** in 2020

3 USA – Midcontinent: currently onstream
- Average production of **60 kboed** in 2013
- Will reach **200-250 kboed** in 2016

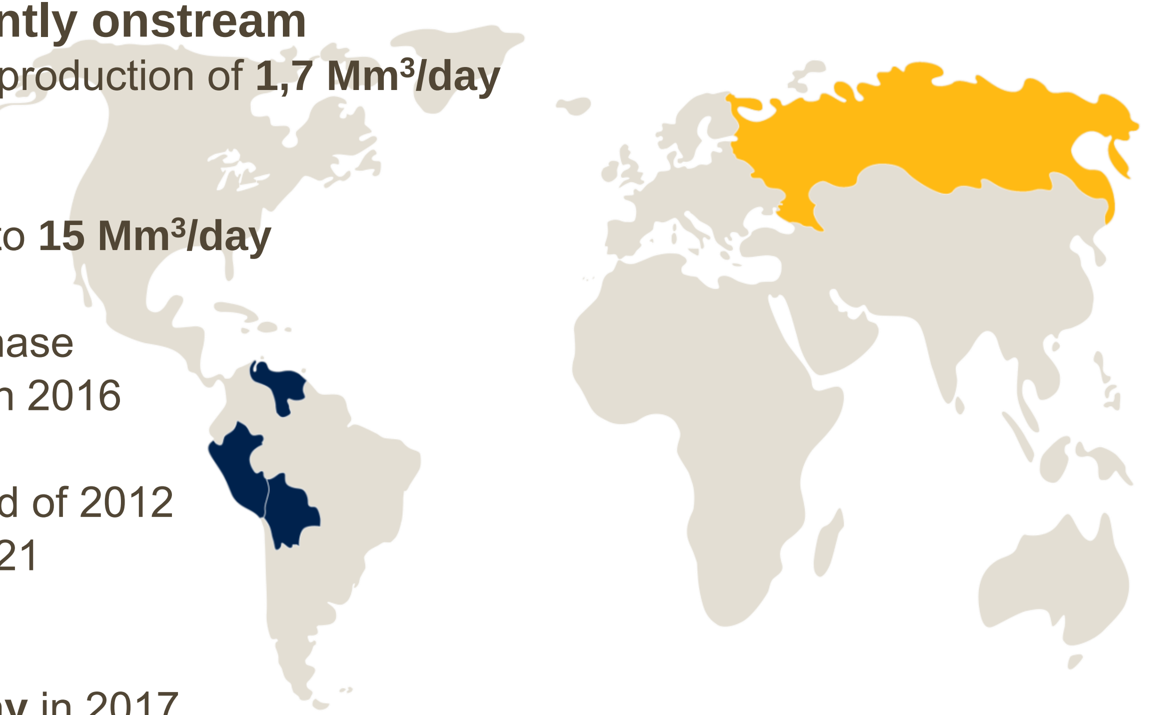
4 Algeria – Reggane
- Development phase. Will produce **7.6 Mm³/day** in 2017

5 Spain – Lubina and Montanazo:
- Average production in 2013 of **5.9 kboed**



Upstream: Profitable growth engine
2013 Milestones

Progress in key projects



6 Russia – AROG – Syskonsyninskoye (SK): currently onstream
- Gas Production onstream since February. Current production of **1,7 Mm³/day**
- Production of **2,2 Mm³/day** in 2014

7 Bolivia - Margarita / Huacaya:
- Phase II of Margarita completed. Production rises to **15 Mm³/day**

8 Peru – Kinteroni:
- Project completed, in production commissioning phase
- Production of **20 kboed** in 2014 and of **38 kboed** in 2016

9 Venezuela – Carabobo:
- Development phase. Early production since the end of 2012
- **11 kboed** in December 2014 and **400 kboed** in 2021

10 Venezuela – Cardón IV:
- Will start production at the end of 2014
- Will reach **12.7 Mm³/day** in 2015 and **22.7 Mm³/day** in 2017

Exploration: 9 discoveries in 2013

(*) One of the wells in testing

- **Exploratory success ratio** above sector average. **9 positive wells out of 25**$^{(*)}$**:**
  - **Algeria**: gas in SE Illizi
  - **Alaska**: 3 discoveries in the North Slope
  - **Brazil**: discovery in BM-S-50
  - **Russia:** two discoveries in Karabashsky
  - **Colombia**: Cosecha block
  - **Libya**: NC115
- **Investment efforts** in exploration: **1,070 million USD**
- **Acquisition of exploratory acreage**
  - 65 blocks, mainly in USA and Norway
  - Total area of 64,183 km^2

Upstream: Profitable growth engine
2013 Milestones

Delivering the strategic targets

275% — Reserve Replacement Ratio110-120%

347 Mboe — Additions to Proven Reserves: +200/250 Mboe

342 Mboe — Contingent resources/year (risked): 300/350 Mboe

Exploration capex: ~ 1 billion USD/year [1] — **1.07 billon USD**

wells / year: 25-30 ~75% focused on liquids — **25 wells [2] (75% liquids)**

WI resources evaluated/year (unrisked): +1,500 Mboe — **1,240 Mboe**

Success Ratio: 20-25% — **36%**

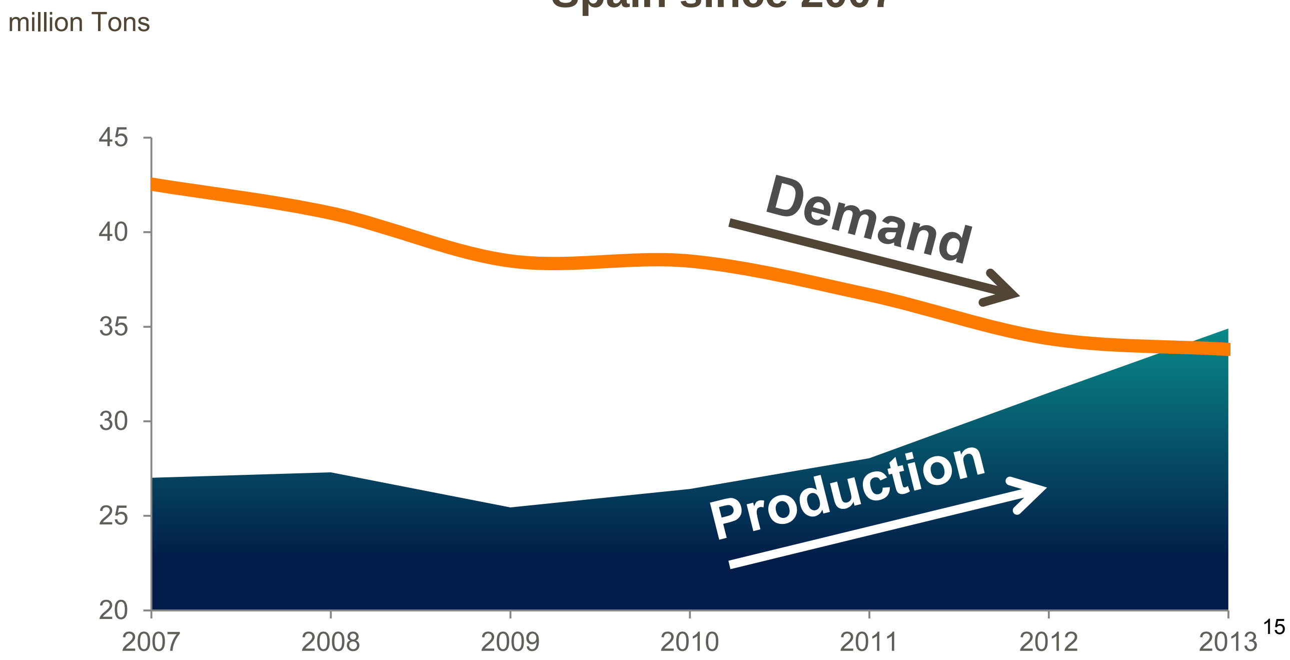
Strategic Plan 2012-2016

2013 Figures

(1) Includes G&G y G&A
(2) One in testing

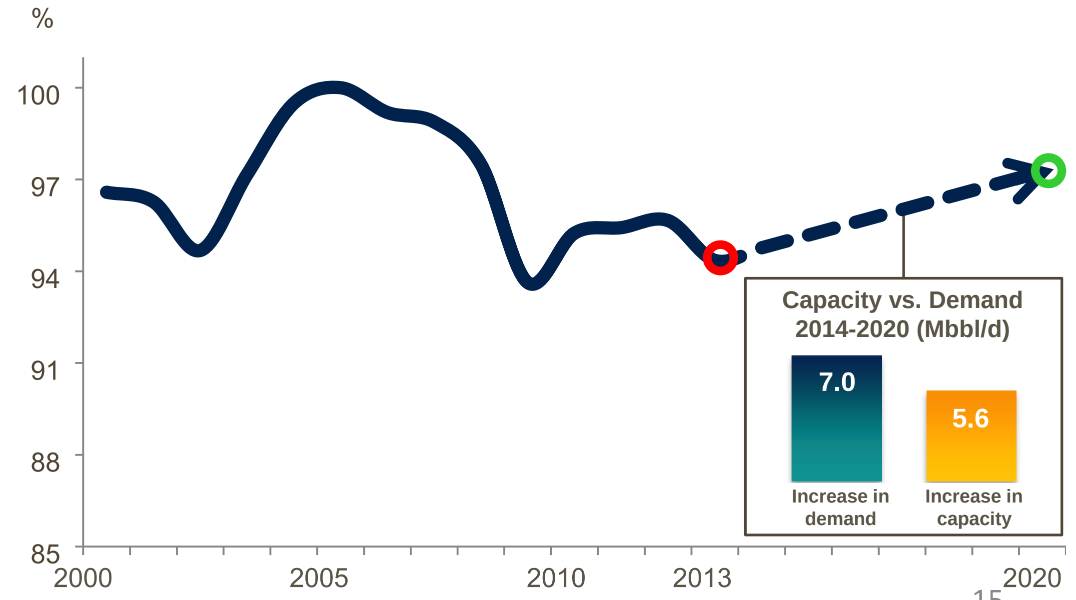
Weaker demand, with improvement perspectives

Production and demand of Middle Distillates in Spain since 2007



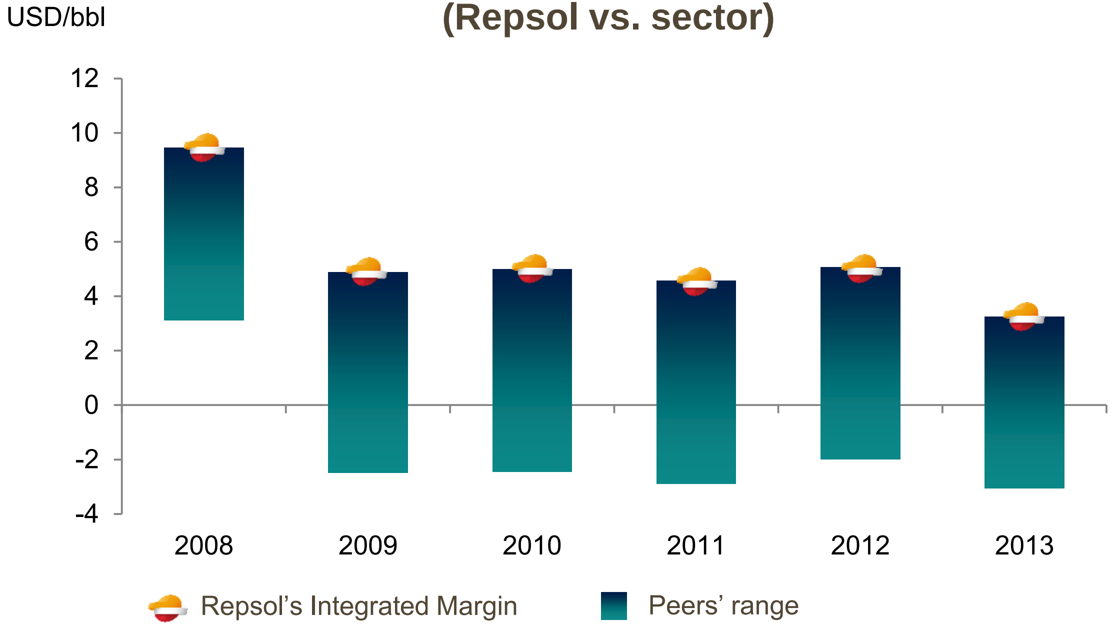
Utilization of global refining capacity

(2005=base 100)



Leadership in refining and marketing

R&M Integrated Margin(*) in Europe (Repsol vs. sector)



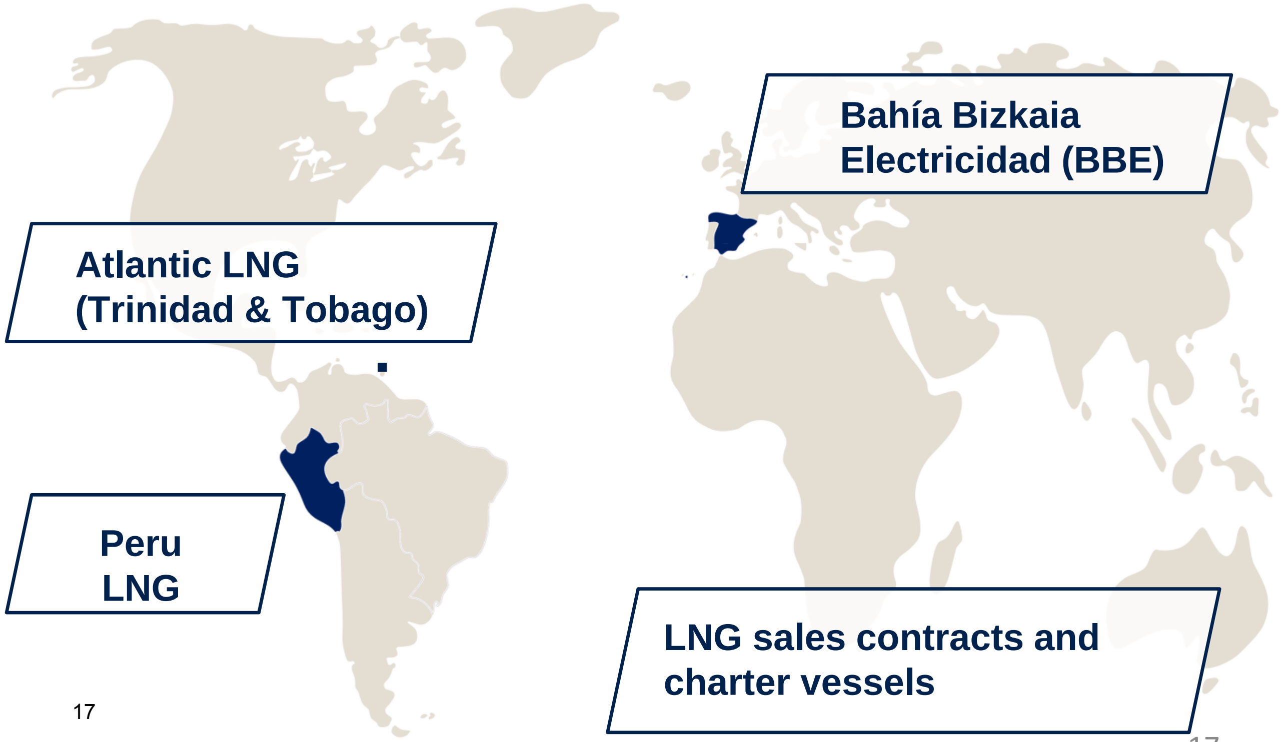
- **Leadership position in** R&M integrated margin
- **Excellent quality of the Refining assets** (Cartagena and Petronor projects)
- **4,600 service stations and 480 Autogas worldwide**
- **Increase in sales volumes**
- Excellent position in **non-oil** business (shops, El Corte Inglés, Burger-King, ONCE, …)
- New business models: **Campsa Express**

(*) Integrated R&M margin calculated as CCS/LIFO-Adjusted operating profit of the R&M Segment in dollars divided by the total volume of crude processed (excludes petrochemical business) of a 10-peer-group: Repsol, Cepsa, Eni, Galp, OMV, MOL, Total, PKN Orlen, Hellenic Petroleum and Saras

Sale of LNG assets

- **Sale of LNG assets to Shell**
  - **2013:** licuefaction plants and supply and commercialization contracts
  - **2014:** other commercialization and transportation assets
- **Sale of the stake in BBE** to **BP**

- **Figures:**
  - **Proceeds** of **4.3 billion USD**
  - Net debt reduction of **3.3 billion USD**



17

YPF Agreement

18

The Agreement creates value for the shareholder

- **Repsol has been very active since the time of the expropriation**
  - Legal strategy to defend its interests
  - Search for a deal before the resolution of the ICSID
- Agreement that **avoids the normal uncertainty** of a long litigation process
- **Creating value for the shareholder:** higher economic value of the Agreement compared to the estimated value that could be obtained from a long-term litigation
- **No legal constraints to sell the remaining 12% stake in YPF**

This Agreement will enhance our sound financial position together with the proceeds of the LNG disposal and the option to potentially sell the remaining 12% stake in YPF, in order to continue our sustainable path of growth in the Upstream business, and to continue with the creation of value for our Shareholders.

19

The Agreement creates value for the shareholder

- The Agreement between the parties *“Convenio de Solución Amigable y Avenimiento de Expropiación”* recognises Repsol’s right to receive a **compensation of 5 billion USD for the expropriated shares in YPF,** guarantees for effective payment and the agreement to put an end to the litigation, requiring them to desist from current judicial and arbitral proceedings and waiving claims of liability in the future.
- The Republic of Argentina will deliver to Repsol bonds denominated in United States dollars:
  - An initial **package of bonds with a face value of 5 billion USD** and 500 million USD in additional capitalized interests.
  - A complementary package for a maximum of 1,000 million USD. Its delivery will be adjusted so that the market value of all bonds delivered to Repsol rise at least to 4.670 million, with a maximum of 6,000 million of face value.
- Average interest of the bonds is above 8%
- Repsol may freely dispose of the bonds. Once Repsol has collected the total amount of the Compensation 5 billion USD (not taking into account interests and costs), it must return the excess to the Republic of Argentina.

20

The Agreement offers the necessary guarantees

- The titles are delivered to Repsol *"pro solvendo"* ie the Republic of Argentina will not be released from the debt until it pays all maturities of principal and interest arising from the Bonds delivered or until Repsol collects the amount of the Compensation with the sale thereof.
- As an additional guarantee, in case of restructuring or default on the securities, Repsol has the right to accelerate debt payment, and seek payment of the outstanding amount up to $5 billion through UNCITRAL.
- The Agreement will be protected by the Agreement on the Promotion and Protection of Investments between Spain and Argentina.
- It is agreed between the parties the withdrawal of lawsuits, and a series of resignations and mutual indemnities between Repsol and YPF.

Subject to the approval of Repsol's General Shareholders Meeting and the Honorable Congress of the Republic of Argentina

21

Positive reaction from analysts

"The outcome of the YPF compensation negotiations looks **outstanding**. This shows management's ability to navigate a turbulent situation and the desperation of the Argentine government, in our view."
(**Exane BNP**, February 2014)

"First of all, congratulations on the deal; really positive what you managed to achieve in terms of compensation and guarantees versus market expectations in your counterparty talks. So well done."
(**Banco Espirito Santo**, February 2014)

"Free at last"
(**Societe Generale**, February 2014)

"Settlement unexpectedly good. Contains some detail/nuance that makes it better than originally reported in media"
(**UBS**, February 2014)

"The agreement is a positive conclusion in our view"
(**Goldman Sachs**, February 2014)

"Argentina settlement provides opportunity for next stage of transformation"
(**UBS**, February 2014)

22

2013 Results

23

CCS Adjusted Net Income of 1,823 million Euros

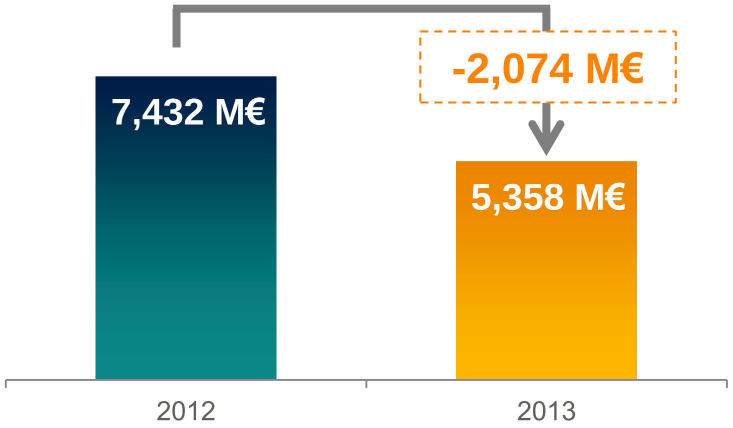
	2012	2013
Upstream	2,303	1,793
Downstream CCS(1)	920	491
LNG	535	829
Gas Natural Fenosa	930	925
Corporate and others	(367)	(301)
CCS Adjusted Operating Income from continued operations(1)	**4,321**	**3,737**
Adjusted Operating Income from continued operations	**4,322**	**3,453**
Adjusted Operating Income before tax	**3,632**	**2,790**
CCS Adjusted Net Income (1)	**1,954**	**1,823**
Net Income(2)	**2,060**	**195**

(1) CCS: Current Cost of Supply. Does not include inventory effects
(2) Includes in 2103: YPF provision (-1,279 M€), inventory effect MIFO/CCS (-187 M€), LNG net gain (+1,263 M€), LNG provisions (-1,105 M€) and others (-320 M€)

24

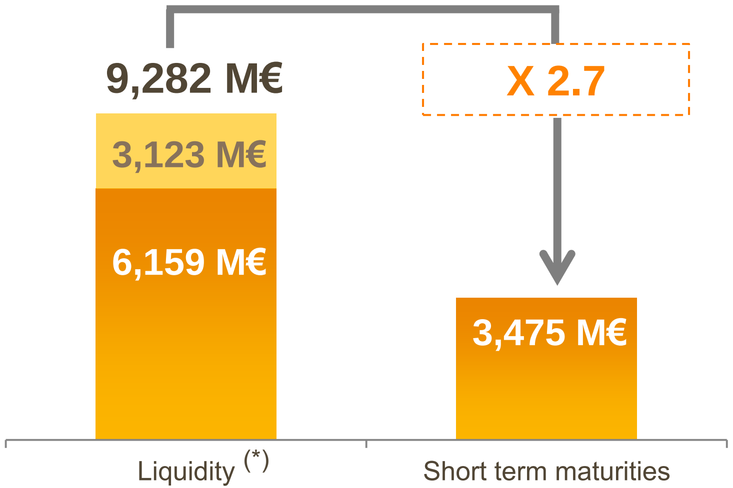
Sound Financial Position

Net Debt



- 28% of net debt reduction
- Excellent liquidity position
- Sale of the LNG assets
- Redemption of preferred shares

Liquidity position



(*) Cash and equivalents (6,159 M€) and undrawn credit lines (3,123 M€)

25

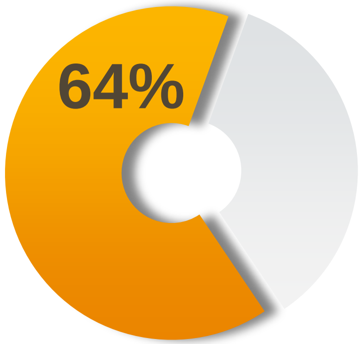
Commitment to shareholders

26

Competitive Shareholder Remuneration

2013 Remuneration: 1 €/share(*)

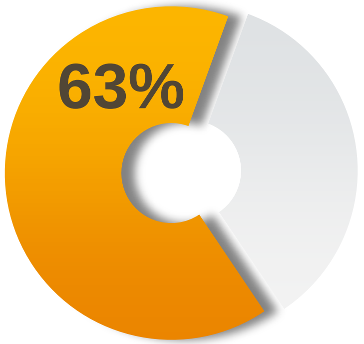
Successful acceptance of scrip dividend



July 2012

January 2013

July 2013



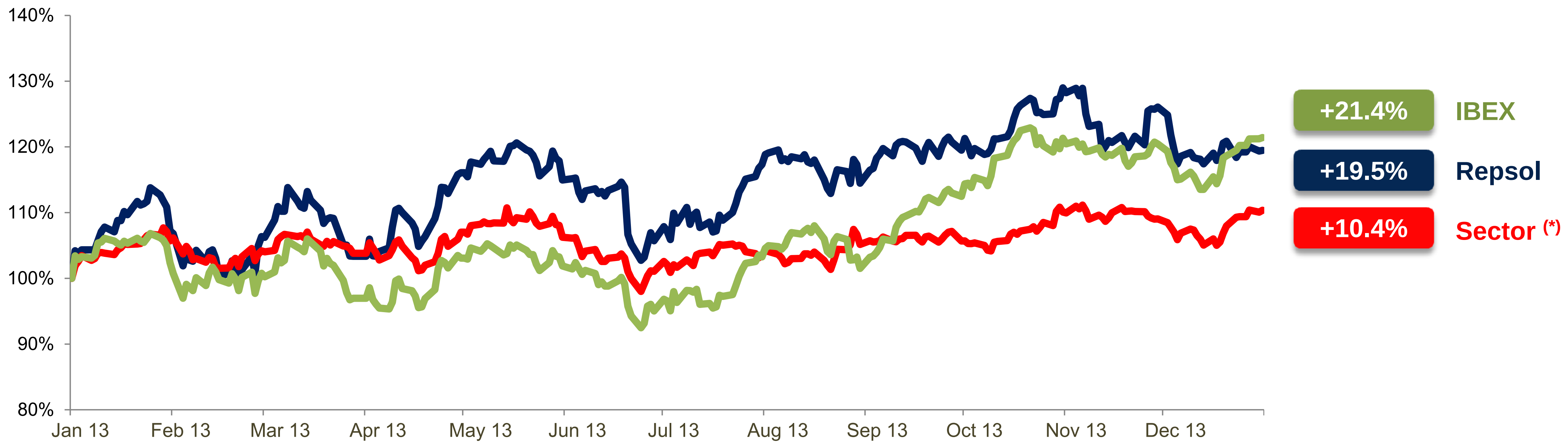
January 2014

Buyback and capital reduction plan of 500 M €

(*) Includes the amount of the reference value of the scrip in January and July 2014

27

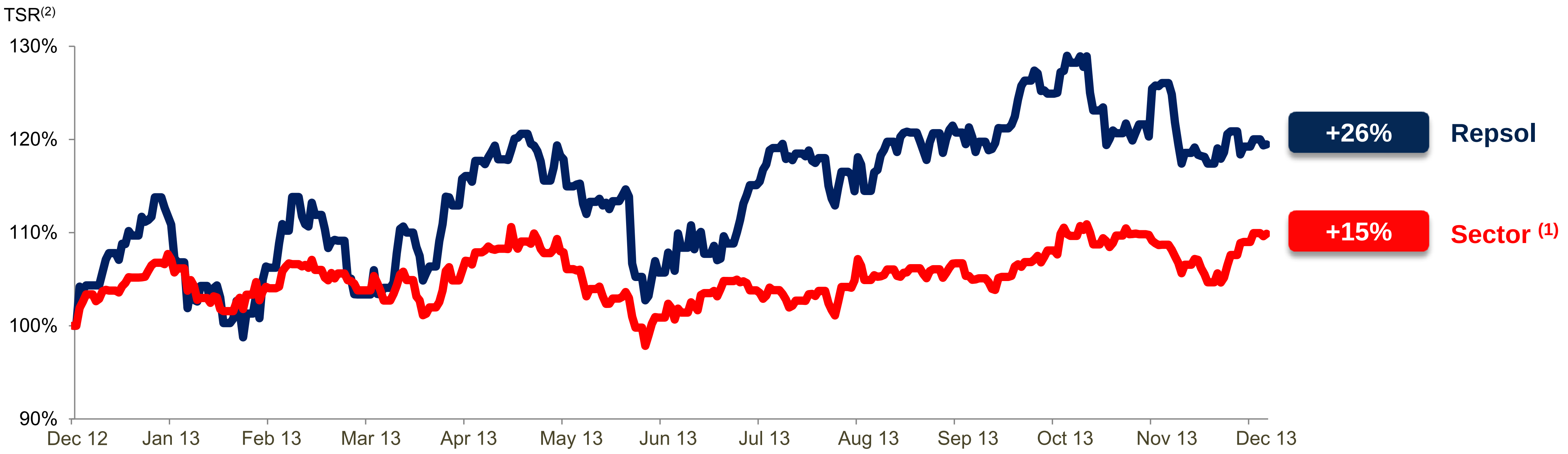
Increase in the share price outperforming the sector



28

(*) Average of the European Integrated companies: Total, Eni, BP, Shell, OMV and Statoil.

Increase in Total Shareholder Return outperforming the sector



Total Shareholder Return increased by 26%

29

1.Sector: Total, Eni, BP, Shell, OMV and Statoil 2. TSR data (Total Shareholder Return) provided by Bloomberg.

Positive analyst recommendations

"Repsol goza de un **posicionamiento muy atractivo** tanto en upstream como en downstream, lo que unido a una **atractiva retribución al accionista** y a una **muy fortalecida estructura financiera** contribuyen a justificar nuestra recomendación."
(**Beka Finance**, March 2014)

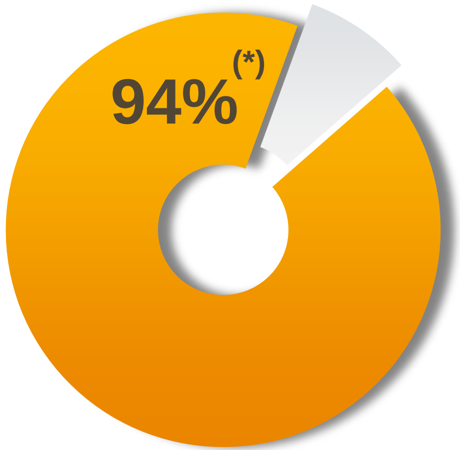
"We like Repsol's growth outlook for upstream volumes and group earnings and cash flow. Exciting exploration"
(**Santander**, March 2014)

"Repsol's dividend yield is above the sector average"
(**Goldman Sachs**, February 2014)

"The Repsol management team has, in our view, delivered one of the **most improved exploration businesses over the last decade**"
(**Barclays,** January 2014)

"Repsol has an improving asset base and capital structure and we rate the management team highly"
(**Macquarie**, January 2014)

30



94% of the analysts recommends "buy" or "hold"

(*) Source Bloomberg: As of March 24th, 2014

"Repsol en acción": more than 30,000 shareholders

ANIVERSARIO DE
REPSOL EN BOLSA
1989-2014

REPSOL
en Acción

Innovation

Roadshows

Accionistas Magazine

Monthly Newsletter

Comunication

Transparency

Site visits

Conferences and events

Proximity

Shareholders Advisory Committee
Improved dialogue with our shareholders

Outlook 2014

32

Growth engine of the company

Exploration

- Investments above the sector's average
- 69% intended for drilling
- 31 wells

Capex of 1.3 billion USD

Production

- Increase in production above 7%
- Kinteroni onstream
- Production in Perla (Cardón IV) before year end
- Higher production in Margarita, SK, Sapinhoá and Midcontinent

Increase in production

33

Operational excellence and competitiveness

Industrial Businesses

- Maximum conversion capacity utilization
- Energy costs and CO_2 reduction
- Positive result in Petrochemicals
- Commissioning of SKSOL

Commercial Businesses

- Focus on sales and market shares
- Increase in non-oil businesses
- Internationalization of Lubricants, Specialties and Wholesales sales.
- Optimizing asset portfolio

CAPEX
Outlook 2014

Investment effort to ensure the future

Total: 3,624 M€

- **Upstream:** growth vector
  - Investments of **2,721 M€**
  - 27% in Exploration
  - 47% in USA and Brazil
- **Downstream:** large investments completed
  - Investments of **783 M€**

35

Repsol in society

Contributing to sustainable development

Corporate Responsibility

- **12 sustainaiblity plans in eight countries**
  - **More than 540 actions**. 85% linked to the employees' variable retribution.
- **Senior Management Road Show** with ESG investors (Environment, Social and Governance)
- Approval of the **Policy on Respect for Human Rights.**

Safety and Evironment

- One of the **sector's lowest** personal **accident frequency rate.**
- No fatal accidents
- **353,000 CO_2 tons avoided in 2013**
- 3 million CO_2 tons avoided since 2006

37

Leadership in integration and balance

Balance

- Leader in **balancing work and family life** in Spain (International Political Science Institute)
- Best company in the implementation of **more rational working days** (ARHOE Foundation)
- More than 1,200 people **teleworking** worlwide
- **Flexible** working hours adapted to each country

Diversity

- More than 24,000 employees
- **80 nationalities**
- 654 employees with **different capacities** (19.5% more than in 2012)
- 2.8% of the workforce in Spain (22% in qualified technical positions)

38

1,700,000 people benefitted since 2009

- **Almost 60 M€ invested in the last 5 years**
- **700 social projects developed since 2009**

Entrepreneurs Fund

- **1st y 2nd edition**:
  - **888 projects** presented
  - **17 projects currently being developed**
- **3rd edition**: **746 projects** presented (currently in the selection phase)

39

Setting the bases for the future

Talent

- **1,062 new employees** in 2013
- **900 scholarships and internships**
- **11,000 training** actions
- 20 M€ in training (40 hours/employee)

Innovation

- Innovation network and continuous improvement
- **11,000 ideas** in 10 campaigns
- 80 work teams

Technology

- **Cutting-edge** projects in **Upstream**
- Advanced fuels and lubricants, **intelligent asphalts**,…
- **Tecnology sales**: polioles, spill detection,…
- **Synthetic biology**, CO_2 as raw material,…
- **400 researchers** in Spain, USA and Brazil
- Working as a network with more than **120 Universities and research centers** worlwide
- **90 M€** of investment in R&D

40

Leadership in the rankings of the most prestigious entities

Environmental commitment

FTSE4Good
Newsweek 2012 GREEN RANKINGS
CDP
DRIVING SUSTAINABLE ECONOMIES
Dow Jones Sustainability Indexes

Technological innovation

European Commission
EFMD
Excellence in Practice AWARD 2013
Learning & Development Partnerships

Business strength

Forbes GLOBAL 2000 · 2013
FT global 500
FORTUNE 500
platts GLOBAL ENERGY COMPANY TOP 250

Responsibility with the social environment

ROBECOSAM Sustainability Award Gold Class 2013
merco
GLOBAL100
SOLIDARIOS ONCE
The KPMG Survey of Corporate Responsibility Reporting 2013
Premios Reina Sofía

Reliable productos and services

Superbrands
ASTER
Interbrand

Repsol Team

top EMPLOYERS 2012/13 ESPAÑA
CERTIFIED BY THE CRF INSTITUTE
merco PERSONAS
CEAL
ESADE ALUMNI

Transparency

IR magazine GLOBAL TOP 50 2013
THOMSON EXTEL SURVEYS
IDENTIFYING EXCELLENCE
IR magazine AWARDS EUROPE 2013 WINNER
Best Corporate Website SPAIN 2012-2013 KWD Webranking
KW DIGITAL 1st

41

Repsol Foundation

PREMIOS JUAN PALAU
fundació Step by Step
Trinidad & Tobago Red Cross Society
DI DEPORTE INTEGRA FUNDACIÓN

Our Future

42

Creating value for our shareholders

43

Proposals submitted to the AGM

44

Proposals submitted to the AGM

Points regarding the Annual Accounts, Management by the Board and the reelection of the Accounts Auditor

- **First.** Review and approval, if appropriate, of the Annual Financial Statements and Management Report of Repsol, S.A., the Consolidated Annual Financial Statements and Consolidated Management Report, for fiscal year ended 31 December 2013, and approval of the proposal for the allocation of profit/losses.
- **Second.** Review and approval, if appropriate, of the management of the Board of Directors of Repsol, S.A. during 2013.
- **Third.** Appointment of the Accounts Auditor of Repsol, S.A. and its Consolidated Group for fiscal year 2014.

Point regarding the ratification of the *"Convenio de Solución Amigable y Avenimiento de Expropiación"* executed between Repsol, S.A. And the Republic of Argentina

- **Fourth.** Submission for ratification of the General Shareholders' Meeting of the "*Convenio de Solución Amigable y Avenimiento de Expropriación"* executed between Repsol, S.A. and the Republic of Argentina, addressed to end the controversy over the expropriation of the controlling stake of Repsol, S.A. and its subsidiaries in YPF, S.A. and YPF Gas, S.A.

45

Points regarding shareholder's compensation

- **Fifth.** Increase of share capital in an amount determinable pursuant to the terms of the resolution, by issuing new common shares having a par value of one (1) euro each, of the same class and series as those currently in circulation, charged to voluntary reserves, offering the shareholders the possibility of selling the free-of-charge allocation rights to the Company itself or on the market.
- **Sixth.** Second capital increase in an amount determinable pursuant to the terms of the resolution, by issuing new common shares having a par value of one (1) euro each, of the same class and series as those currently in circulation, charged to voluntary reserves, offering the shareholders the possibility of selling the free-of-charge allocation rights to the Company itself or on the market.
- **Seventh.** Approval of a reduction in share capital by means of the acquisition of treasury shares representing a maximum of 2.05% of the share capital through a buy-back programme, for the retirement thereof, with a maximum investment in treasury shares of 500 million euro.

46

Points regarding the Amendments of the By-laws and of the Regulations of the General Shareholders Meeting

- **Eighth.** Amendment with the aim of strengthening the integrated development of the Exploration and Production (Upstream) and Refining and Marketing (Downstream) businesses. Amendments of articles 15 and 22 of the By-Laws and articles 3 and 13 of the Regulations of the Shareholders' Meeting.
- **Ninth.** Amendment with the aim of strengthening the regulations of the Nomination and Compensation Committee. Addition of a new Article 39 bis and amendment of Article 37 of the By-Laws.
- **Tenth.** Amendment related to the statutory regulation of the interim dividend, in order to permit the possibility of its payment in kind. Amendment of Article 53 ("Interim dividends") of the By-Laws.
- **Eleventh.** Amendment concerning regulation of the issuing of attendance, proxy and distance voting cards for General Shareholders' Meetings. Amendment of Article 23 of the By-Laws and of Articles 5 and 7 of the Regulations of the Shareholders' Meeting.
- **Twelfth.** Amendment in order to adapt Article 45 bis of the By-Laws, related to the Report on the Remuneration Policy, to the legal name of the report. Amendment of Article 45 bis of the By-Laws.

47

Points regarding the composition of the Board of Directors

- **Thirteenth.** Re-election of Ms. Paulina Beato Blanco as Director.
- **Fourteenth.** Re-election of Mr. Artur Carulla Font as Director.
- **Fifteenth.** Re-election of Mr. Javier Echenique Landiríbar as Director.
- **Sixteenth.** Re-election of Mr. Henri Philippe Reichstul as Director.
- **Seventeenth.** Re-election of Pemex Internacional España, S.A. as Director.

Points regarding remuneration of the Company Directors

- **Eighteenth.** Advisory vote on the Annual Report on the Remuneration of Directors of Repsol, S.A. for 2013.

48

- **Points regarding authorisation and express delegation required for the Board of Directors**
  - **Nineteenth.** Delegation to the Board of Directors of the power to resolve the increase of the capital stock, once or on several occasions and at any time within a period of five years, through monetary contributions, up to the nominal maximum amount of 662,258,010 euro. Delegation of the powers to exclude the preferential subscription rights.
  - **Twentieth.** Authorization to the Board of Directors, directly or through subsidiaries, within a period of 5 years from the resolution of the Shareholders Meeting.

- **Point regarding General Matters**
  - **Twenty-first.** Delegation of powers to interpret, supplement, develop, execute, rectify and formalize the resolutions adopted by the General Shareholders' Meeting.

49

General Shareholders Meeting 2014

March 28th, 2014

50

Communication Executive
Managing Division
Tel.: +34 91 753 87 87
www.repsol.com
prensa@repsol.com

REPSOL

Press Release
Madrid, 28 March 2014
6 pages

Repsol shareholders back the agreement between the Government of Argentina and the company

REPSOL'S ANNUAL GENERAL MEETING APPROVES YPF COMPENSATION AGREEMENT

- **Repsol's Annual General Meeting today ratified the "Convenio de Solución Amigable y Avenimiento de Expropiación" which recognises the company's right to receive $5 billion as compensation for the expropriation of the 51% shareholding in YPF and YPF GAS, together with payment guarantees.**

- **With the ratification of Repsol's Annual General Meeting, the agreement is subject to the approval by the National Congress of Argentina.**

- **Antonio Brufau: "We have worked very hard to obtain a just compensation. Our efforts have been rewarded with a guaranteed agreement that creates value for our shareholders and strengthens the company's financial position. Today we embark on a new phase, full of hope and growth prospects for Repsol.**

- **The AGM approved Repsol's 2013 earnings, during which the company posted a recurring net income of 1.823 billion euros at current cost of supply, increased hydrocarbons production by 4% and achieved a record reserve replacement ratio of 275%, the highest in the industry worldwide.**

- **Over the last year Repsol has continued to strengthen its international presence in OECD countries, acquiring exploration assets in the United States and Norway. The company also made nine important discoveries, achieving an exploration success rate which exceeded that of its peers.**

- **Repsol's market value gained 19.5% in 2013, beating the average rise of international oil companies (10.4%). In addition, the agreement reached in relation to YPF was applauded by international financial**

Communication Executive
Managing Division
Tel.: +34 91 753 87 87
www.repsol.com
prensa@repsol.com

analysts, 94% of whom have "buy" or "hold" recommendations for Repsol shares.

- **Bearing in mind the dividends paid and the increase in share price, the returns for Repsol shareholders during the last year increased by 26%, considerably more than the industry's average (15%.)**
- **In line with the policy that has been followed in recent years, the AGM approved two proposals for a paid-up capital increase to maintain the "Repsol Flexible Dividend" program as a way of remunerating shareholders, a program which is backed by the majority of shareholders.**
- **The AGM approved the re-election of Paulina Beato Blanco, Artur Carulla Font, Javier Echenique Landiríbar, Henri Philippe Reichstul and Pemex Internacional España, S.A. as members of the Board of Directors.**
- **The AGM also voted to change the company's bylaws and shareholders´ meeting regulations to incorporate measures that reinforce the necessary majority in key decisions and protect the integrated development of the company's business units.**
- **Brufau highlighted that "the structural reforms adopted by the Government have been key to Spain's changing economic situation, resulting in renewed trust from both foreign and domestic investors."**

Repsol's Executive Chairman, Antonio Brufau today presented the "Convenio de Solución Amigable y Avenimiento de Expropiación" to the company's shareholders attending the Annual General Meeting which was unanimously approved by the Board of Directors on 25 February. The agreement reached with the Government of Argentina recognises the company's right to receive $5 billion in compensation for the expropriation of 51% of YPF and YPF GAS and stipulates guarantees for effective payment as well as the termination of current judicial and arbitration proceedings and the reciprocal waiver of future claims.

The Annual General Meeting overwhelmingly backed the agreement with Argentina, with the vast majority of its shareholders voting in favour. Thus, the agreement is definitively ratified by the company. The agreement now requires approval by the National Congress of Argentina.

Communication Executive
Managing Division
Tel.: +34 91 753 87 87
www.repsol.com
prensa@repsol.com

Antonio Brufau, on behalf of the Board of Directors, thanked the shareholders for supporting the agreement reached with the Government of Argentina which he described as historic. "We have worked very hard to obtain a just compensation. Our efforts have been rewarded with an agreement that creates value for our shareholders and strengthens the company's financial position. Today we embark on a new phase, full of hope for future growth opportunities for Repsol."

The Annual General Meeting also approved the year-end results. The company posted a recurring net income of 1.823 billion euros at current cost of supply (CCS), and continued to increase its hydrocarbons production by 4% as a result of the start-up of three new strategic projects for the Group in Brazil, Russia and Bolivia. In 2013 Repsol also achieved a record reserve replacement ratio, of 275%, which was the highest in the industry worldwide.

During his presentation to the shareholders, Antonio Brufau highlighted the main achievements of 2013, a year in which Repsol has continued to strengthen its international presence in OECD countries with several acquisitions of exploration assets mainly in the United States and Norway. The company also made nine important hydrocarbon discoveries, achieving an exploration success rate which exceeds that of its international peers.

Nine discoveries with an exploration success rate exceeding that of its peers

Communication Executive
Managing Division
Tel.: +34 91 753 87 87
www.repsol.com
prensa@repsol.com

The company led its European competitors in integrated refining and marketing margins, thanks to the excellent quality of its refining assets resulting from the historic investment made in the Cartagena and Bilbao refineries. The company has an excellence plan for its service stations which are a benchmark in Spain thanks to the quality and customer service they offer.

These results are part of a company strategy based on four pillars: profitable upstream growth, maximisation of profitability downstream, financial solidity and competitive remuneration for shareholders.

Amongst the highlights of 2013, Brufau referred to the sale of LNG (liquefied natural gas) assets to Shell which was completed in January and, previously, the sale to BP of Repsol's Bahía Bizkaia Electricidad stake. The transactions represented approximately $4.3 billion of income as well as the liberation from financial obligations and unconsolidated debt and a reduction in the company's net debt of $3.3 billion. With these transactions the company exceeded the divestment objectives outlined in its 2012-2016 Strategic Plan.

For 2014, Antonio Brufau noted that the total investment of the company will exceed 3.6 billion euros, destined mainly to exploration and production. The company anticipates drilling 31 exploratory wells and it will continue to increase production at an annual average rate of 7%, thanks to the start-up of its projects in Kinteroni (Peru) and Perla (Venezuela,) and the increase in its production from assets in Russia, Brazil, United States and Bolivia.

Better outlook for the Spanish economy

As an introduction to his review on the company's progress, the Chairman of Repsol made reference to the recent developments and positive outlook of the Spanish economy, which in the third quarter of 2013 registered economic indications that confirm a recovery from the recession and improved prospects for 2014.

Brufau highlighted that the structural reforms adopted by the Government have been key to Spain's changing economic situation, resulting in greater confidence from both foreign and domestic investors.

"The efforts of the Government and of companies such as our own should be directed at reducing the unemployment rate, society's main concern and one of the pillars for future economic growth," said Brufau.

Competitive remuneration for shareholders

Repsol´s Chairman explained to shareholders that the company will continue with the scrip dividend with an approximate value of one euro per share. Bearing in mind the dividends paid in 2013 and the increase in share value, the returns for the company's shareholders are far higher than those offered by Repsol's competitors. Specifically, the total return for shareholders was 26%, compared to the sector's average of 15%.

The company's improved share-price performance was supported by the positive recommendations of international analysts: 94% have either "buy" or "hold" recommendations for Repsol shares.

As an addition to the shareholder remuneration, the AGM approved a reduction of the company's share capital through a share buyback program representative of up to 2.05% of the total, which will then be amortised as part of a repurchase programme.

Compensation agreement for the expropriation of YPF

The Executive Chairman of Repsol gave a detailed explanation of the "Convenio de Solución Amigable y Avenimiento de Expropiación," which recognises the company's right to receive $5 billion in compensation for the expropriation of 51% of YPF and YPF GAS and stipulates guarantees for effective payment as well as an agreement to desist from legal action and arbitration claims and a waiver of any new claims.

The agreement stipulates that the Government of Argentina will transfer to Repsol dollar-denominated public debt, through a fixed income portfolio for a nominal value of $5 billion plus an additional $500 million in capitalised interest comprised of the following bonds: Bonar X ($500 million), Discount 33 ($1.25 billion) and Bonar 2024 ($3.25 billion); and a complementary portfolio for a maximum nominal value of $1 billion made up of the following bonds: Boden 2015 ($400 million), Bonar X ($300 million) and Bonar 2024 ($300 million). The transferral of the complementary bonds will be adjusted so that the market value of the bonds is no less than $4.670 billion and up to a maximum nominal value of $6 billion.

Brufau explained that since the expropriation, Repsol worked on two different approaches in its attempt to recover the value of the expropriation. One was an intense international judicial strategy, including an appeal to the international arbitration of the ICSID, and the other, to seek possible avenues for dialogue to reach an agreement that would remove inherent uncertainties inherent to any judicial proceeding.

Having obtained the ratification by Repsol's Annual General Meeting, the agreement remains subject, amongst others, to approval of a law especially sanctioned by the National Congress of Argentina. The transaction will be complete upon the delivery of bonds in Repsol's favour with full guarantees in their deposit through an international financial clearing entity. Repsol is free to sell these bonds. If the sale proceeds were to exceed $5 billion (excluding costs and interest), the excess would revert to the Republic of Argentina.

Communication Executive
Managing Division
Tel.: +34 91 753 87 87
www.repsol.com
prensa@repsol.com

The Republic or Argentina's debt will be transferred to Repsol "pro solvendo," that is that the debt will not be considered to be extinguished until full payment, be it through the sale of bonds or through ordinary payment through the bonds' maturity. As an additional guarantee, the Republic of Argentina recognises that if the debt were restructured or there were a failure to pay, Repsol has the right to accelerate debt payment and seek payment of the outstanding amount up to $5 billion through UNCITRAL (United Nations Commission on International Trade Law). The compensation agreement is protected by the Bilateral Treaty between Spain and Argentina for the Protection of Investments (Acuerdo de Promoción y Protección de Inversiones entre España y Argentina).

Board renewal

The Annual General Meeting approved the re-election of independent board members Paulina Beato Blanco, Artur Carulla Font, Javier Echenique Landiríbar, Henri Philippe Reichstul and, as an institutional external director, Pemex Internacional España, S.A.

Shareholders voted in favour of changes to the bylaws and regulations of the annual general meeting to include measures that reinforce the majorities needed to approve key decisions that aim to protect the integrated nature of the company's business units.

To conclude his speech, Repsol's Chairman explained to shareholders the positive outlook of the company's main business units for 2014. This year, a 3.6 billion-euro investment plan will be executed to guarantee the company's future. Brufau assures shareholders that Repsol's strong financial and business position guarantees the company's growth and will continue creating value for the shareholder.

c/ Méndez Álvaro 44
28045 Madrid
España

Tel. 34 917 538 100
34 917 538 000
Fax 34 913 489 494
www.repsol.com

Madrid, March 28, 2014

The Ordinary General Shareholders' Meeting of **Repsol, S.A**., held today, on first call, has approved all the proposals of resolutions submitted by the Board of Directors concerning the points of the Agenda.

In particular and under point forth on the Agenda, the Ordinary Shareholders' Meeting has ratified the "*Convenio de Solución Amigable y Avenimiento de Expropriación*" between Repsol, S.A. and the Argentine Republic, the signing of which was approved by the Board of Directors on 25 February 2014, intended to put an end to the controversy over the expropriation of the controlling stake of Repsol, S.A. and its subsidiaries in YPF S.A. and YPF Gas S.A. With this full and unconditional ratification, Repsol complies with one of the conditions precedent agreed for the Agreement to become effective.

Likewise, the Ordinary General Shareholders' Meeting approved the re-election as Directors of Ms. Paulina Beato Blanco, Mr. Artur Carulla Font, Mr. Javier Echenique Landiríbar, Mr. Henri Philippe Reichstul and Pemex Internacional España, S.A, all of them for the statutory term of 4 years. With these agreements and with the ones adopted in the meeting of the Board of Directors held after the Ordinary General Shareholders' Meeting, the composition of the Board of Directors of Repsol and of its Committees is as follows:

Board of Directors:

Chairman:	Mr. Antonio Brufau Niubó	(Executive Director)
1st Vice-Chairman:	Mr. Isidro Fainé Casas	(External Proprietary Director)
2nd Vice-Chairman:	Mr. Manuel Manrique Cecilia	(External Proprietary Director)
Directors:	Mrs. Paulina Beato Blanco	(Independent External Director)
	Mr. Artur Carulla Font	(Independent External Director)
	Mr. Luis Carlos Croissier Batista	(Independent External Director)
	Mr. Rene Dahan	(External Proprietary Director)
	Mr. Ángel Durández Adeva	(Independent External Director)
	Mr. Javier Echenique Landiríbar	(Independent External Director)
	Mr. Mario Fernández Pelaz	(Independent External Director)
	Mrs. María Isabel Gabarró Miquel	(Independent External Director)
	Mr. José Manuel Loureda Mantiñán	(External Proprietary Director)
	Mr. Juan María Nin Génova	(External Proprietary Director)
	Pemex Internacional España, S.A.	(External Proprietary Director)
	Mr. Henri Philippe Reichstul	(Independent External Director)
	Mr. Luis Suárez de Lezo Mantilla (*)	(Executive Director)

(*) Director and Secretary

Delegated Committee:

Mr. Antonio Brufau Niubó (Chairman)
Mr. Isidro Fainé Casas
Mr. Manuel Manrique Cecilia
Mr. Artur Carulla Font
Mr. Rene Dahan
Mr. Javier Echenique Landiríbar
Pemex Internacional España, S.A.
Mr. Henri Philippe Reichstul
Mr. Luis Suárez de Lezo Mantilla

Audit and Control Committee:

Mr. Ángel Durández Adeva (Chairman)
Mrs. Paulina Beato Blanco
Mr. Luis Carlos Croissier Batista
Mr. Javier Echenique Landiríbar

Nomination and Compensation Committee:

Mr. Artur Carulla Font (Chairman)
Mr. Mario Fernández Pelaz
Mrs. María Isabel Gabarró Miquel
Mr. José Manuel Loureda Mantiñán
Mr. Juan María Nin Génova

Strategy, Investment and Corporate Social Responsibility Committee:

Mr. Juan María Nin Génova (Chairman)
Mr. Luis Carlos Croissier Batista
Mrs. María Isabel Gabarró Miquel
Mr. José Manuel Loureda Mantiñán
Pemex Internacional España, S.A.

*   *   *

Repsol International Finance B.V.

Annual report 2013
Together with independent auditor's report

April 3, 2014
The Hague

Deloitte.
Deloitte Accountants B.V.

For identification purposes
Related to auditor's report dated :

JZ April 03, 2014

Index

Deloitte.

Deloitte Accountants B.V.

For identification purposes
Related to auditor's report dated :

JZ April 03, 2014

Management Board report

The Managing Directors present their report together with the audited financial statements for the year ended December 31, 2013.

Introduction

The Company is part of Repsol S.A., a Spanish integrated oil company engaged in all aspects of the petroleum business and one of the largest industrial groups in Spain. The Company is a wholly owned subsidiary of Repsol S.A., Madrid, Spain.

The issued and paid-in share capital of the Company amounts to USD 415 million (2012: USD 397 million). Total assets of the Company amounts to USD 14,918 million (2012: USD 12,575 million).

Activities

Its principal activities consist of financing and investing in subsidiaries and affiliated companies.

Funds denominated in U.S. Dollars and in Euros are raised on the international capital markets using a short-term commercial paper programme and a medium and long-term notes programme, which are lent to subsidiaries and affiliated companies, also in other currencies than U.S. Dollars. In this case the Company hedges the foreign currency exposure by entering into foreign exchange contracts with major international banks.

Currently, as part of the required Repsol S.A. financing needs the Company is engaged in a Euro Medium Term Note Programme and a Euro Commercial Paper Programme.

The existing bonds are the following, maturing in 2014 for an amount of EUR 2,000 million (USD 2,758.2 million), maturing in 2016 for an amount of EUR 850 million (USD 1,172.2 million), maturing in 2017 for an amount of EUR 885.8 million (USD 1,221.6 million), maturing in 2018 for an amount of EUR 750 million (USD 1,034.3 million), maturing in 2019 for an amount of EUR 1,000 million (USD 1,379.1 million), maturing in 2020 for an amount of EUR 1,200 million (USD 1,654.9 million) and maturing in 2021 for an amount of EUR 1,000 million (USD 1,379.1 million)

In May 2013 the Company closed a 1,200 million euro 7 years bond at 99.414 per cent with a coupon of 2.625 per cent to be listed on the regulated market of the Luxembourg Stock Exchange. In October the Company closed a 1,000 million euro 8 years bond at 99.734 per cent with a coupon of 3.625 per cent. All the bonds, guaranteed by Repsol S.A., were issued under the Euro 10,000,000,000 Guaranteed Euro Medium Term Note Programme, approved by the Luxembourg Commission de Surveillance du Secteur Financier.

In November 2013, the Company sold the investment in Gaviota RE, S.A. to Albatros S.à.r.l, a subsidiary of Repsol S.A. sited in Luxembourg, which resulted in a profit of USD 160,562 thousand. In December 2013, the Company sold the investment in Repsol LNG Port Spain B.V. to Repsol Exploración S.A. which resulted in a profit of USD 199,422 thousand.

The Company is the holder of shares in subsidiaries. These investments have been valued at cost or if permanently impaired at lower recoverable value.

Deloitte.
Deloitte Accountants B.V.

For identification purposes
Related to auditor's report dated:
JZ April 03, 2014

Result for the Year

The Company made a profit of USD 495.0 million (2012: USD 538.4 million profit). This profit is primarily caused by a gain on disposal of financial fixed assets, a positive result from dividends from subsidiaries and the financial interest result.

Audit committee

The board took into consideration the enactment of the EU Directive 2006/43/EU by a Royal Decree of July 2008 and the obligations from the fact that the Company, because of its listed securities, is a public interest organisation. It was decided to delegate the public governance compliance obligations as regards the Company in respect to article 2, section 3, sub a to d of the Decree to the audit committee of its parent company, Repsol S.A.

Board Composition

Pursuant to article 2:276 Dutch civil code, the Company is obliged to achieve that at least 30 per cent of the board members are female and to take this into consideration when appointing new board members. At the end of the financial year 2013 the board consists of one female and three males.

In the financial year 2013 the Company appointed one female member to the board and is still in the process to appoint a second female. For the future years the Company, when a board vacancy appears, will strive to appoint one or more, as the case may be, female board members, if suitable candidates can be identified.

Risks

The Company identifies, evaluates and hedges financial risks in close co-operation with its Parent Company's Financial Risk Department. The Parent Company's Financial Risk Department, with the aim to promote best practices, monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse exposures by degree and magnitude of risks.

The Company's activities expose it primarily to the market risks of changes in foreign currency exchange rates and interest rates. Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments.

The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on risk.

Currency exchange risk
In the normal course of business the Company uses forward exchange contracts, to hedge currency exchange rate risks resulting from financing arrangements in foreign currencies.

The Company has procedures and policies in place to control risks related to financial instruments. These policies and procedures include a clear segregation of duties between operating, settlement, accounting and controlling of all financial instruments used. The Company's management is involved in the risk management process.

Deloitte.
Deloitte Accountants B.V.
For identification purposes
Related to auditor's report dated :
JB April 03 2014

Credit risk
The Company attempts to minimize the counterparty credit risk associated with the financial instruments used by selecting counterparties that it assumes to be creditworthy, given their high credit ratings.

Expropriation of YPF

On 16 April 2012, the government of Argentina announced the expropriation of 51% of YPF share capital represented by the same proportion of YPF Class D shares owned by Repsol S.A. The Company owns 99,99% of Repsol Capital S.L., a company that directly and indirectly held 6,67% of the share capital of YPF S.A., of which 5,30% is subject to expropriation.

At the close of the 2013 financial year, the directors of Repsol S.A. reappraised the expropriated shares in YPF S.A. and YPF Gas S.A. to adjust their value to the amount that would be recovered as a result of the potential negotiated agreement with the Argentine Republic, estimating their value to be € 3,625 million ($ 5,000 million), which is subject, in any case, to the inherent uncertainty of the final outcome of the ongoing negotiations. Consequently Repsol Capital S.L. adjusted the value of the investment in YPF S.A. This adjustment did not affect the value registered of Capital S.L. in the financial statement of the Company.

Future Outlook

It is envisaged that the Company will continue to provide loan capital to subsidiaries and affiliated companies. The future level of profits will be dependent on developments of the investments and financing activities.

The Company does not foresee changes in the number of personnel in the future and does not perform any R&D activities.

During 2013 the average number of employees was 8 (2012:7).

The Hague, the Netherlands,

April 3, 2014

THE MANAGING DIRECTORS

Deloitte.
Deloitte Accountants B.V.

For identification purposes
Related to auditor's report dated :

JZ April 03, 2014

Balance Sheet at December 31, 2013

(Before appropriation of net result)
(Amounts in thousands of U.S. Dollars)

ASSETS	Notes	31.12.2013	31.12.2012
Financial Fixed Assets			
Investments	3	584,212	1,329,888
Long-term loans to affilitiated companies	4	8,565,782	8,418,638
Other long term receivable from third parties		190	2,809
Guarantees and deposits		37	35
		9,150,221	**9,751,370**
Deferred expenses	5	37,957	24,894
		9,188,178	**9,776,264**
Current assets			
Short-term loans to affiliated companies	6	4,407,749	2,471,946
Other receivable from affiliated companies		982,850	620
Short-term portion of other receivable from third parties		8,488	15,096
Interest receivable from affiliated companies		319,987	303,002
Other receivables and prepayments		2,754	4,810
		5,721,828	**2,795,474**
Short term Deposits		2,187	1,676
Cash and Banks	7	5,762	1,590
		7,949	**3,266**
		5,729,777	**2,798,740**
TOTAL ASSETS		**14,917,955**	**12,575,004**

The accompanying notes from 1 to 17 form an integral part of the financial statements.

Deloitte.
Deloitte Accountants B.V.

For identification purposes
Related to auditor's report dated :
JZ April 03, 2014

Balance Sheet at December 31, 2013

(Before appropriation of net result)
(Amounts in thousands of U.S. Dollars)

SHAREHOLDER'S EQUITY AND LIABILITIES	Notes	31.12.2013	31.12.2012
Shareholder's equity	8		
Issued and paid-in capital		414,525	396,581
Additional paid-in capital		337,272	337,272
Other Reserves		(58,209)	(40,265)
Retained earnings		1,785,317	1,246,869
Net result for the year		495,009	538,448
		2,973,914	**2,478,905**
Long-term liabilities			
Deferred income		7,764	9,343
Euronotes	9	7,842,443	7,239,071
		7,850,207	**7,248,414**
Short-term liabilities			
Short-term loans from affiliates	10	148,015	875,953
Commercial Paper and Medium term bonds	9	3,565,761	1,567,677
Interest payable on Medium Term Notes and Euronotes		314,459	281,840
Interest payable to affiliated companies		13	388
Short term loans		144	143
Other payable to affiliated companies and subsidiaries		6,006	97,744
Accrued liabilities		2,614	2,740
Taxes		39,661	18,852
Other payables		17,161	2,348
		4,093,834	**2,847,685**
TOTAL LIABILITIES		**14,917,955**	**12,575,004**

The accompanying notes from 1 to 17 form an integral part of the financial statements.

Deloitte.
Deloitte Accountants B.V.
For identification purposes
Related to auditor's report dated :
JD April 03, 2014

Income Statement for the year ended December 31, 2013

(Amounts in thousands of U.S. Dollars)

INCOME STATEMENT	Notes	31.12.2013	31.12.2012
Financial income and expense			
Income from investments	3	42,750	549,197
Gain on disposal of financial fixed assets	3	359,984	-
Change in carrying value investments	3	46,881	(53,750)
Interest income	12	510,710	456,151
Interest expense	12	(436,409)	(393,233)
Exchange gain (loss)		933	4,390
Other financial incomes (expenses)		1,416	1,199
		526,265	**563,954**
Amortization deferred expenses	5	**(9,192)**	**(7,194)**
General and administrative expenses	13	**(6,630)**	**(3,978)**
Income before provision for income taxes		**510,443**	**552,782**
Provision for income taxes	14	(15,434)	(14,334)
NET RESULT		**495,009**	**538,448**

The accompanying notes from 1 to 17 form an integral part of the financial statements.

Deloitte.
Deloitte Accountants B.V.

For identification purposes
Related to auditor's report dated :

JZ April 03, 2014

Statement of changes in equity for the year ended December 31, 2013

(Amounts in thousands of U.S. Dollars)

(Amounts in thousands)	Issued and Paid in Capital USD	Additional Paid in Capital USD	Other Reserves USD	Retained earnings USD	Net Result for the year USD	Total USD
Balance December 31, 2011	**388,917**	**337,272**	**(32,601)**	**1,085,793**	**203,871**	**1,983,252**
Currency translation - adj.	7,665		(7,665)			
Total unrealized results in equity	**7,665**		**(7,665)**			
Result after taxation 2012					538,448	538,448
Total realized and unrealized results					**538,448**	**538,448**
Result appropriation 2011				203,871	(203,871)	
Dividend related to 2011				(42,794)		(42,794)
Balance December 31, 2012	**396,581**	**337,272**	**(40,265)**	**1,246,869**	**538,448**	**2,478,905**
Currency translation - adj.	17,944		(17,944)			
Total unrealized results in equity	**17,944**		**(17,944)**			
Result after taxation 2013					495,009	495,009
Total realized and unrealized results					**495,009**	**495,009**
Result appropriation 2012				538,448	(538,448)	
Dividend related to 2012						
Balance December 31, 2013	**414,525**	**337,272**	**(58,209)**	**1,785,317**	**495,009**	**2,973,914**

The accompanying notes from 1 to 17 form an integral part of the financial statements.

Deloitte.
Deloitte Accountants B.V.
For identification purposes
Related to auditor's report dated:
J2 April 03, 2014

Notes to financial statements at December 31, 2013

(Amounts in thousands of U.S. Dollars)

1 General

Repsol International Finance B.V. ("the Company"), having its legal seat in The Hague, is a wholly owned subsidiary of Repsol, S.A., located in Madrid, Spain. Companies in which Repsol, S.A. participates are referred to as affiliated companies. Its registered address is Koninginnegracht 19, 2514 AB The Hague, the Netherlands.

The Company's principal activities consist of investing in and financing of subsidiaries and affiliated companies, and the Company is the holder of shares in subsidiaries.

Based on the exemption of Article 408 of Book 2, Title 9 of the Dutch Civil Code, no consolidated financial statements have been prepared. The financial statements of the Company and its subsidiaries are included in the consolidated financial statements of the parent company Repsol, S.A.

A copy of Repsol S.A.'s financial statements for the year ended December 31, 2013 are filed along with the Company's financial statements at the Chamber of Commerce in The Hague.

Historically a significant part of the Company's transactions is denominated in U.S. Dollars. Consequently, the Company's financial statements are reported in U.S. Dollars.

Based on the DAS 360.106, no statement of cash flow has been included, since a consolidated statement of cash flows is included in the consolidated financial statements of Repsol S.A.

2 Accounting Principles

General

The accompanying accounts have been prepared in accordance with Part 9, Book 2 of the Dutch Civil Code.

The financial statements are prepared under the historical cost convention. Unless stated otherwise, assets and liabilities are stated at face value.

Income and expenses are accounted for on an accrual basis. Profit is only included when realized on the end of the reporting period. Losses and risks originating before the end of the financial year are taken into account if they have become known before preparation of the financial statements.

Assets and liabilities denominated in foreign currencies are translated into U.S. Dollars at the year-end exchange rate unless indicated otherwise. Transactions in foreign currencies are translated at the exchange rate in effect at the time of the transaction. The exchange results are recorded under financial income and expense in the Income Statement.

Financial fixed assets

Based upon Article 2:408 of the Dutch Civil Code, the Company accounts for its investments in subsidiaries and other investments at cost and if applicable less impairments in value.

Receivables

Upon initial recognition the receivables are valued at fair value and then valued at amortised cost. The fair value and amortised cost equal the face value. Provisions deemed necessary for possible bad debt losses are deducted. These provisions are determined by individual assessment of the receivables.

Deferred expenses

Deferred expenses relate to the Guaranteed Euronote issues raised between 2004 and 2013.

Aforementioned expenses are capitalised and recognised in profit or loss over the period of the duration of the note.

Cash

The cash is valued at face value. If cash equivalents are not freely disposable, then this has been taken into account upon valuation.

Long-term and short-term liabilities

Upon initial recognition, the loans and liabilities recorded are stated at fair value and then valued at amortised cost. Linear amortization of issuance cost is permitted if it does not deviate substantially from the effective interest method.

Financial Instruments

Financial instruments are used to hedge exposures to movements in currency exchange rates. These financial instruments include currency forward contracts.

These financial instruments are stated at fair value.

The results on these instruments are recognised as other financial income (expense) in the Income Statement.

Recognition of income

Revenues and expenses are recorded in the period in which they originate.

Taxation

Corporate income tax is calculated at the applicable rate on the result for the financial year, taking into account permanent differences between profit calculated according to the financial statements and profit calculated for taxation purposes.

For Dutch corporate income tax purposes, the Company belongs to a fiscal unity along with its Dutch subsidiaries Repsol Netherlands Finance B.V. and Repsol Investeringen B.V. The Dutch corporate income tax due by the fiscal unity has been fully allocated to each company in proportion to its individual result. The Company is jointly and severally liable for the total Dutch corporate income tax payable by the fiscal unity.

Deloitte.
Deloitte Accountants B.V.

For identification purposes
Related to auditor's report dated :

JZ April 03, 2014

3. Investments

For the year ended December 31, 2013, the Company has the following investments:

Name and Legal Seat	Percentage Ownership
Occidental de Colombia LLC., Delaware	*25.00%*
Repsol International Capital Ltd., Cayman Islands	*100.00%*
Repsol Netherlands Finance B.V., The Hague	*66.50%*
Repsol Investeringen B.V., The Hague	*100.00%*
Repsol Capital S.L., Madrid	*99.99%*

Key financial information of the investments for the year ended December 31, 2013 is as follows:

(Amounts in thousands)	Carrying Value	Acquisition Cost
Subsidiary	USD	USD
Repsol International Capital Ltd.	46,881	518,900
Repsol Netherlands Finance B.V.	14	14
Repsol Investeringen B.V.	165	187
Repsol Capital, S.L.	473,407	473,407
Other participations		
Occidental de Colombia LLC.	63,745	63,745
Total	**584,212**	**1,056,253**

The difference between the acquisition cost and the carrying value is the provision for investments.

The movement in investments at carrying value is as follows:

	2013	2012
(Amounts in thousands)	USD	USD
Balance January 1	1,329,888	609,031
Investments	165	774,607
Desinvestments	-792,722	
Provision for investments	46,881	-53,750
Balance December 31	**584,212**	**1,329,888**
Distributed dividend from investments	**42,750**	**549,197**

In November 2013, the Company sold its investment in Gaviota RE, S.A. to Albatros S.à.r.l,, a subsidiary of Repsol S.A. sited in Luxembourg, which resulted in a profit of USD 160,562 thousand. The purpose of the restructuring was to channel through a specific holding entity (Albatros, S.à.r.L) all the participations / subsidiaries of Repsol's group in the reinsurance business. By such a transfer, Repsol Insurance business unit would have access to certain synergies (among others, administrative, related to reporting activities and decision making processes) inherent to the functional / risk separation in a single group of entities (different from the Company) of its reinsurance activities.

On February 26, 2013 Repsol S.A. reached an agreement with the Shell group for the sale of part of its LNG assets and related business which included the shares in Repsol LNG Port Spain B.V. As part of this transaction the Company sold its investment in Repsol LNG Port Spain B.V. to Repsol Exploración S.A., which resulted in a profit of USD 199,422 thousand.

The total decrease in the book value of the investments over the year of USD 792,722 thousand consists of the book values of the two aforementioned investments (Gaviota RE, S.A. USD 18,088 thousand and Repsol LNG Port Spain USD 774,634 thousand).
The total profit which was realized on the sale of the aforementioned investments amounts to USD 359,984 thousand.

In December 2013, the Company made a capital increase in the investment of Repsol Investeringen B.V. of USD 165 thousand and reversed a part of the provision on the investment in Repsol International Capital Ltd. with USD 46,881 thousand due to a positive equity of the investment.
During 2013, the Company received USD 42,750 thousand of dividends from Occidental de Colombia LLC.

Expropriation of YPF

On 16 April 2012, the government of Argentina announced the expropriation of 51% of YPF share capital represented by the same proportion of YPF Class D shares owned by Repsol S.A. The Company owns 99,99% of Repsol Capital S.L., a company that directly and indirectly held 6,67% of the share capital of YPF, S.A., of which 5,30% is subject to expropriation.

At the close of the 2013 financial year, the directors of Repsol S.A. reappraised the expropriated shares in YPF S.A. and YPF Gas S.A. to adjust their value to the amount that would be recovered as a result of the potential negotiated agreement with the Argentine Republic, estimating their value to be € 3,625 million ($ 5,000 million), which is subject, in any case, to the inherent uncertainty of the final outcome of the ongoing negotiations. Consequently Repsol Capital S.L. adjusted the value of the investment in YPF S.A. This adjustment did not affect the value registered of Capital S.L. in the financial statement of the Company.

4 Long-term loans to Affiliated Companies

Long term loans to affiliated companies expire over more than one year. The loans bear an average interest rate of 4.09% per annum.

Long term loans with a fixed interest rate and a book value of USD 8,565.8 million have a fair value of USD 9,292.0 million. All other long term and short term loans have floating interest rates. Therefore their book values approach their fair values.

5 Deferred Expenses

The deferred expenses related to the Guaranteed Euronotes issues raised during 2004, 2007, 2009, 2011, 2012 and 2013 are capitalized and amortized to the Income statement over the period of the duration of the notes.

The movement of deferred expenses is as follows:

(Amounts in thousands)	**USD**
Balance January 1, 2013	24,894
Additions	22,255
Amortization	(9,192)
Balance December 31, 2013	**37,957**

Deloitte.
Deloitte Accountants B.V.
For identification purposes
Related to auditor's report dated :
JZ April 03, 2014

The amortization of deferred expenses related to the difference between face value and issue price for each Euronote issued is recorded under caption "Amortization deferred expenses".

6 Short-term loans to Affiliated Companies

Short term loans to affiliated companies expire within one year. The loans bear an average interest rate of 4.11% per annum.

7 Cash and banks

The total amount of cash is readily available for the payment of obligations and free from any contractual restriction that limits its use as at 31st of December 2013.

8 Shareholder's Equity

Equity

Balance January 1, 2013	2.478.905
Dividend distributions	0
Revaluations	0
Result 2013	495.009
Balance December 31, 2013	**2.973.914**

The issued and paid-in capital consists of 300,577 shares with a par value of 1,000 Euros, translated to U.S. Dollars at an exchange rate of EUR 0.7251 per U.S. dollar as at December 31, 2013.

9 Euronotes

Long Term

The different issues of guaranteed medium term notes are summarized as follows:

Maturity	Nominal in €	Amount in $	Coupon	Yield	Fair Value in €	Fixed / Floating Rate
February 12, 2016	850 million	1,172.2 million	Annual	4.250%	900.3 million	Fixed
February 16, 2017	886 million	1,222.7 million	Annual	4.750%	967.8 million	Fixed
February 20, 2018	750 million	1,034.3 million	Annual	4.375%	815.9 million	Fixed
February 19, 2019	1,000 million	1,379.1 million	Annual	4.875%	1,120.0 million	Fixed
May 28, 2020	1,200 million	1,654.9 million	Annual	2.625%	1,174.6 million	Fixed
October 7, 2021	1,000 million	1,379.1 million	Annual	3.625%	1,028.3 million	Fixed
	5,685.8 million	**7,842.4 million**				

The total long-term loan payable maturating after 5 years is USD 3,034 million.

Short Term

On March 27, 2014 the EUR 1,000 million (USD 1,379.1 million) note and on October 8, 2014 the EUR 1,000 million (USD 1,379.1 million) fixed rate note will mature on a par basis.
The fair values of the notes amounts to EUR 2,039.6 million (USD 2,812.8 million).

The Euronotes are listed at the stock exchange of Luxembourg.

Deloitte.
Deloitte Accountants B.V.
For identification purposes
Related to auditor's report dated :
JD April 03, 2014

Under the Euro-Commercial Paper Programme the Company has issued several notes. On December 31, 2013, the outstanding balance amounts USD 807.6 million, being issued in EUR 478.2 million (USD 659.5 million), USD 142.5 million and CHF 5 million (USD 5.6 million) notes. All the notes are repayable in 2014.

10 Short term loans from affiliates

Liabilities with a remaining period up to 1 year, including the short-term portion of long-term liabilities, are presented under short-term liabilities.

The short-term liabilities comprise credit facilities denominated in U.S. Dollar, received from affiliated companies for an amount of USD 148 million at an average interest rate of 0.07%.

11 Covenants in Repsol International Finance B.V.'s Indebtedness

The bank loans generally contain customary covenants for contracts of this nature, including negative pledge and cross-default clauses.

The issues of unsecured and unsubordinated Euronotes representing a nominal of EUR 7,686 million guaranteed by Repsol, S.A., contain clauses whereby the Company and the guarantor undertakes to pay interest when due and the liabilities at maturity, subject to certain exceptions, undertakes not to create encumbrances on its assets in relation to these issues or to future issues of debt securities.

In the event of a default under any series of the bonds, the trustee, at his sole discretion or at the request of the holders of at least one-fifth or one quarter of the bonds, depending upon the series, can declare the bonds of that series to be due and payable.

Almost all of our total outstanding debt is subject to cross-default provisions.

These provisions may be triggered if an event of default occurs with respect to indebtedness equal to or exceeding the greater of an amount equal to USD 50 million or 0.25% of Repsol´s shareholders' equity.

As a result of these cross-default provisions, a default on the part of Repsol or any subsidiary covered by such provisions could result in a substantial portion of our debt being declared in default or accelerated. Repsol believes that none of its debt or that of any of its subsidiaries is currently in default.

Regarding bonds issued March 2009, December 2011, January 2012, September 2012, May 2013 and October 2013 respectively, each holder of the notes will have the option to require the Issuer to redeem such notes if a change of control occurs and, during the change of control period a rating downgrade, as defined in the final terms, occurs to Repsol.

As long as any of the notes remain outstanding, the Company will not create or have outstanding any mortgage, charge, pledge, lien or other security interest upon the whole or any part of its undertaking, assets or revenues or to secure any guarantee of or indemnity in respect to any relevant indebtedness.

The Company's directors believe that at the date of this writing there are no reasons, nor will there be foreseeable reasons in the future, which will make it necessary to apply the clauses providing for early maturity of the debt.

Deloitte.
Deloitte Accountants B.V.
For identification purposes
Related to auditor's report dated :
JZ April 03, 2014

12 Interest Income and Expense

The following table shows the analysis of the interest income for 2013 and 2012.

Interest Income

(Amounts in thousands)	2013 USD	2012 USD
Interest Income from affiliated companies	510,438	455,817
Interest Income from third parties	272	334
	510,710	**456,151**

The following table shows the analysis of the interest expense for 2013 and 2012.

Interest Expense

(Amounts in thousands)	2013 USD	2012 USD
Interest Expense to affiliated companies	99	3,394
Interest Expense to third parties	126	148
Interest Expense of debentures and bonds	436,184	389,691
	436,409	**393,233**

13 General and administrative expenses

The total general and administrative expenses for 2013 amount to USD 6,630 thousand. Under the general and administrative expenses, an amount of USD 938 thousand has been recorded for salary costs, an amount of USD 43 thousand has been recorded for social security charges and an amount of USD 7 thousand has been recorded for pension costs.

Based on article 2:382a (3) of the Civil Code, the auditors' remuneration of Deloitte Accountants B.V. has not been disclosed separately.

14 Income Taxes

For Dutch corporate income tax purposes, the Company belongs to a fiscal unity along with its Dutch subsidiaries Repsol Netherlands Finance BV and Repsol Investeringen BV. The Dutch corporate income tax due by the fiscal unity has been fully allocated to each company in proportion to its individual result. The Company is jointly and severally liable for the total Dutch corporate income tax payable by the fiscal unity.

The effective Dutch corporate income tax rate of the Company for 2013 amounts to 3% which differs from the applicable general 2013 Dutch corporate income tax rate of 25% as a result of the application of the participation exemption.

The following table shows the analysis of the effective tax rate for 2013 and 2012.

Amounts in thousand	2013 USD	2012 USD
Income before provision for income taxes	510.443	552.782
Provision for income taxes	(15.434)	(14.334)
Effective Tax Amount	3,02%	2,59%

15 Financial Instruments

In the normal course of business the Company uses forward exchange contracts, to hedge currency exchange rate risks resulting from financing arrangements in foreign currencies.

The estimated fair value of a financial instrument is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Fair values are determined from listed market prices, price quotations from banks or pricing models.

The Company has procedures and policies in place to control risks related to financial instruments. These policies and procedures include a clear segregation of duties between operating, settlement, accounting and controlling of all financial instruments used. The Company's management is involved in the risk management process.

The Company attempts to minimize the counterparty credit risk associated with the financial instruments used by selecting counterparties that it assumes to be creditworthy, given their high credit ratings.

The table below summarises by major currency the contractual amounts of the Company's foreign exchange contracts in U.S. Dollars as of December 31, 2013. Foreign currency amounts are translated at rates prevailing at the balance sheet date. The "buy" amounts represent the USD equivalent of commitments to purchase foreign currencies, and the "sell" amounts represent the USD equivalent of commitments to sell foreign currencies. These commitments expire in 2014.

(Amounts in thousands)		BUY	SELL	Exch rate 31.12.2013
U.S. Dollar	**USD**	1,356,637	(76,746)	**1**
Canadian Dollar	**CAD**	2,766	(34,574)	**1.0638**
Euro	**EUR**	74,252	(1,348,811)	**1.3791**
Swiss Frank	**CHF**	4,451		**0.8901**

The fair value of this forwards amount to USD (17,102) thousand.

16 Personnel

As of December 31, 2013, the Company has 8 employees.

17 Statutory and Supervisory Directors

The local directors have received in total a remuneration of gross salary of USD 250 thousand and other of USD 33 thousand in 2013. In April 2013, an employer only levy of wage tax (additional crisis tax) of 16% was due to the extent the gross wages paid to one employee in 2013 exceeded EUR 150 thousand. Based on case law Repsol has taken the position that such provision is (partially) not allowed under the First Protocol to the European Convention on Human Rights and hence filed an objection to the payment of the additional crisis levy with the Dutch tax authorities.

The supervisory directors do not receive any remuneration from the Company.

Deloitte.
Deloitte Accountants B.V.
For identification purposes
Related to auditor's report dated:
JD April 03, 2014

Signing of the financial statements

The Hague, the Netherlands,

April 3, 2014

STATUTORY DIRECTORS:

G. A. L. R. Diepenhorst

F. J. Sanz Cedrón

M. L. González-Poveda González

F. J. Nogales Aránguez

The general meeting adopted the prepared financial statements on April 3, 2014.

Deloitte.
Deloitte Accountants B.V.

For identification purposes
Related to auditor's report dated :

J2 April 03, 2014

Other information

1 Independent auditor´s report

Reference is made to the auditor´s report included hereafter.

2 Statutory rules concerning appropriation of result

In Article 19 of the company statutory regulations the following has been presented concerning the appropriation of result:

The profit shall be at the disposal of the General Meeting.

3 Appropriation of Net Result 2012

The Annual report 2012 was determined in the General Meeting held on April 22nd, 2013. The General Meeting determined the appropriation of the Net Result 2012 in accordance with the proposal being made to that end.

4 Appropriation of Net Result 2013

The Articles of Incorporation provide that the appropriation of income for the year is decided upon at the General Meeting. Awaiting the decision by the shareholder, the net result for the year is separately included in the shareholder equity as net result for the year.

5 Subsequent events

There have been no subsequent events after December 31, 2013, up to the date these financial statements were available to be issued.

Deloitte.
Deloitte Accountants B.V.

For identification purposes
Related to auditor's report dated :

J2 April 03, 2014

Deloitte.

Deloitte Accountants B.V.
Wilhelminakade 1
3072 AP Rotterdam
P.O.Box 2031
3000 CA Rotterdam
Netherlands

Tel: +31 (0)88 288 2888
Fax: +31 (0)88 288 9929
www.deloitte.nl

Independent auditor's report

To: The shareholder of Repsol International Finance B.V.

Report on the financial statements

We have audited the accompanying financial statements 2013 of Repsol International Finance B.V., The Hague, which comprise the balance sheet as per December 31, 2013, the income statement for the year then ended, statement of changes in equity and the notes, comprising a summary of the accounting policies and other explanatory information.

Management's responsibility

Management is responsible for the preparation and fair presentation of these financial statements and for the preparation of the management board report, both in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore management is responsible for such internal control as it determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

DPS_12848/st

Deloitte.

Opinion with respect to the financial statements

In our opinion, the financial statements give a true and fair view of the financial position of Repsol International Finance B.V. as per December 31, 2013 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

Emphasis of an uncertainty in the financial statements with respect to a lawsuit

We draw attention to note 3 in the financial statements, which describes the major uncertainty related to the outcome of the expropriation of Repsol S.A. Group shares in YPF S.A. Our opinion is not qualified in respect of this matter.

Report on other legal and regulatory requirements

Pursuant to the legal requirement under Section 2:393 sub 5 at e and f of the Dutch Civil Code, we have no deficiencies to report as a result of our examination whether the management report, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of this Code, and whether the information as required under Section 2:392 sub 1 at b-h has been annexed. Further we report that management report, to the extent we can assess, is consistent with the financial statements as required by Section 2:391 sub 4 of the Dutch Civil Code.

Rotterdam, April 3, 2014

Deloitte Accountants B.V.

Signed on the original: J.A. de Bruin