Investor Update

Strategic Plan 2012-2016

"Growing from our strengths"

Repsol. Investor Relations

April 2015



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Company Overview

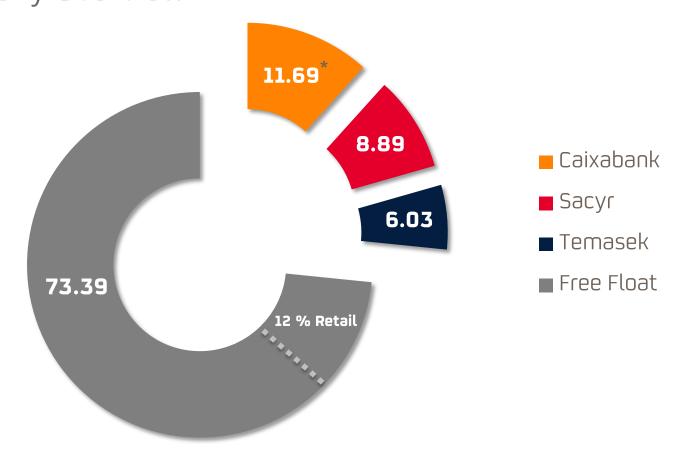


Repsol today Company Overview





Repsol's Shareholders Company Overview



Total number of shares as of April 2015: 1,374.69 million

* On 11th November 2013 CaixaBank launched a €594m 3-year Mandatory Exchangeable Bond into Repsol shares (2.5% of share capital)

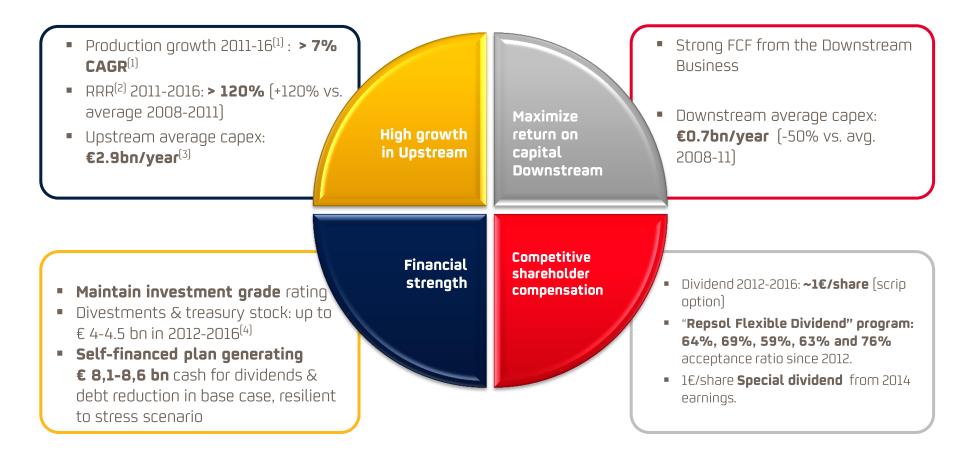


Repsol: A Transformation Story

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2012-2016 Key strategic targets Repsol: A Transformation Story



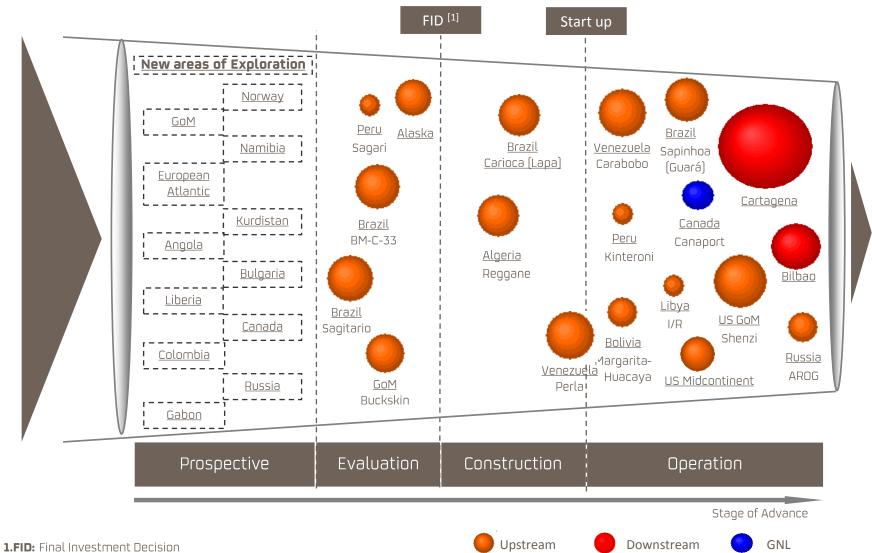
1. Compound annual growth rate. 2. Average Reserve Replacement Ratio 2011-2016. 3. Net Capex. excluding G&G and G&A

- **4.** Targets in 2012. Target more than achieved after LNG disposal. Up to date divestments: 10% of treasury stock (€2.4bn); LPG Chile & Amodaimi (€0.6bn); LNG business (€4.4bn) and 10% stake in TPG (219 M\$)
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Turnaround plan Repsol: A transformation story

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Acquisition of Talisman Energy

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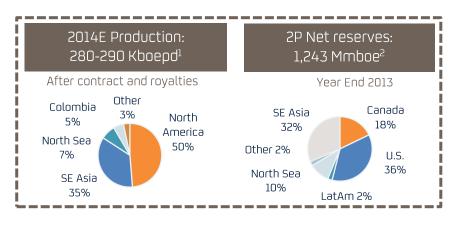
Talisman:

A major Canadian listed upstream company with a globally diversified portfolio

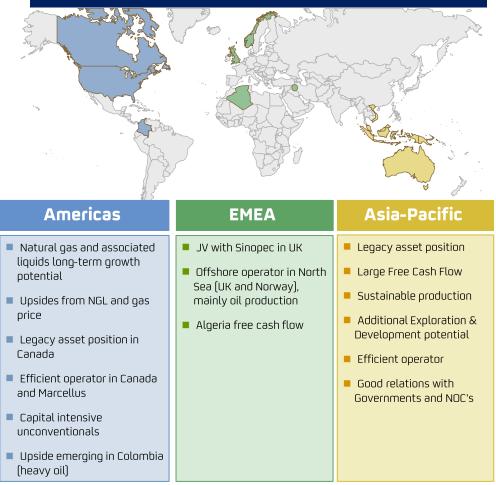


Key facts

- Dual-listed E&P company with core assets in North America, the Asia Pacific region, Colombia and Northern Europe
- 🖵 Headquartered in Calgary, Alberta, Canada
- Approximately 2,800 highly trained employees in 18 countries
- □ 1P reserves 838 Mboe, ~65% Developed
- OECD countries: ~65% of 2P Reserves
- R/P: 12 (2P Reserves / run rate production)



Diversified asset portfolio



Source: Company filings, presentation, equity research

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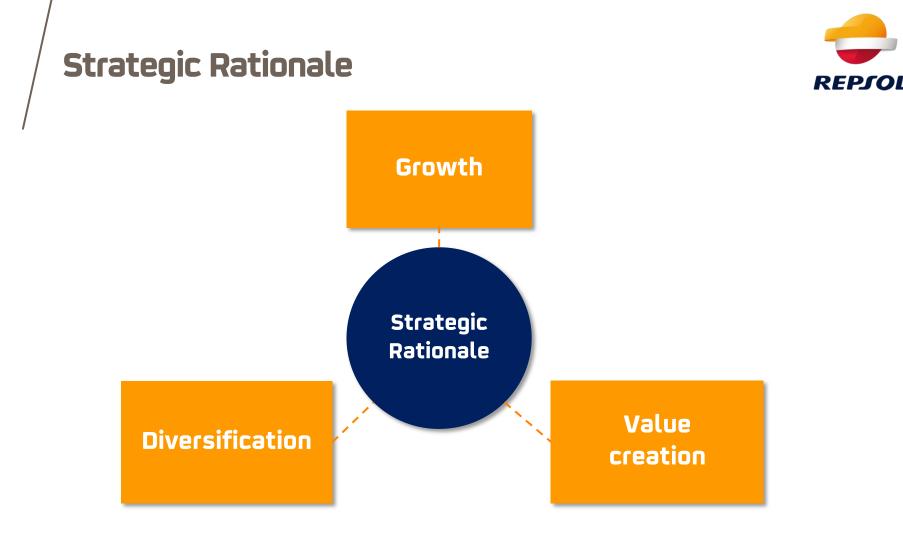
Note: All figures shown gross of royalties and in U.S. dollars, unless otherwise noted, includes equity investments

1. Net production (assuming 2013YE reserve report implied royalty rates of 19% for gas and 20% for liquids) from ongoing operations based on company guidance (350-365 kboepd gross)

2. Net reserves as of December 2013YE adjusted to reflect sale of Montney assets (550 Bcf of 2P reserves, assumes to be 100% gas, 19% royalty)

Transaction Overview			
Transaction structure	 Repsol S.A. ("Repsol") to acquire 100% of Talisman Energy Inc. ("Talisman") outstanding common shares Structured as Plan of Arrangement 		
Consideration & Valuation	 US\$8 per share, representing total all-cash consideration of US\$8.3 billion¹ Total enterprise value of US\$12.9 billion, assuming US\$4.7 billion in Talisman net debt as of September 30th, 2014 Immediately accretive to operating cash flow per share, EPS neutral for 2016 and accretive from 2017² 		
Financing	 Liquidity on hand Designed to secure the Investment Grade rating Maintenance of current competitive dividend 		
Certainty & timing	 Offer unanimously approved by Repsol and Talisman Boards of Directors Subject to the approval of Talisman shareholders Subject to customary Governmental regulatory approvals, including Investment Canada, and third party consents Closing estimated by mid-year 2015 		

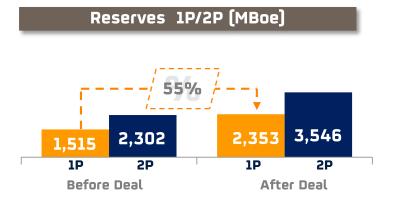
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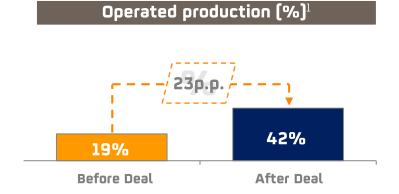


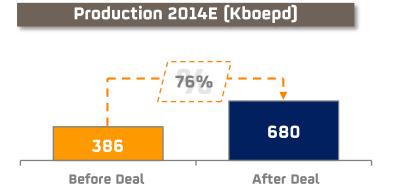
Transformational deal, upgrading Repsol's portfolio and competitive advantage achieving global scale and diversification, greater exposure to Upstream, leading growth platforms and enhanced capabilities to create value

Production, Reserves, Operatorship, OECD production

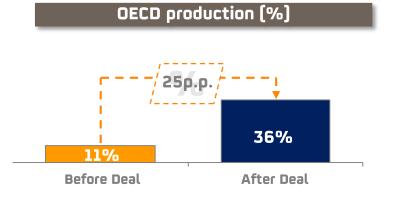








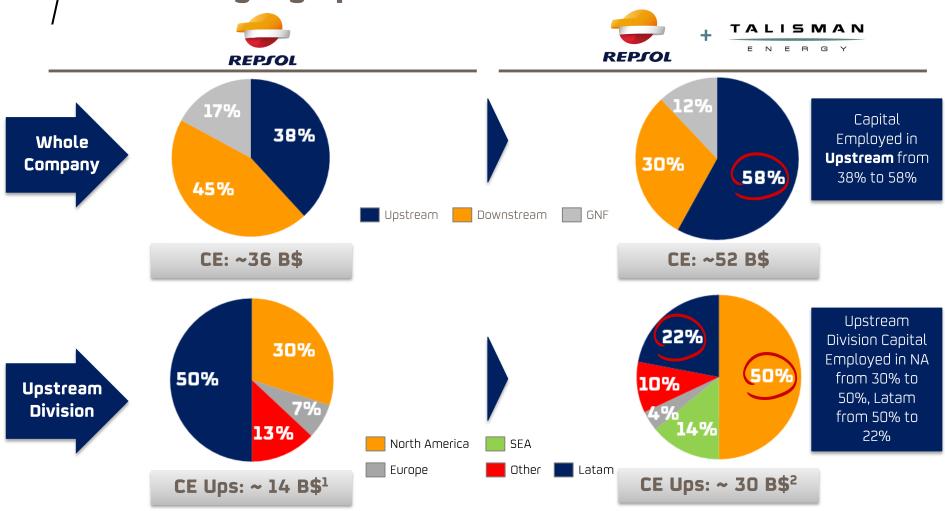
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1. Without Libya Note: Considering net reserves (after royalties) and net production (after royalties). Asset sales considered Note: If not specified 2013 data Source: Rystad; Repsol internal information; Talisman Annual Report

Significant enhancement of Repsol's upstream business geographic diversification



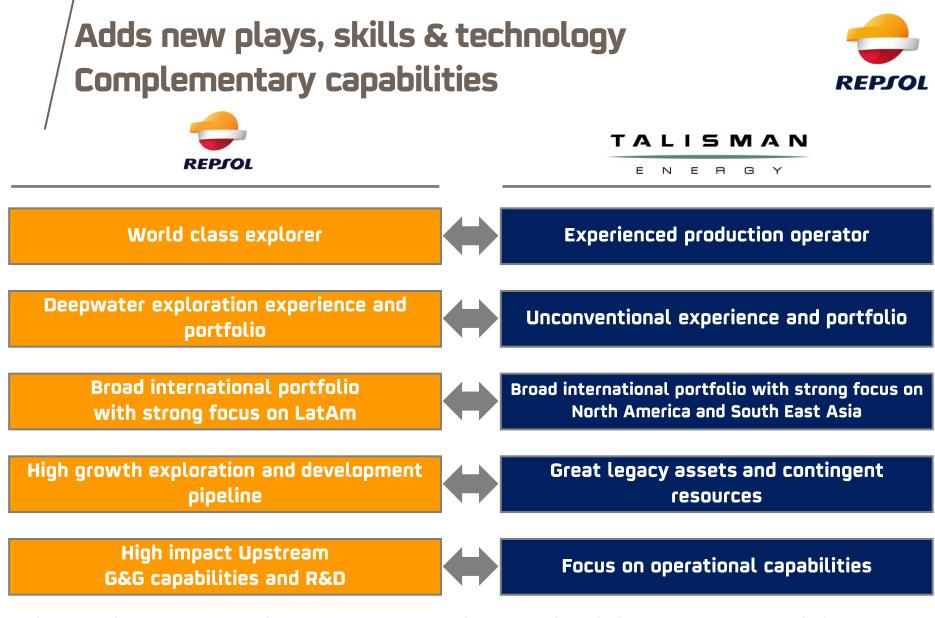


Repsol will have operations in more than 50 countries and more than 27,000 employees

1. Data 2014 Estimated. Others include Repsol assets in Africa and Russia 2. Public 2013 Talisman data

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Note: Corporate Center CE splitted between Upstream and Downstream proportionally to their standalone CE. Corporate Center CE included in Spain. Whole GNF stake considered in Spain. Source: annual report, Capital IQ



With this transaction, Repsol gains a significant competitive edge becoming a much stronger and balanced E&P player

Portfolio management: Opportunities to optimize capital allocation



A broader portfolio together with a sound financial position provides a better capacity to create and unlock value through portfolio management, allocating capital to the most valuable projects and assets

Portfolio management criteria:

- Prioritizing CF and Net Income
- Exposure to priority plays where to set platforms for growth
- Increasing sustainability (Reserve Life Ratio)
- > Geographic Risk Profile



Talisman transaction would generate synergies of ~220 M U\$/year¹

	Commercial	 Enhanced gas, NGLs and oil marketing and trading in North America Growth in N. America gas, NGLs and oil commercial and midstream portfolio size and diversity
Cost Synergies	Capex costs	 Leverage scale in procurement in categories with global or regional markets Best practice sharing in Capex and project management
	G&A costs	 Optimization and integration of corporate functions Integration of regional and country HQ where overlapped IT expenditure optimization and scale
Operational Synergies	Exploration effectiveness	 Application of Repsol exploration technology on new portfolio Exploration teams integration and best practice transfer Global exploration portfolio management

A strategic combination to accelerate growth, diversify asset base and drive shareholder value REPTOL



Talisman acquisition **consistent with Repsol strategy to strengthen Repsol's upstream** business while providing a **platform for future growth**



Creating Value: IRR above WACC



Creates a truly **globally diversified company** with an asset base in key sought-after regions in **North America, Northern Europe, Southeast Asia and Latin America**



Gives Repsol **access to deeper expertise** in unconventional plays, heavy oil, and offshore



Doubles Repsol's operatorships and increases its weight towards OECD



Immediately cash flow accretive and EPS neutral for 2016 and accretive from 2017

Doable opportunity

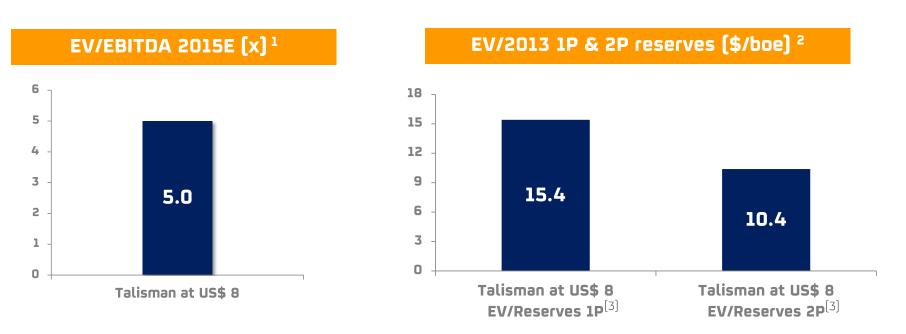


Commitment to maintain competitive dividend

Price and Trading Multiples



The transaction offers competitive multiples for Repsol, especially considering the long term value of the asset



Premium of 24% over last 3-month average share price and 14% premium over last 3-month average Enterprise Value⁴

1. Company filings, FactSet, Equity research and Bloomberg.2. Finding & Development 5-year average cost of the industry is US\$ 24.4/boe.3. According to Sell Side analysts the average resource finding cost of the industry is 5 \$/boe, which compares with 2.9 \$/boe of EV/resourcesin this transaction (assuming Sell Side estimate of 3.2 Bboe for Talisman's contingent resources)4. VWAP as of December 11th, 2014

Net debt proforma post Talisman deal Resilient credit metrics under stress scenarios



Net Debt Estimated Post Deal^[1]

(Ebn) 6,8 12,8 4,1 1,9 1,9 Repsol Net Debt 31 Talisman Net Debt Dec 2014 + Preferrence Shares (5) 31 Dec 2014 (5)

Net Debt $^{[2]}$ / EBITDA $[x] ^{[3]} ^{[4]}$



Resilient credit metrics under stress scenarios

1. Exchange rate of US\$/€ 1.21 as of 31 December 2014

2. Net debt 2015-2017 includes: US\$ 1 billion in synergies and US\$ 1 billion in divestments; 50% in 2015 and 50% in 2016. Excludes equity content hybrid

3. Joint Ventures' EBITDA included

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4. Base case: Repsol price deck (2015E 85 US\$/bbl; 2016E 93 US\$/bbl; 2017E 99 US\$/bbl); Stress case: Forward curve first 3 years (2015E 71 US\$/bbl; 2016E 76 US\$/bbl; 2017E 79 US\$/bbl)

5. Talisman allowed to pay common dividend of up to US\$0.18 per share between signing and closing. US\$0.0675 per share paid in December 2014.



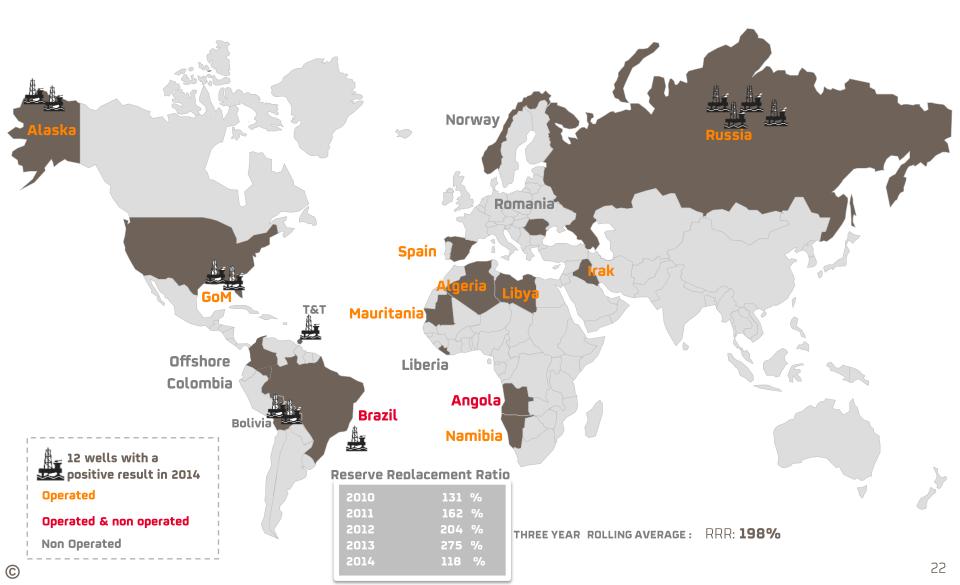
Upstream

Our businesses strategy

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Countries with drilling activity during 2014 34 wells finalized in 2014

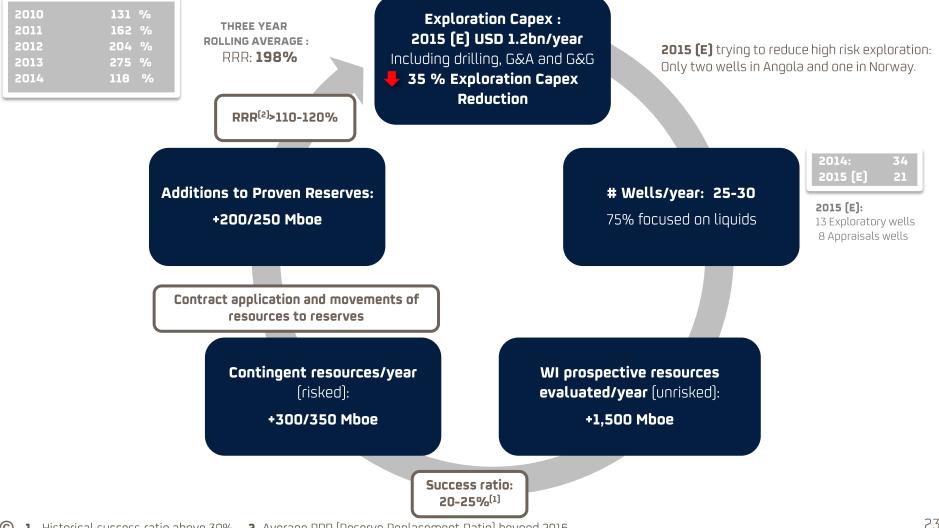


Setting the basis for the new waves of growth Focus on Exploration



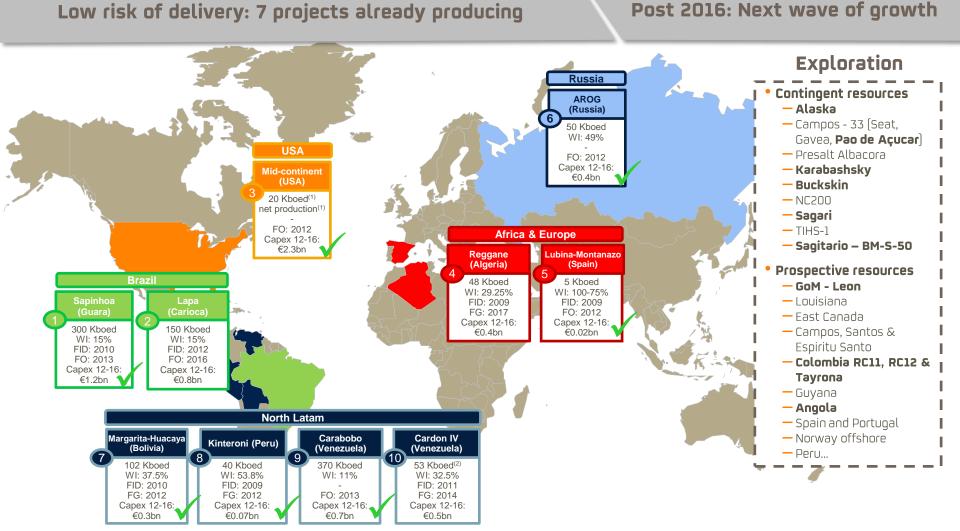
2015 exploration strategy based on lower risk than in previous years.

Reserve Replacement Ratio



10 key growth projects in 2012-2016 Delivering Growth





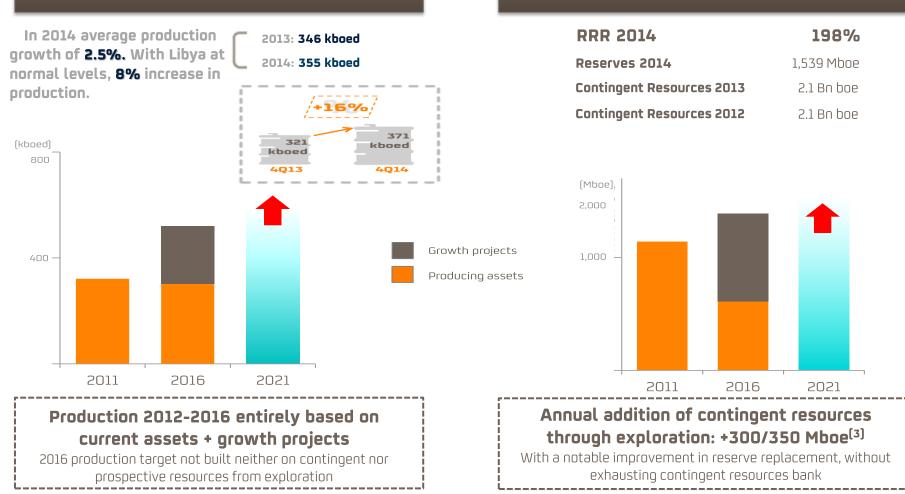
Note: all production figures indicate gross plateau production; WI = Repsol Working Interest; FID = Final Investment Decision; FD: First Oil; FG: First Gas; Net capex 2012-2016, excluding G&G and G&A. 1. Average Repsol net production post royalties 2. Phase I gross production



2012-2016 Reserve Replacement Ratio^[2]

Targets Delivering Growth

CAGR^[1] >7%



Compound annual growth rate. Expecting production growth in 2015 of around 7% excluding Libya. (Excluding the contribution of Libya in both years (2014 & 2015)
 Cumulative contingent resources
 Risked resources.



Downstream

Our businesses strategy

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Improve profitability on operational excellence and efficiency

Maximize return on investment and cash generation

Refining

- Reduce energy costs
 - Fuel consumption & losses down by 6% at 2016
- Reduce CO₂ emissions by 15% at 2016
- Operational excellence program in refineries

Marketing

- Maximize value of marketing assets and competitive position
- Optimize retail asset portfolio
- Increase non-oil margins
- Increase international margin from lubricants and specialties

Petrochemicals

Maximize value of integration with refining

Competitive Plan:

- O Higher-value applications
- O Efficiency program
- Continue cost reduction program

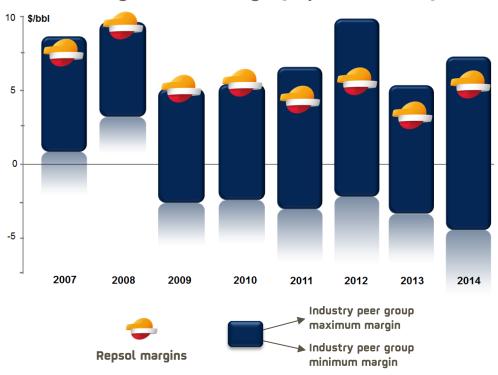
LPG

- Adequate production and commercial capacity to market conditions in Spain
- Optimize portfolio



Downstream strategy 2010-2014: Increased competitiveness of Downstream business

Competitive Downstream business, linked to quality assets and geographical situation



Integrated R&M margin (Repsol vs. Sector)

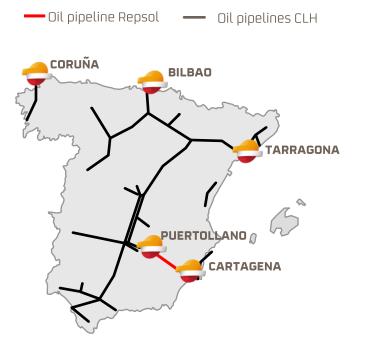
- Presence in a premium market for refining
- Completion of expansion and conversion projects
- Integrated refining portfolio, working as a unique system
- Efficient integration between the refining and marketing businesses

Note: Integrated R&M margin calculated as CCS/LIFO-Adjusted operating profit of the R&M Segment divided by the total volume of crude processed (excludes petrochemical business) of a 14-peer-group. Based on annual reports and Repsol's estimates. Source: Company filings



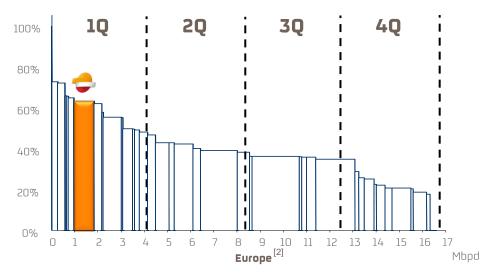
Downstream strategy 2010-2014: Increased competitiveness of Downstream business

Improved competitiveness of refining assets



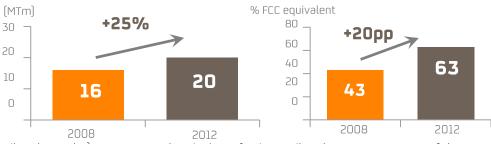
- Increased competitiveness of refining assets
- Top quartile position among European peers along the cycle
- Divested non-core / low return assets (€1.4bn)^[1]





Middle distillates production

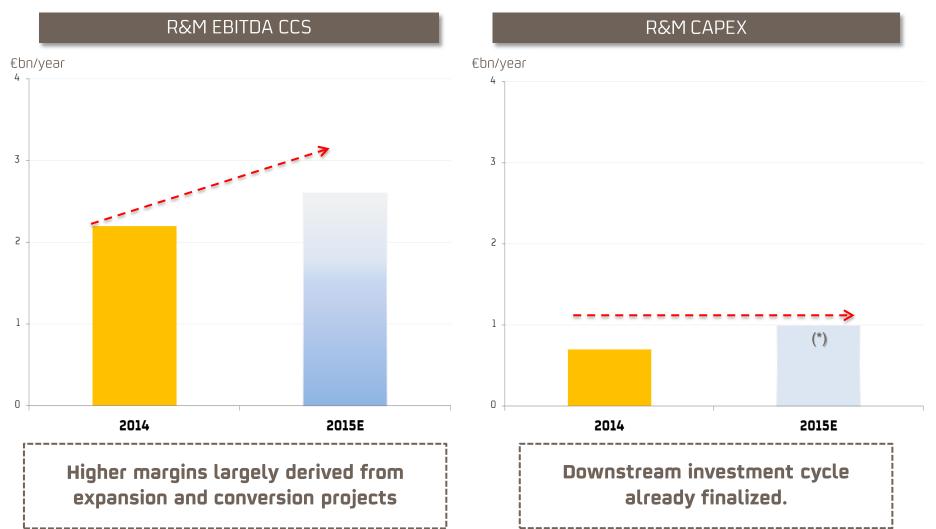
Conversion



1. Includes sale of 15% of CLH, non-integrated Downstream in LatAm (Chile, Brazil and Ecuador), PMMA Petrochemicals, Refap in Brazil and LPG France, some of them 29 executed in Dec. 2007 2. Data source: WoodMackenzie



Maximizing returns from the business and capital discipline



(*) 2015 capex figure includes the investments in La Pampilla Refinery (Peru). This subsidiary is fully consolidated in the financial statements although Repsol stake is 51%. Downstream investments will be applied to maintenance and to our programs to reduce CO2 emissions, increasing profit through energy consumption reduction.

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Gas & Power Access to premium markets in North America



Trading activity based in our Houston headquarters

EBITDA 9M14: 238 M€

Regasification plant

Total capacity: 10 bcm/year Partners: Repsol (75%), Irving Oil (25%) Regasification capacity: 100% Repsol



Prices referenced mainly to Algonquin

Maritimes Pipeline

Canaport LNG

Brunswick Pipeline



Gas Natural Fenosa

Our businesses strategy

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GAS NATURAL FENOSA



A liquid asset, with growth capabilities and a strong cash flow generator

Strong LatAm footprint, growth and strong cash generation

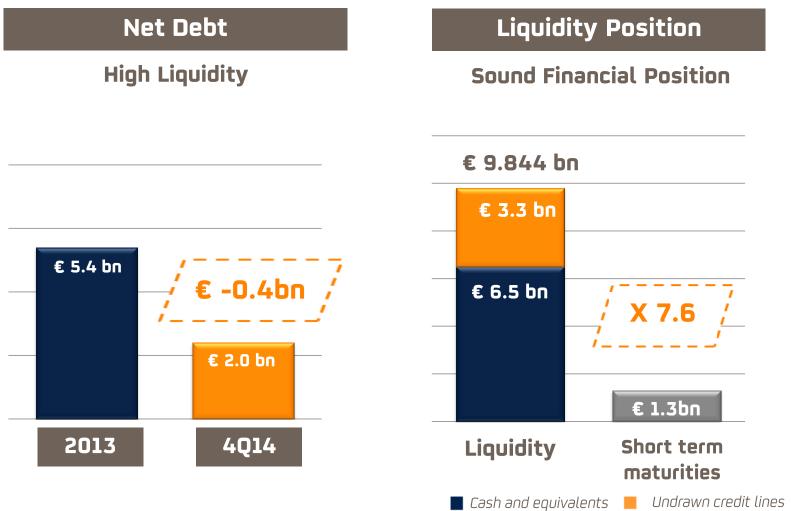
Leading Utility	An European leading utility company with a strong footprint and growth in Latin America
Dividend Yield	Strong cash stream for Repsol via Dividend
A Good option	A financial investment with strong cash flow generation via dividends, not linked to oil price and with divestment optionality
Recent Developments	GNF reached an agreement to purchase CGE. With this acquisition GNF maintains its commitment of a 62% payout ratio in cash

Financial Position





Financial Discipline: self-financed strategic plan



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Commitments with Investment Grade Hybrid bonds



In order to reinforce Repsol´s capital structure and support an investment grade rating Repsol will issue up to €5bn of hybrid bonds^[1], non-dilutive for equity investors, in several tranches:

18th of April, Issuances for a total amount of €2bn

- A €1bn perpetual subordinated bond (EURO 6-Year Non-Call Perpetual Securities), with an interest rate of 3.875 per cent per annum in the next 6 years.
- A €1bn 60-years subordinated bond (EURO 10-Year Non-Call Securities Due 2075), with an interest rate of 4.5 per cent per annum in the next 10 years.

⁽¹⁾ Perpetual tranches treated 100% as equity at group level under IFRS. 50% equity credit under rating agencies methodology

Rating Agencies have Confirmed Repsol's Rating following Talisman's Agreement



Moody's Baa2 (Negative) 19 December 2014: Affirms rating at Baa2 while changing outlook to "Negative" from "Stable"	"The acquisition of Talisman will accomplish Repsol's goal of growing and rebalancing its upstream portfolio, with benefits for its cash flow, size and scale, and geographic diversification." <i>Moody's, 19 December 2014</i>
 > 18 December 2014: Affirms rating at BBB- while revising outlook to "Stable" from "Positive" 	"The acquisition would result in a larger and more diversified business scope, while Repsol retained a "satisfactory" business risk profile assessment overall." ^[1] Standard & Poors, 18 December 2014
Fitch ratingsBBB (Stable)Provide the state of the state o	"Post-closing, Repsol will significantly improve its oil and gas production profile with focus on upstream assets in OECD countriesThe combined group will have nearly double the daily outputWe believe that after the acquisition, Repsol will have the flexibility to maintain leverage ratios within our guideline for the rating."

Rating Agencies underline benefits from upstream portfolio diversification and Repsol´s flexibility to maintain target leverage ratios

1. Title: Research Update: Repsol Outlook Revised To Stable From Positive On Acquisition Of Talisman Energy; 'BBB-/A-3' Ratings Affirmed; Author: Simon Redmond and Christophe Boulier - Publication Date: 18 December 2014 - Published by: Standard & Poor's Financial Services LLC; This material is reproduced with permission of Standard & Poor's Financial Services LLC

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Focus on Rating and Liquidity



Commitment to investment grade rating

Strong track record of prudent financial policy, with a clear focus to strengthen Repsol's capital structure:

- Financial actions post YPF expropriation
- Since December 2013 to FY2014, net debt has been reduced by €3.4bn

Strongly committed to investment grade rating

- Long term capital structure for the acquisition of Talisman:
 - Issuance of up to €5bn of hybrid securities
 - €2bn in synergies/divestments

Liquidity in Repsol standalone exceeds the cash out for the acquisition of Talisman

- Cash on hand and equivalents of €6.5bn^[1]
- Available committed long term credit lines of €2.6bn^[1]
- Additional short-term financial alternatives available if required
- Fully financed plan even under stress scenarios and without capex optimization and divestments
- Sufficient liquidity to cover for both Repsol's and Talisman's needs throughout the next 24 months and without considering the Hybrid proceeds

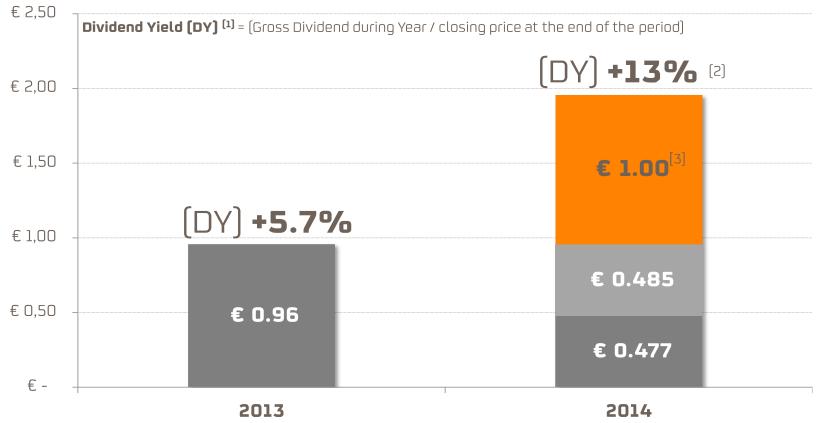
Liquidity above investment needs for Talisman

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Repsol in figures Shareholder remuneration

"2015 maintaining our competitive shareholder remuneration at current levels with the scrip option"



- **1.** For the scrip dividend assumes the guaranteed fixed price offered for the free-of-charge allocation rights.
- **2.** Dividend yield calculated with December 31st 2014 closing Price.

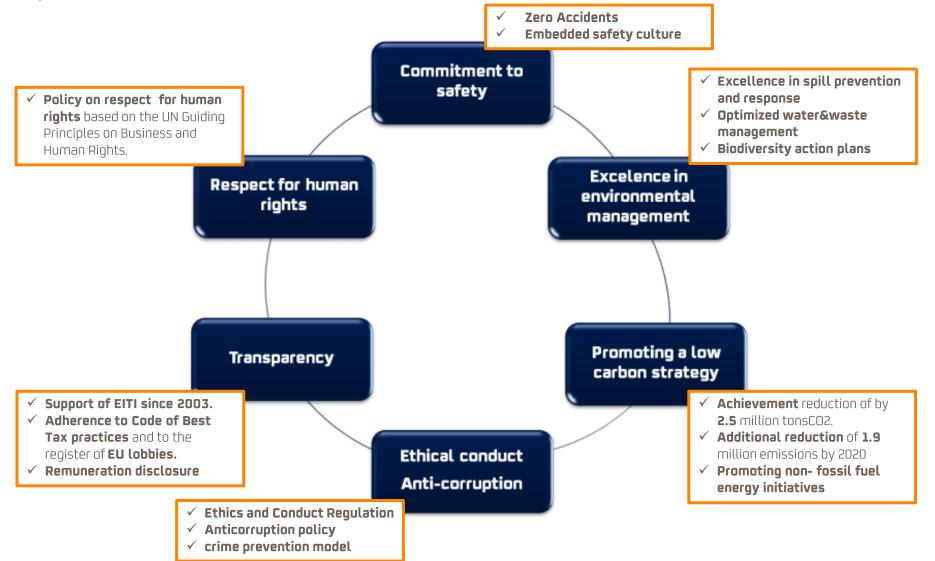
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3. On May 28th, 2014, The Board of Directors agreed to distribute an extraordinary dividend of one euro per share from 2014 earnings, with payment day on June 6th, 2014. **Note:** The Board of Directors proposed to the AGM 2015 to continue with the "Repsol Flexible Dividend" Programme, equivalent to a remuneration of 0.50 euros gross per share, which, if approved, will be paid on the dates on which the final dividend has traditionally been paid.

Environmental, Social & Governance



Corporate Responsibility Model Our commitments





Monitoring and control of the sustainability indexes

The consistency and commitment of our work has led to recognition of the company's firm commitment to continually improving its performance.



Our Company has won recognition for its energy efficiency and carbon management for the third time in the last five years

Climate Disclosure Leadreship Index (CDLI)

	2009	2010	2011	2012	2013			
Maximum Energy sector score	88	90	92	98	98			
Minimum score for Energy sector companies to be eligible for the CDLI	79	88	90	95	97			
Repsol's score	75	88	89	98	98			

Our Company has won recognition for its energy efficiency and carbon management for the third time in the last five years



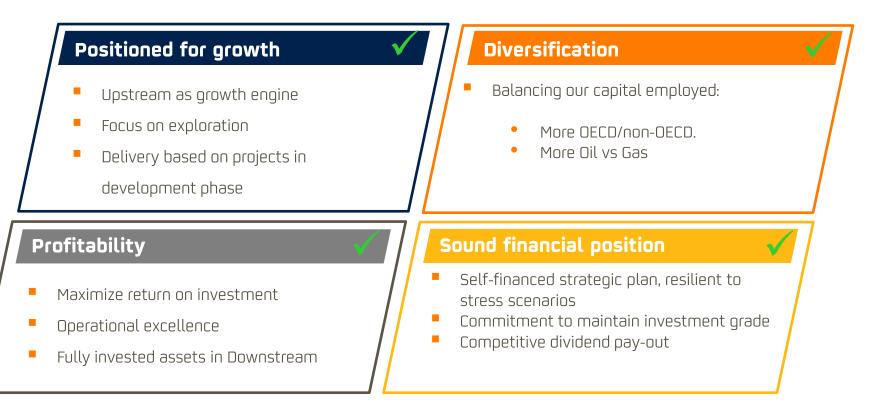
SUMMARY

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Summary



Repsol has achieved all 2012-2016 strategic goals. YPF's monetization allows Repsol to inorganically accelerate further growth in the upstream, further diversification in the asset base and further shareholder value.







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Results (€ Million)	4Q 2013	3Q 2014	4Q 2014	% Change 4Q14/4Q13	January - December 2013	January - December 2014	% Change 2014/2013
Upstream	162	185	4	(97.5)	980	589	(39.9)
Downstream	21	190	370	-	479	1,012	111.3
Gas Natural Fenosa	99	92	67	(32.3)	458	441	(3.7)
Corporate and others	(159)	(52)	(71)	55.3	(574)	(335)	41.6
ADJUSTED NET INCOME	123	415	370	200.8	1,343	1,707	27.1
Inventory effect	(64)	(63)	(489)	-	(187)	(606)	(223.9)
Non-recurring income	(156)	(32)	(245)	(57.1)	(277)	(86)	69.0
Income from discontinued operations	(995)	(1)	330	-	(684)	597	-
NET INCOME	(1,092)	319	(34)	96.9	195	1,612	-

(Unaudited figures)

Note: Repsol Group made the decision in 2014, prompted by the business reality and in order to make its disclosures more comparable with those in the sector, to disclose as a measure of the result of each segment the recurring net operating profit at current cost of supply (CCS) after tax of continuing operations ("Adjusted Net Income"), which excludes both non-recurring net income and the inventory effect.

For more information please refer to section "Basis of preparation of the financial information" of the 4th Quarter 2014 earnings release.

REPJOL

Repsol in figures

Economic data (€ Million)	4Q 2013	3Q 2014	4Q 2014	% Change 4Q14/4Q13	January - December 2013	January - December 2014	% Change 2014/2013
EBITDA	727	1,047	551	(24.2)	3,968	3,800	(4.2)
EBITDA CCS	824	1,150	1,314	59.5	4,251	4,747	11.7
CAPITAL EXPENDITURES	930	961	1,084	16.6	3,042	3,633	19.4
NET DEBT	5,358	1,998	1,935	(63.9)	5,358	1,935	(63.9)
EBITDA / NET DEBT (x)					0.74	2.00	170.1

As of April 8th 2015 23,658

MARKET CAPITALIZATION

Operational data	4Q 2013	3Q 2014	4Q 2014	% Change 4Q14/4Q13	January - December 2013	January - December 2014	% Change 2014/2013
LIQUIDS PRODUCTION (Thousands of bbl/d)	121	141	143	18.1	139	134	(3.3)
GAS PRODUCTION (*) (Millions of scf/d)	1,123	1,261	1,283	14.2	1,162	1,237	6.5
TOTAL PRODUCTION (Thousands of boe/d)	321	366	371	15.7	346	355	2.5
CRUDE OIL REALIZATION PRICE (\$/Bbl)	85.6	84.3	61.3	(28.4)	88.7	79.6	(10.3)
GAS REALIZATION PRICE (\$/Thousands scf)	4.1	3.6	3.6	(12.2)	4.0	3.8	(5.0)
DISTILLATION UTILIZATION Spanish Refining (%)	71.7	84.8	80.1	11.7	78.1	80.8	3.5
CONVERSION UTILIZATION Spanish Refining (%)	94.4	106.6	105.5	11.8	98.7	102.4	3.7
REFINING MARGIN INDICATOR IN SPAIN (\$/Bbl)	4.1	3.9	5.5	34.1	3.3	4.1	24.2

(*) 1,000 Mcf/d = 28.32 Mm³/d = 0.178 Mboe/d

Investor Update

Strategic Plan 2012-2016

"Growing from our strengths"

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April 2015