REGISTRATION DOCUMENT

(PREPARED IN ACCORDANCE WITH APPENDIX I OF COMMISSION REGULATION NO. (EC) 809/2004 OF 29 APRIL 2004 IMPLEMENTING DIRECTIVE 2003/71/EC)

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

May 2013

This Registration Document has been registered in the official registers of the Spanish National Securities Market Commission

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I. RISK FACTORS

Repsol's operations and results are subject to risks resulting from changes in competitive, economic, political, legal, regulatory, social, industrial, business and financial conditions, which investors should take into account and which are discussed below. Any of these risks could have a negative impact on Repsol's financial position, businesses or results.

Furthermore, future risk factors, either unknown or not considered relevant by Repsol at present, could also affect the company's business, results, and financial situation.

1. OPERATION-RELATED RISK

Uncertainty of the current economic context

The slow economic recovery in industrialised countries is leading to an increase in long-term unemployment in many countries, thus incurring high economic and social costs. Additionally, although the European Union has made significant institutional reforms, among which is the agreement towards European banking union, the doubts about the irreversible status of the euro have not disappeared entirely, although they have lessened substantially. Therefore, short-term uncertainties remain high.

A major turning point in the Eurozone crisis occurred in July 2012 following the unambiguous defence by the European Central Bank of the irreversibility of the euro and the announcement of its willingness to buy, under certain conditions, government bonds of member states facing difficulties. All this, coupled with the negotiations that succeeded in preventing the U.S.A. fiscal cliff, reduced uncertainty in the markets and allowed for recovery in confidence, increasing the appetite for risk.

European banks, given the difficulties to recapitalise in the market, have been forced to reduce their assets and to issue new loans. The lack of credit for the private sector and for new projects is feeding back on the recession cycle affecting the Eurozone. These difficulties are not unique to the Eurozone: the United Kingdom, United States and Japan must also recover their economic growth in an extremely adverse scenario marked by the need for progress on fiscal consolidation and with a financial system undergoing full recapitalisation and restructuring.

Persistent pressure on the sustainability of government finances in advanced economies has led to strong tensions in credit markets, and could prompt fiscal reforms or changes in the regulatory framework of the oil and gas industry. Finally, the economic-financial situation could have a negative impact on third parties with whom Repsol does or could do business. Any of the factors described above, whether in isolation or in combination with each other, could have an adverse effect on Repsol's financial position, businesses or results.

Potential fluctuations in international prices of crude and reference products and in demand owing to factors beyond Repsol's control

World oil prices have fluctuated widely over the last ten years and are driven by international supply and demand factors over which Repsol has no control. The world oil market and oil prices are swayed heavily by political developments throughout the world (especially in the Middle East); the evolution of stocks of oil and derivatives, the circumstantial effects of climate changes and meteorological phenomena, such as storms and hurricanes that particularly strike the Gulf of Mexico; the evolution of technology and greater energy efficiency; spikes in demand in countries with strong economic growth, such as China and India; major world conflicts, as well as the political instability and threat of terrorism that periodically affect certain producing areas; and also, the risk that the supply of crude oil may be wielded as a political weapon. In 2012, Brent crude oil prices averaged $111.67 per barrel, as opposed to an average of $72.05 per barrel reported over the 2003-2012 period. In that ten-year period, the maximum annual average price was $111.67 per barrel, recorded in 2012, and the minimum annual average price was $28.83, in 2003. In 2011, the range of prices for Brent crude was approximately between $94 and $126 per barrel, while in 2012 it was approximately between $89 and $128 per barrel. In 2012 the average dollar/euro exchange rate stood at 1.28, compared to an average of 1.39 in 2011.

International oil prices and demand for crude oil may also fluctuate significantly during economic cycles.

International product prices are influenced by the price of oil and the demand for products, therefore, the international prices of crude and products affect the refining margin.

Reductions in oil prices negatively affect Repsol's profitability, the value of its assets and its plans for investment, including projected capital expenditures related to exploration and development activities. Similarly, a significant drop in capital investment could negatively affect Repsol's ability to replace its crude oil reserves. All of this could have a material adverse effect on the Repsol Group's activities, results and financial position.

Regulation of Repsol's operations

The oil industry is subject to extensive regulation and intervention by governments throughout the world in such matters as the award of exploration and production interests, the imposition of specific drilling and exploration obligations, restrictions on production, price controls, required divestments of assets, foreign currency controls, and the development and nationalisation, expropriation or cancellation of contractual rights. Such legislation and regulations apply to virtually all aspects of Repsol's operations both inside and outside Spain. In addition, the legislation of certain countries and international organisations envisages the imposition of sanctions on companies that make certain investments in other countries. In addition, the terms and conditions of the agreements governing Repsol's oil and gas interests generally reflect the regulatory framework of the country in question and/or the negotiations held with governmental authorities, and therefore vary significantly by country and even from one area to another within the same country. These agreements generally take the form of licences or production sharing agreements. Under licence agreements, the licence holder finances and bears the risk of the exploration and production activities in exchange for the resulting production, if any. Moreover, part of the production may have to be sold to the corresponding State or the state-owned oil company. Licence holders are generally required to make certain tax or royalty payments and pay income tax on their production, which can be high when compared with the taxes paid by other businesses. Production sharing agreements, on the other hand, generally require the contractor to finance the exploration and production activities in exchange for recovering its costs from part of production (*cost oil*), while the remainder of production (*profit oil*) is shared with the state-owned oil company.

Meanwhile, the gas and electrical distribution sectors, in which Repsol operates primarily through its investment in Gas Natural Fenosa, respond to activities that are regulated in most countries. The legislation applicable to these sectors is typically subject to regular review by the competent authorities, which may affect, among other things, the current remuneration system for regulated activities.

Repsol cannot foresee changes to such laws or their interpretation, or the implementation of certain policies, which could adversely affect its business, results and financial position.

Repsol is subject to extensive environmental and safety regulations and risks

Repsol is subject to extensive environmental and safety laws and regulations in practically all the countries where it operates. These regulate, among other matters affecting Repsol's operations, environmental quality standards for products, air emissions and climate change, energy efficiency, water discharges, remediation of soil and groundwater and the generation, storage, transportation, treatment and final disposal of waste materials.

In particular, and due to concerns over the risk of climate change, a number of countries have adopted, or are looking into adopting, new regulatory requirements to reduce greenhouse gas emissions, such as carbon taxes, increasing efficiency standards or adopting emissions trading schemes. These requirements could make Repsol's products more expensive as well as shift hydrocarbon demand toward relatively lower-carbon sources, such as renewable energies. In addition, compliance with greenhouse gas regulations may also require Repsol to upgrade its facilities, monitor or sequester emissions or take other actions that may increase the cost of compliance.

These laws and regulations have had and will continue to have an impact on Repsol's business, financial position and results.

Operating risks related to exploration and exploitation of oil and gas and reliance on the cost-effective acquisition or discovery of, and, thereafter, development of new oil and gas reserves

Oil and gas exploration and production activities are subject to particular risks, some of which are beyond the control of Repsol. These activities are exposed to production, equipment and transportation risks, natural hazards and other uncertainties relating to the physical characteristics of oil and natural gas fields. Repsol's operations may be curtailed, delayed or cancelled as a result of weather conditions, technical difficulties, delays in the delivery of equipment or compliance with administrative requirements. In addition to this, some of the development projects are located in deep waters and other difficult environments, such as the Gulf of Mexico, Alaska, Brazil and the Amazon rainforest, or in complex oilfields, which could aggravate these risks further. Offshore operations, in particular, are subject to maritime risks, among them storms and other adverse meteorological conditions, or shipping collisions. Additionally, any means of hydrocarbon transport has inherent risks: by road, rail or sea transport, or by pipeline, oil or other hazardous substances could leak; this poses a significant risk due to the potential impact a spill could have on the environment and on people, especially considering the high volume of products that can be carried at any one time. In case these risks materialise, Repsol may suffer major losses, interruptions to its operations and harm to its reputation.

Moreover, Repsol must replace depleted oil and gas reserves with new proven reserves in a cost-effective manner that enables subsequent production to be economically viable. Repsol's ability to acquire or discover new reserves is, however, subject to a number of risks. For example, drilling may involve negative results; not only with respect to dry wells, but also with respect to wells that are productive but do not produce sufficient net revenues to return a profit after drilling, operating and other costs are taken into account. In addition, crude oil and natural gas production blocks are typically auctioned by governmental authorities and Repsol faces intense competition in bidding for such production blocks, in particular those blocks offering the most attractive potential reserves. Such competition may result in Repsol failing to obtain desirable production blocks, or otherwise acquiring them at a higher price, which could render subsequent production economically unviable.

If Repsol fails to acquire or discover, and, thereafter, develop new oil and gas reserves in a cost-effective manner, or if any of the aforementioned risks materialises, its business, results and financial position could be materially and adversely affected.

Location of reserves

Part of Repsol's oil and gas reserves are located in countries that are or could be economically or politically unstable. Section II.E), "S*upplementary information on oil and gas exploration and production activities at 31 December 2012 (unaudited information)*", included further below in this Registration Document, contains information on the Group's proven reserves and their distribution by geographic region.

Reserves in these areas as well as related production operations may be exposed to risks, including increases in taxes and royalties, the establishment of limits on production and export volumes, the compulsory renegotiation or cancellation of contracts, the nationalisation or denationalisation of assets (see the risk factor "*Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A.*"), changes in local government regimes and policies, changes in business customs and practices, payment delays, currency exchange restrictions and losses and impairment of operations due to the actions of insurgent groups. In addition, political changes may lead to changes in the business environment. Economic downturns, political instability or civil disturbances may disrupt the supply chain or limit sales in the markets affected by such events.

If any of the above risks materialises, the Group's businesses, results and financial position could be significantly and adversely affected.

Oil and gas reserve estimates

In calculating proven oil and gas reserves, Repsol relies on the guidelines and the conceptual framework of the Securities and Exchange Commission's (SEC) definition of proven reserves and on the criteria established by the Petroleum Reserves Management System of the Society of Petroleum Engineers (PRMS-SPE). Under these rules, proven oil and gas reserves are those reserves of crude oil, natural gas or natural gas liquids for which, after analysing geological, geophysical and engineering data, have a reasonable certainty of being produced – from a given date, from known reservoirs and under existing economic conditions, existing technology and existing government regulation – prior to the termination of the contracts whereby the corresponding operational rights were awarded, and regardless of whether probabilistic or deterministic approaches were used to arrive at the estimate. The project to extract the gas or oil must have started, or otherwise the operator must be reasonably certain that the project will commence within a reasonable timeframe.

The accuracy of these estimates depends on a number of different factors, assumptions and variables, some of which are beyond Repsol's control. Factors susceptible to Repsol's control include drilling, testing and production after the date of the estimates, which may require substantial upward or downward revisions to reserves estimates; the quality of available geological, technical and economic data used and its interpretation and valuation thereof; the production performance of reservoirs and recovery rates, both of which depend in significant part on available technologies as well as the company's ability to implement such technologies and the relevant know-how; the selection of third parties with which the Group enters into business; and the accuracy of its initial estimates of hydrocarbons in place at a given reservoir, which may prove to be incorrect or require substantial revisions.

On the other hand, factors mainly beyond Repsol's control include changes in prevailing oil and natural gas prices, which could impact the quantities of proven reserves (since estimates of reserves are calculated under existing economic conditions when such estimates are made); changes in prevailing tax rules, other government regulations and contractual conditions after the date estimates are made (which could render reserves economically unviable to exploit); and certain actions of third parties, including the operators of fields in which the Group has an interest.

As a result of the foregoing, measures of reserves are not precise and are subject to revision. Any downward revision in estimated quantities of proved reserves could adversely impact Repsol's results, leading to increased depreciation, depletion and amortisation charges and/or impairment charges, which would reduce earnings and shareholders' equity.

Projects and operations developed through joint ventures and partnerships

Many of the Repsol Group's projects and operations are conducted through joint ventures and associated company In those cases where Repsol does not act as the operator, its ability to control and influence the performance and management of the operations and to identify and manage risks is limited. Additionally, there is a possibility that one of Repsol's partners or another member in a joint venture or associated company fails to comply with its financial obligations or any another breach that could affect the viability of a project.

Repsol's current insurance coverage for all the operational risks may not be sufficient

As discussed in several of the risk factors mentioned in this section, Repsol's operations are subject to extensive economic, operational, regulatory and legal risks. Repsol holds insurance covering against certain risks inherent in the oil and gas industry in line with industry practice, including loss or damage to property and equipment, control-of-well incidents, loss of production or income incidents, removal of debris, sudden and accidental seepage, pollution, contamination clean-up costs, and claims for damages brought by third parties, including personal injury and loss of life, among other business risks. Moreover, insurance coverage is subject to deductibles and limits that in certain cases may be materially exceeded by its liabilities. In addition, Repsol's insurance policies contain exclusions that could leave the Group with limited coverage in certain events. On the other hand, Repsol may not be able to maintain adequate insurance at rates or on terms considered reasonable or acceptable, or be able to obtain insurance against certain risks that could materialise in the future. If Repsol experiences an incident against which it is not insured, or the costs of which materially exceed its coverage, it could cause a material adverse effect on its business, financial position and results.

Repsol's natural gas operations are subject to particular operational and market risks

Natural gas prices tend to vary between the different regions in which Repsol operates as a result of significantly different supply, demand and regulatory circumstances, and such prices may be lower than prevailing prices in other regions of the world. In addition, excess supply conditions that exist in some regions cannot be utilised in other regions due to a lack of infrastructure and difficulties in transporting natural gas.

In addition, Repsol has entered into long-term contracts to purchase and supply natural gas in various parts of the world. These contracts have different price formulas, which could result in higher purchase prices than the price at which such gas could be sold in increasingly liberalised markets. Furthermore, gas availability could be subject to the risk of counterparties breaching their contractual obligations. Thus, it might be necessary to look for other sources of natural gas in the event of non-delivery from any of these sources, which could require payment of higher prices than those envisaged under the breached contracts.

Repsol also has long-term contracts to sell and deliver gas to clients, mainly in Bolivia, Venezuela, Spain, Trinidad and Tobago, Peru and Mexico, which present additional types of risks since they are pegged to existing proven reserves in Bolivia, Venezuela, Trinidad and Tobago and Peru. Should available reserves in those countries prove insufficient, Repsol might not be able to satisfy its obligations under these contracts, some of which include penalty clauses for breach of contract.

All these risks may adversely affect Repsol's business, results and financial position.

Cyclical nature of petrochemical activity

The petrochemicals industry is subject to wide fluctuations in supply and demand, reflecting the cyclical nature of the chemicals market on a regional and global scale. These fluctuations affect the prices and profitability of petrochemicals companies, including Repsol. Repsol's petrochemicals business is also subject to extensive governmental regulation and intervention in such matters as safety and environmental controls. Both fluctuations and changes in regulations may have a material adverse effect on the business, financial position and results.

The Repsol Group is subject to the effects of administrative, judicial and arbitration proceedings

The Repsol Group is subject to the effects of administrative, judicial and arbitration proceedings arising from the performance of its activities. Likewise, Repsol could be involved in other potential future litigation of which Repsol cannot predict the scope, content or outcome. All present or future litigation involves a high degree of uncertainty and, therefore, the resolution of these disputes could affect the business, results or financial position of the Repsol Group.

Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A.

On 16 April 2012, Argentina's Executive Branch announced the passing to the Legislative Branch of a bill relating to Argentina's hydrocarbon sovereignty and, among other measures, this declared the 51% equity in YPF S.A. (together with its subsidiaries, **"YPF"**) represented in equal percentages of "Class D" shares in YPF held directly or indirectly by Repsol and its controlling or controlled companies, to be of public interest and subject to expropriation.

On that same date, the Argentine Government enacted a Decree ("Decreto de Necesidad y Urgencia No. 530", the **"Intervention Decree"**), effective on the same day as its approval, which ordered the temporary intervention of YPF, S.A. for a 30-day period, appointing a Government minister as the Intervenor of YPF S.A., who would be empowered with all the powers of its Board of Directors. On 18 April 2012, by means of Decree No. 557, the Argentine Government approved the expansion of the Intervention Decree scope to Repsol YPF Gas S.A. (together with its subsidiaries, **"YPF Gas"**) which, on 6 July 2012, changed its name to YPF Gas, S.A. at its first Assembly after expropriation.

After rapid enactment, Law 26741 (the **"Expropriation Law"**) was published in the Official Gazette of the Republic of Argentina on 7 May 2012, coming into force on that same day. This declared 51% of YPF S.A.'s equity, represented by an equivalent percentage of Class D shares in that company, held directly or indirectly by Repsol and its controlling or controlled companies, of "national public interest" and subject to expropriation, together with 51% of the equity of YPF Gas S.A., equivalent to 60% of the Class A shares held by Repsol Butano, S.A. and its controlling or controlled companies.

According to the facts mentioned above, loss of control of YPF and YPF Gas from Repsol has taken place; consequently, it was deconsolidated; thus, Repsol's assets, liabilities, and minority interests were derecognised, as well as the corresponding conversion differences.

The main risk for Repsol deriving from the expropriation of the Repsol Group's shares in YPF S.A. and YPF Gas S.A. and other unlawful measures by the Argentine Government related to the expropriation lie in the uncertainty associated with the results of all judicial or arbitration proceedings related to the restoration of the shares in YPF S.A. and YPF Gas S.A. belonging to Repsol subject to expropriation and/or the final amount of compensation the Argentine State is obliged to pay Repsol for appropriation of control of the two companies and other damages and losses caused to Repsol, as well as the time and form in which such payment would take place. Repsol has been obliged to claim its rights against the Argentine State in the Courts in Argentina and other jurisdictions (see the list of the main proceedings in process in item 20.8), among them under the jurisdiction of the International Centre for Settlement of Investment Disputes (ICSID) by means of initiation of an arbitration proceeding. Any amendment to the hypotheses considered reasonable, both in jurisdictional processes and the valuation of the rights expropriated and other affected rights, could result in positive or negative changes in the amount for which the shares in YPF S.A. and YPF Gas S.A.[1] have been recognised and, therefore, could have an impact on the Group's financial statements. However, one must remember the risks and uncertainties inherent in carrying out any valuation, which are inevitable as a consequence of the need to formulate, for accounting purposes, opinions of future events that, to a large extent, are beyond the control of Repsol. The lower the price or compensation received per share in YPF S.A. and YPF Gas S.A., the more negative the impact will be on Repsol's results or financial position. Nevertheless, Repsol cannot foresee all consequences, uncertainties and risks; nor can it quantify the total future impact the expropriation and related measures could have on the business, financial position and results of the Repsol Group.

In the consolidated audited historical financial information relating to the financial years 2011 and 2010, YPF, S.A. and YPF, Gas S.A. are fully consolidated given that they were entities controlled by the Repsol Group in each of those financial years. These consolidated audited historical statements do not reflect the impact of the expropriation of the Repsol Group's shares in YPF S.A. and YPF Gas S.A. and related measures that imply not consolidating these companies in the Group's financial statements. Therefore, the audited historical financial statements of Repsol Group for 2011 and 2010 would not provide an accurate picture of the Group's income nor its financial position in the future.

2. FINANCIAL RISKS

Note 21 "*Financial Risk and Capital Management*" and Note 22 "*Derivative transactions*" in the Consolidated Annual Financial Statements for 2012 presented in Section II.C) of this Registration Document, include additional details on the financial risks and the hedges made which are described below.

Liquidity risk

Liquidity risk is associated with the Group's ability to finance its obligations at reasonable market prices, as well as being able to carry out its business plans with stable financing sources.

At 31 December 2012, Repsol held available resources in cash and other liquid financial instruments and undrawn credit lines which cover 76% of the gross debt and 63% of this debt plus the preference shares. The Group had undrawn credit lines for €5,899 million and €5,482 million at 31 December 2012 and 2011, respectively.

In the case that Repsol is unable to meet its needs for liquidity in the future or needs to incur high costs to meet them, a material adverse effect could arised in its activities, results or financial position.

Credit risk

Credit risk is defined as the possibility of a third party breaching its contractual obligations, giving rise to losses for the Group.

1 At 31 December 2012, the amount recognised in the consolidated balance sheet for YPF S.A. and YPF Gas S.A. shares belonging to Repsol subject to expropriation totalled €5,392 million (see item 20.4.1).

The Group's exposure to credit risk is attributable, among other matters, to commercial debts for trade, which are measured and controlled by individual client or third party and the amounts of which are recognised in the balance sheet net of valuation corrections for impairment to the sum of €7,202 and €8,147 respectively at 31 December 2012 and 2011. To this end, the Group has its own systems, in line with best practices, for constantly asses the creditworthiness of all its debtors and for determining the risk limits by individual third parties.

As a general rule, the Group establishes a bank guarantee issued by financial entities as the most suitable instrument of protection from credit risk. In some cases, the Group has contracted credit insurance policies whereby this transfers partially to third parties the credit risk related to the commercial activity of some of its businesses.

The Group also has exposure to counterparty risk arising from non-commercial contractual operations that may lead to defaults. In these cases, the Group analyses the counterparties with which it maintains or could maintain non-commercial contractual relations. Possible breaches of payment obligations by Repsol's clients and counterparties, in the agreed time and form, could result in a material adverse effect on its activities, results or financial position.

Credit rating risk

At present, the credit ratings assigned to Repsol, S.A. by ratings agencies are as follows:

TERM	STANDARD & POOR'S	MOODY'S	FITCH RATINGS
Long..	BBB-	Baa3	BBB-
Short..	A-3	P-3	F-3
Outlook	Stable	Stable	Stable
Date of last review	22 June 2012	1 March 2013	31 January 2013

Credit ratings affect the cost and other conditions under which the Repsol Group is able to obtain finance. Any downgrade in Repsol, S.A.'s credit rating could restrict or limit the access of the Group to financial markets, increase the cost of any new finance or have a negative effect on its liquidity.

Market risk

Risks from changes in foreign exchange currency rates.- Changes in exchange rates may adversely affect Repsol's results and the value of its assets.

In general, this exposure to exchange rate risk stems from the existence in the Group companies of assets, liabilities and cash flows denominated in a currency other than the Repsol's operating currency (the euro), with particular emphasis on the fact that:

- monetary flows of international trade operations in oil, natural gas and refined products are usually denominated in dollars; and
- many of Repsol's financial assets and investments are also denominated in dollars.

Additionally:

- cash flows of the operations carried out in the countries in which Repsol is active are exposed to changes in exchange rates of the applicable local currencies against the major currencies used for listing the commodities which serve as reference for establishing prices in the local currency; and

- Repsol presents its financial statements in euros, and therefore, the assets and liabilities of subsidiaries operating with an operating currency other than the euro, must be converted into that currency.

Although, when considered appropriate, Repsol carries out financial transactions for investment or financing in the currencies in which exposures to risk have been identified and can contract hedging by means of derivative financial instruments for those currencies in which there is a liquid market, these hedging mechanisms are limited and, therefore, could be insufficient in some cases. Consequently, exchange rate variations could cause a material adverse effect on the Repsol Group's activities, results and financial position (e.g. the devaluation of the Bolivar in Venezuela, which occurred on 9 February 2013, had a negative effect on the Group's results, as indicated in item 9.2.3).

The sensitivity of net income and equity, as a consequence of the effect on the financial instruments held by the Group at 31 December 2012 and 2011, of the appreciation or depreciation of the euro against the dollar are detailed below:

CHANGE IN THE EURO EXCHANGE RATE AGAINST THE DOLLAR	Appreciation(+)/ Depreciation(-) in the exchange rate (%)	2012 (in million €)	2011
Effect on profit/loss after tax	5	3	(2)
	(5)	(4)	2
Effect on equity	5	(287)	98
	(5)	318	(109)

Commodity price risk.- In the normal course of operations and trading activities, Repsol Group results are exposed to volatility in the price of crude oil, natural gas, and related derivative products (see risk factors "*Potential fluctuations in international prices of crude and reference products and in demand owing to factors beyond Repsol's control*" and "*Repsol's natural gas operations are subject to particular operational and market risks*"). Therefore, changes in prices of crude oil, natural gas and their derivatives could cause a material adverse effect on the Repsol Group's activities, results and financial position.

In particular, with respect to the financial instruments held by the Group, at 31 December 2012 and 2011, an increase or decrease of 10% in the prices of oil and oil products would have led to the following changes in net profit/loss:

CHANGES IN NET PROFIT/LOSS	Increase(+)/ Decrease(-) in oil and oil product prices (%)	2012 (in million €)	2011
Effect on profit/loss after tax	10	(23)	(55)
	(10)	23	59

Interest rate risk.- Changes in interest rates can affect the interest income and expenses of financial assets and liabilities tied to floating interest rates and the fair value of financial assets and liabilities with fixed rate.

Although, when considered appropriate, Repsol can contract hedging by means of derivative financial instruments for which there is a liquid market, these hedging mechanisms are limited and, therefore, could be insufficient. Consequently, changes in interest rates could cause a material adverse effect on the Repsol Group's activities, results and financial position.

The following table details the sensitivity of the net profit/loss and equity, as a consequence of the effect on the financial instruments held by the Group at 31 December 2012 and 2011, the changes in the interest rates:

SENSITIVITY OF NET PROFIT/LOSS	**Increase(+)/ Decrease(-) in the interest rate (basis points)**	**2012 (in million €)**	**2011**
Effect on profit/loss after tax	+50	(7)	(27)
	-50	7	26
Effect on equity	+50	48	48
	-50	(48)	(51)

II. REGISTRATION DOCUMENT

In accordance with the disclosure requirements for the registration document (the **“Registration Document”**), pursuant to Appendix I of Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and the dissemination of advertisements (**“Regulation 809/2004”**), and pursuant to Article 19.2 of Royal Decree 1310/2005, of 4 November, partially implementing the Spanish Securities Market Law (Law 24/1988, of 28 July) with regard to the listing of securities on official secondary markets, public offers for sale and subscription offers and the prospectuses required (**“Royal Decree 1310/2005”**), this Registration Document is presented as follows:

A) Equivalence Table;

B) Appendix I of Regulation 809/2004;

C) Consolidated financial statements and consolidated management report of Repsol, S.A. and investees comprising the Repsol Group for the financial year 2012[2];

D) Consolidated financial statements and consolidated management report of Repsol, S.A. and investees comprising the Repsol Group for the financial year 2011[3]; and

E) Supplementary Information on oil and gas exploration and production activities at 31 December 2012 (*unaudited information*).

The consolidated financial statements and consolidated management report of Repsol, S.A. and investee companies belonging to the Repsol Group for 2012 and 2011 have been duly filed with the Spanish National Securities Market Commission (the **“CNMV”**).

Pursuant to the provisions of Article five of Spanish Order EHA/3537/2005 of 10 November, implementing article 27.4 of the Spanish Securities Market Act (Law 24/1988) of 28 July 1988 (**“Order EHA/3537/2005”**), incorporated herein by reference are all relevant events to have been published on the website of the Spanish CNMV (www.cnmv.es) from 27 February 2013 (the date of preparation of the consolidated Financial Statements for 2012) to the date of this Registration Document. These events can likewise be consulted on Repsol’s own website (www.repsol.com).

In this Registration Document, the terms **“Repsol”**, **“Repsol Group”** and **“Group”** refer to Repsol, S.A. and the investee companies belonging to the Repsol Group, unless otherwise expressly indicated.

In this Share Registration Document, the terms **“dollars”** and **“US$”** refer to dollars of the United States of America (“**United States**” or “**USA**”).

In this Registration Document, the term “unaudited” at the head of tables indicates that the data itemised in them has not been audited or reviewed or been the subject of a report prepared by an independent auditor.

2 Including, in accordance with that laid down in the IFRS, financial information for 2012 compared with that for 2011. This information for 2011 was restated with respect to the content of the Group’s consolidated Financial Statements at 31 December 2011, as a consequence of the process of expropriation of YPF S.A. and YPF Gas S.A.

3 Including, in accordance with that laid down in the IFRS, financial information for 2011 compared with that for 2010.

A) EQUIVALENCE TABLE

In accordance with article 19.2 of Royal Decree 1310/2005, the following table[(1)] shows the equivalence between (i) the items listed in Appendix I of Regulation 809/2004 and (ii) the consolidated financial statements and consolidated management report of Repsol, S.A. and investee companies belonging to the Repsol Group for 2012 and 2011.

ITEMS OF APPENDIX I OF REGULATION 809/2004	**CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2012**	**CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2011**
1. PERSONS RESPONSIBLE		
1.1 Identification of persons responsible.	—	—
1.2 Declaration by persons responsible confirming the factual accuracy of the information contained in the Registration Document.	—	—
2. AUDITORS		
2.1 Name and address of the auditors.	—	—
2.2 Resignation or removal of the auditors.	—	—
3. SELECTED FINANCIAL INFORMATION		
3.1 Selected historical financial information.	—	—
3.2 Selected financial information for interim periods.	—	—
4. RISK FACTORS[(*)]	• Note 21: Financial risk and capital managment • Management report: Risk factors	N/A
5. INFORMATION ABOUT THE ISSUER		
5.1 History and development of the issuer.		
5.1.1 Legal and commercial name[(*)].	• Note 1: General information	N/A

(1) In this equivalence table:

- The symbol "(*)" means that the information required by Appendix I of Regulation 809/2004 has been partially included in the consolidated financial statements and consolidated management report for 2012 and/or 2011. This information is supplemented, modified and/or updated by the information included under the relevant heading of Section II.B) of this Registration Document.
- The symbol "—" means that the information required by Appendix I of Regulation 809/2004 is not included in the consolidated financial statements or consolidated management report for 2012 and/or 2011. This information is contained under the corresponding heading of Section II.B) of this Registration Document.
- The symbol "N/A" in 2011 means that the information required by Appendix I of Regulation 809/2004 is up to date in (i) the consolidated financial statements and/or consolidated management report for 2012; and/or (ii) under the corresponding heading of this Registration Document and, therefore, the information contained in the consolidated financial statements and consolidated management report for 2011 is not applicable.

ITEMS OF APPENDIX I OF REGULATION 809/2004	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2012	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2011
5.1.2 Place of registration and registration number.	• Note 1: General information	N/A
5.1.3 Date of incorporation and length of life.	—	N/A
5.1.4 Domicile, legal form, applicable legislation, country of incorporation, and address and telephone number of its registered office(*).	• Note 1: General information • Note 2: Regulatory framework	N/A
5.1.5 Important events in the development of the issuer's business.	—	N/A
5.2 Investments.		
5.2.1 Description of the issuer's principal investments(*).	• Note 6: Goodwill • Note 7: Other intangible assets • Note 8: Property, plant and equipment • Note 9: Investment properties • Note 11: Investments accounted for using the equity method • Note 13: Current and non-current financial assets • Note 30: Segment reporting • Note 31: Business combinations and increases in ownership interests in subsidiaries without change of control • Appendix I(b): Main changes in the consolidation scope for the year ended 31 December 2012 • Management report: Business areas	• Note 5: Goodwill • Note 6: Other intangible assets • Note 7: Property, plant and equipment • Note 8: Investment properties • Note 10: Investments accounted for using the equity method • Note 12: Current and non-current financial assets • Note 29: Segment reporting • Note 30: Business combinations and increases in ownership interests in subsidiaries without change of control • Note 37: Subsequent events • Appendix I(b): Main changes in the consolidating scope for the year ended 31 December 2011 • Management report: Business areas
5.2.2 Description of the principal investments in progress(*).	• Note 8: Property, plant and equipment • Management report: Business areas	N/A

ITEMS OF APPENDIX I OF REGULATION 809/2004	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2012	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2011
5.2.3 Principal future investments on which the management bodies have already assumed firm commitments(*).	• Note 35: Contingencies, Commitments and Guarantees • Management report: Business areas	N/A
5.3 Divestments(*).	• Note 6: Goodwill • Note 7: Other intangible assets • Note 8: Property, plant and equipment • Note 9: Investment properties • Note 11: Investments accounted for using the equity method • Note 13: Current and non-current financial assets • Note 32: Divestments and disposals of ownership interests in subsidiaries without loss of control • Note 38: Subsequent events • Management report: Results • Management report: Financial overview • Management report: Business areas	• Note 6: Other intangible assets • Note 7: Property, plant and equipment • Note 8: Investment properties • Note 10: Investments accounted for using the equity method • Note 12: Current and non-current financial assets • Note 31: Divestments and disposals of ownership interests in subsidiaries without loss of control • Management report: Financial overview • Management report: Business areas
6. BUSINESS OVERVIEW		
6.1 Principal activities.		
6.1.1 Description of principal activities and the main product categories sold and/or services performed(*).	• Note 30: Segment reporting • Management report: Business areas • Management report: Strategic Plan 2012-2016	• Note 29: Segment reporting • Management report: Business areas

ITEMS OF APPENDIX I OF REGULATION 809/2004		CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2012	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2011
6.1.2	*Indication of significant new products and/or activities(*).*	• Management report: Innovation and technology • Management report: Business areas	N/A
6.2	Principal markets.	• Note 27: Operating revenue and expenses • Note 30: Segment reporting • Management report: Business areas	• Note 29: Segment reporting • Management report: Business areas
6.3	Where the information given pursuant to items 6.1 and 6.2 has been influenced by exceptional factors, mention that fact(*).	• Note 5: Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A. • Management report: Macroeconomic enviroment	N/A
6.4	Summary information regarding the extent to which the issuer is dependent on patents or licences, industrial, commercial or financial contracts, or new manufacturing processes.	—	—
6.5	Basis for statements made regarding the issuer’s competitive position.	—	—
7.	**ORGANISATIONAL STRUCTURE**		
7.1	Description of the issuer’s group.	—	N/A
7.2	Main companies in the issuer’s scope of consolidation(*).	• Appendix I: Main companies comprising the Repsol Group at 31 December 2012	N/A
8.	**PROPERTY, PLANT AND EQUIPMENT**		
8.1	Information on tangible fixed assets, including leased properties and encumbrances thereon(*).	• Note 8: Property, plant and equipment • Note 35: Contingencies, Commitments and Guarantees	N/A

ITEMS OF APPENDIX I OF REGULATION 809/2004		CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2012	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2011
8.2	Environmental issues that may affect the issuer's utilisation of tangible fixed assets.	• Note 36: Environmental information • Management report: Safety and the environment • Management report: Sustainable energy and climate change	N/A
9.	**OPERATING AND FINANCIAL REVIEW**		
9.1	Financial situation.	• Consolidated financial statements: – Balance sheet – Income statement – Cash flow statement – Statement of recognised income and expenses – Statement of changes in equity • Notes 1 to 38 • Management report: General overview and economic-financial information • Management report: Business areas	• Consolidated financial statements: – Balance sheet – Income statement – Cash flow statement – Statement of recognised income and expenses – Statement of changes in equity • Notes 1 to 37 • Management report: General overview and financial economic-information • Management report: Business areas
9.2	Operating results.		
9.2.1	*Significant factors, including unusual events or new developments, materially affecting the issuer's income from operations*(*).	• Note 5: Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A. • Management report: Business areas	N/A
9.2.2	*Material changes in the issuer's net sales or revenues*(*).	• Note 5: Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A. • Note 27: Operating revenue and expenses	—

ITEMS OF APPENDIX I OF REGULATION 809/2004		CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2012	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2011
9.2.3	*Governmental, economic, fiscal, monetary or political factors that have materially affected, or could materially affect, directly or indirectly, the issuer's operations(*).*	• Note 5: Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A. • Note 38: Subsequent events • Management report: Macroeconomic enviroment • Management report: Risk factors	• Management report: Macroeconomic enviroment • Management report: Risk factors
10.	**CAPITAL RESOURCES**		
10.1	Information concerning the issuer's short and long term capital resources(*).	• Note 13: Current and non-current financial assets • Note 16: Equity • Note 20: Financial liabilities • Note 21: Financial risk and capital managment • Note 22: Derivatives transactions • Note 23: Other non-current liabilities • Note 24: Trade payables and other payables • Note 28: Financial income and expenses • Note 29: Cash flows from operating activities • Management report: Financial overview	• Note 12: Current and non-current financial assets • Note 15: Equity • Note 19: Financial liabilities • Note 20: Financial risk and capital managment • Note 21: Derivatives transactions • Note 22: Other non-current liabilities • Note 23: Trade payables and other payables • Note 27: Financial income and expenses • Note 28: Cash flows from operating activities • Management report: Financial overview
10.2	Sources and amounts of cash flows(*).	• Cash flow statement • Note 27: Operating revenue and expenses • Note 28: Financial income and expenses • Note 29: Cash flows from operating activities • Note 32: Divestments and disposals of ownership interests in subsidiaries without loss of control	• Cash flow statement • Note 26: Operating revenue and expenses • Note 27: Financial income and expenses • Note 28: Cash flows from operating activities • Note 31: Divestments and disposals of ownership interests in subsidiaries without loss of control

ITEMS OF APPENDIX I OF REGULATION 809/2004		CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2012	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2011
10.3	Borrowing requirements and funding structure.	• Note 20: Financial liabilities • Note 21: Financial Risk and capital managment	• Note 19: Financial liabilities • Note 20: Financial risk and capital managment
10.4	Restrictions on the use of capital resources that have materially affected, or could materially affect, directly or indirectly, the issuer's operations(*).	• Note 5: Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A.	—
10.5	Anticipated sources of funds needed to fulfil commitments referred to in items 5.2.3 and 8.1.	—	—
11.	**RESEARCH AND DEVELOPMENT, PATENTS AND LICENCES**	• Management report: Innovation and technology	• Management report: Innovation and technology
12.	**TREND INFORMATION**		
12.1	Most significant recent trends(*).	• Management report: Macroeconomic enviroment	N/A
12.2	Known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects(*).	• Note 5: Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A. • Note 35: Contingencies, Commitments and Guarantees • Management report: Business areas	N/A
13.	**PROFIT FORECASTS OR ESTIMATES**		
13.1	Principal assumptions upon which the company has based its forecasts and estimates.	—	—
13.2	Report prepared by independent accounts or auditors stating that forecasts and estimates have been properly compiled and are consistent with the accounting policies of the issuer.	—	—
13.3	Profit forecast or estimate.	—	—
13.4	Statement referring to forecasts published in a prospectus that is still outstanding.	—	—
14.	**ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT**		

ITEMS OF APPENDIX I OF REGULATION 809/2004	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2012	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2011
14.1 Names, business addresses and functions in the issuer of the members of the administrative, management and supervisory bodies, and principal activities performed by them outside the issuer where these are significant with respect to that issuer(*).	• Management report - Annual corporate governance report, Sections B.1.1 to B.1.9 and G.5. • Appendix III: Detail of holdings and/or positions held by directors and their related parties in companies with identical, similar or complementary activities to those of Repsol S.A.	N/A
14.2 Administrative, management and supervisory bodies and senior management conflicts of interests(*).	• Note 34: Information on the members of the board of directors and executives • Management report - Annual corporate governance report, Sections C.5 and C.6	N/A
15. **REMUNERATION AND BENEFITS**		
15.1 The amount of remuneration paid and benefits in kind granted to such persons by the issuer and its subsidiaries for services in all capacities to the issuer and its subsidiaries by any person Directors' and executives' compensations.	• Note 19: Pension plans and other personnel obligations • Note 34: Information on the members of the board of directors and executives • Management report - Annual corporate governance report, Sections B.1.11 to B.1.14 and G.6, G.7 and G.8	N/A
15.2 Total amounts set aside or accrued by the issuer or its subsidiaries to provide pension, retirement or similar benefits.	• Note 19: Pension plans and other personnel obligations • Note 34: : Information on the members of the board of directors and executives • Management report - Annual corporate governance report, Sections B.1.11 to B.1.14 and G.6, G.7 and G.8	N/A

ITEMS OF APPENDIX I OF REGULATION 809/2004		CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2012	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2011
16.	**BOARD PRACTICES**		
16.1	Date of expiration of the current term of office, if applicable, and the period during which the person has served in that office.	—	N/A
16.2	Information about members of the administrative, management or supervisory body's service contracts with the issuer or any of its subsidiaries providing for benefits upon termination of employment, or an appropriate negative statement(*).	• Management report - Annual corporate governance report, Appendix: Section 5	N/A
16.3	Information about the issuer’s audit committee and remuneration committee, including the names of committee members and a summary of the terms of reference under which the committee operates.	• Management report - Annual corporate governance report, Section B.2	N/A
16.4	Statement as to whether the issuer complies with the corporate governance regime(s) of its country of incorporation(*).	• Management report - Annual corporate governance report, Section F	N/A
17.	**EMPLOYEES**		
17.1	Number of employees and breakdown.	• Note 27: Operating revenue and expenses • Management report: People management	• Note 26: Operating income and expenses • Management report: People management
17.2	Shareholdings and stock options(*).	• Management report - Annual corporate governance report, Sections A.3 and G.6	N/A
17.3	Description of any employees’ share-based payments plans.	• Note 19: Pension plans and other personnel obligations, Section d) Share remuneration schemes	N/A
18.	**MAJOR SHAREHOLDERS**		
18.1	Name of any person other than a member of the administrative, management or supervisory bodies who, directly or indirectly, has a significant interest in the issuer’s capital or voting rights, together with the amount of each person’s interests(*).	• Note 16: Equity • Management report - Annual corporate governance report, Section A	N/A
18.2	Explanation of whether the issuer’s major shareholders have different voting rights.	• Management report - Annual corporate governance report, Section A	N/A

ITEMS OF APPENDIX I OF REGULATION 809/2004	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2012	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2011
18.3 Control of the issuer.	—	N/A
18.4 Description of any arrangements known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	—	N/A
19. RELATED PARTY TRANSACTIONS(*)	• Note 33: Information on related party transactions • Note 34: : Information on the members of the board of directors and executives • Management report - Annual corporate governance report, Sections B.1.11, B.1.12, C.2, C.3, C.4, G.6, G.7 and G.10	• Note 32: Information on related party transactions • Note 33: Information concerning members of the Board of Directors and management personnel • Management report - Annual corporate governance report, Sections B.1.11, B.1.12, C.2, C.3, C.4, G.4, G.5 and G.7
20. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITY, FINANCIAL POSITION AND PROFITS AND LOSSES		
20.1 Audited historical financial information(*).	• Consolidated financial statements: – Balance sheet – Income statement – Cash flow statement – Statement of recognised income and expenses – Statement of changes in equity • Notes 1 to 38 • Management report: General overview and economic-financial information • Management report: Business areas	• Consolidated financial statements: – Balance sheet – Income statement – Cash flow statement – Statement of recognised income and expenses – Statement of changes in equity • Notes 1 to 37 • Management report: General overview and economic-financial information • Management report: Business areas
20.2 Pro forma financial information.	—	—
20.3 Financial statements.	—	—
20.4 Auditing of historical annual financial information		
20.4.1 Statement that the historical financial information has been audited.	—	—

ITEMS OF APPENDIX I OF REGULATION 809/2004	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2012	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2011
20.4.2 Indication of other information in the registration document which has been audited by the auditors.	—	—
20.4.3 Where the financial data in the registration document is not extracted from the issuer's audited financial statements, state the source of the data and state that the data is unaudited.	—	—
20.5 Age of latest financial information.	—	—
20.6 Interim and other financial information.		
20.6.1 Interim financial information.	—	—
20.6.2 Additional interim financial information.	—	—
20.7 Dividend policy.		
20.7.1 Amount of dividends per share in each financial year for the period covered by the historical financial information(*).	• Note 16: Equity • Management report: Financial situation	• Note 15: Equity
20.8 Legal and arbitration proceedings(*).	• Note 4: Accounting estimates and judgements • Note 25: Tax situation • Note 35: Contingencies, Commitments and Guarantees	N/A
20.9 Significant changes in the issuer's financial or trading position.	—	—
21. ADDITIONAL INFORMATION		
21.1 Share capital.		
21.1.1 Amount of issued capital(*).	• Note 16: Equity • Management report - Annual corporate governance report, Section A.1	N/A
21.1.2 If there are shares not representing capital, state the number and main characteristics of such shares.	—	N/A

ITEMS OF APPENDIX I OF REGULATION 809/2004	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2012	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2011
21.1.3 Number, book value and face value of shares in the issuer held by or on behalf of the issuer itself or by subsidiaries of the issuer(*).	• Note 16: Equity • Management report: Financial overview • Management report - Annual corporate governance report, Sections A.8 and A.9	N/A
21.1.4 Amount of any convertible securities, exchangeable securities or securities with warrants, with an indication of the conditions governing and the procedures for conversion, exchange or subscription.	—	N/A
21.1.5 Information about and terms of any acquisition rights and/or obligations over authorised but unissued capital or an undertaking to increase the capital.	—	N/A
21.1.6 Information about any capital of any member of the group which is under option or agreed conditionally or unconditionally to be put under option and details of such options, including those persons to whom such options relate.	—	N/A
21.1.7 History of share capital, highlighting information about any changes for the period covered by the historical financial information.	• Statement of changes in equity • Note 16: Equity	• Statement of changes in equity • Note 15: Equity
21.2 By-laws and deed of incorporation		
21.2.1 Description of the issuer's objects and purposes, and where they can be found in the by-laws and deed of incorporation.	—	N/A
21.2.2 Provisions of the issuer's by-laws or internal regulations with respect to the members of the administrative, management and supervisory bodies(*).	• Management report - Annual corporate governance report, Section B	N/A
21.2.3 Description of the rights, preferences and restrictions attaching to each class of the existing shares.	• Note 16: Equity • Management report - Annual corporate governance report, Section A.10	N/A
21.2.4 Description of what action is necessary to change the rights of holders of the shares, indicating where the conditions are more significant than is required by law.	—	N/A

ITEMS OF APPENDIX I OF REGULATION 809/2004	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2012	CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT REPORT FOR 2011
21.2.5 Description of the conditions governing the manner in which annual general meetings and extraordinary general meetings of the shareholders are called, including the conditions of admission.	—	N/A
21.2.6 Provisions of the issuer's by-laws or internal regulations that would have an effect of delaying, deferring or preventing a change in control of the issuer.	• Management report - Annual corporate governance report, Section A.10	N/A
21.2.7 Provisions of the by-laws or internal regulations, if any, governing the ownership threshold above which shareholder ownership must be disclosed.	—	N/A
21.2.8 Provisions of the by-laws or internal regulations governing changes in the capital, where such conditions are more stringent than is required by law.	• Management report - Annual corporate governance report, Section A.10 and Appendix Section 3	N/A
22. **MATERIAL CONTRACTS**	—	—
23. **THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS AND DECLARATIONS OF ANY INTEREST**		
23.1 Statements and reports attributed to experts.	—	—
23.2 Truthfulness and accuracy of reports issued by experts.	—	—
24. **DOCUMENTS ON DISPLAY**	—	—
25. **INFORMATION ON HOLDINGS**(*)	• Appendix I: Main companies comprising the Repsol Group at 31 December 2012	N/A

B) APPENDIX I OF REGULATION 809/2004

(This section provides and supplements the information required by the items of Appendix I of Regulation 809/2004 that is not included in the consolidated financial statements or consolidated management reports of Repsol, S.A. and investees comprising the Repsol Group for financial year 2012 and 2011, or, where applicable, updates the information contained in such documents).

1. PERSONS RESPONSIBLE

1.1 Identification of responsible persons

Responsibility for the contents of this Registration Document rests with Mr. Miguel Martínez San Martín, acting on behalf of and representing Repsol in his capacity as General Director of Finance and Corporate Development and in exercise of the general powers conferred upon him in the notarised power of attorney executed on 5 July 2011 before Madrid notary Mr. Martín María Recarte Casanova, such power of attorney as duly filed with the Mercantile Registry of Madrid.

1.2 Declaration by persons responsible confirming the factual accuracy of the information contained in the Registration Document

Mr. Miguel Martínez San Martín, as the person responsible for this Registration Document and having taken all reasonable care to ensure that such is the case, declares that the information contained herein is, to the best of his knowledge, in accordance with the facts and contains no omission likely to affect its import.

2. AUDITORS

2.1 Name and address of the auditors

The Financial Statements of Repsol, S.A. and the consolidated Financial Statements of the Repsol Group as at and for the years ended 31 December 2012, 2011 and 2010 were audited by Deloitte, S.L. (**"Deloitte"**), which issued unqualified opinions thereon.

Deloitte has its registered address in Madrid at Plaza Pablo Ruiz Picasso 1, bears tax identification number B-79104469, and is registered under no. S0692 in the Spanish Official Register of Auditors (ROAC).

2.2 Resignation or removal of the auditors

Deloitte has not resigned or been removed as the statutory auditor during the period covered by the historical financial information for which it was appointed auditor.

3. SELECTED FINANCIAL INFORMATION

3.1 Selected historical financial information

The consolidated financial statements for 2012, 2011 and 2010 have been prepared on the basis of the accounting records of Repsol, S.A. and the companies in its scope of consolidation, and are presented in accordance with the International Financial Reporting Standards (**"IFRS"**) adopted by the European Union as of 31 December of the years in question.

The following tables include selected consolidated financial information for the Group for the years ended 31 December 2012, 2011 and 2010.

The consolidated income statement for the year ended 31 December 2011 has been restated for purposes of comparison with the financial information published in 2012, with respect to the financial information for 2011 contained in the Group's consolidated Financial Statements for 2011, to classify the operations affected by the process of expropriation of the Group's shares in YPF S.A. and YPF Gas S.A. in the items referring to discontinued operations, in accordance with that laid down in IFRS 5, "*Non-current assets held for sale and discontinued operations*". However, the income statement for the year ended 31 December 2010 has not been restated and, therefore, it includes the operations for YPF S.A: and YPF Gas S.A. in the lines for continuing operations.

On the other hand, the consolidated balance sheet for the year ended 31 December 2012 reflects the accounting deconsolidation of the Group's ownership interest in YPF S.A. and YPF Gas S.A. However, for the years ended 31 December 2011 and 2010, the Group's ownership interest in the capital of YPF S.A. and YPF Gas S.A. is included by consolidation applying the full consolidation method.

	31/12/2012		**31/12/2011**		**31/12/2010**
CONSOLIDATED BALANCE SHEET ***(In accordance with IFRS)***	**(in million €)**	**Var. 12-11**	**(in million €)**	**Var. 11-10**	**(in million €)**
	Audited	**(%)**	**Audited**	**(%)**	**Audited**
ASSETS					
Non-current assets …………………………	44,760	(11.59)	50,628	10.66	45,753
Current assets………………………………	20,161	(0.83)	20,329	(7.08)	21,878
Total Assets ……………………………………	**64,921**	**(8.51)**	**70,957**	**4.92**	**67,631**
TOTAL EQUITY…………………………………	**27,472**	**1.59**	**27,043**	**4.07**	**25,986**
LIABILITIES					
Non-current liabilities ……………………	24,139	(9.96)	26,810	3.63	25,872
Current liabilities……………………………	13,310	(22.18)	17,104	8.44	15,773
Total Equity and Liabilities ………………	**64,921**	**(8.51)**	**70,957**	**4.92**	**67,631**

CONSOLIDATED INCOME STATEMENT *(In accordance with IFRS)*	**31/12/2012** (in million €) Audited	**Var. 12-11** (%)	**31/12/2011[(2)]** (in million €) Unaudited	**Var. 11-10** (%)	**31/12/2010** (in million €) Audited
EBITDA[(1)]	6,956	26.61	5,494	(40.26)	9,196
Operating revenue	59,593	13.22	52,637	(12.90)	60,430
Operating expenses	55,307	12.67	49,088	(7.05)	52,809
Operating income	4,286	20.77	3,549	(53.43)	7,621
Financial result	(857)	(0.58)	(862)	(14.48)	(1,008)
Net income before tax	3,546	28.52	2,759	(58.75)	6,689
Net income for the period from continuing operations	1,965	11.14	1,768	(64.26)	4,947
Net income for the period from continuing operations attributable to the parent	1,890	14.06	1,657	(64.69)	4,693
Net income for the period from discontinued operations net of taxes	279	(64.05)	776	--	--
Net income for the period from discontinued operations attributable to the parent	170	(68.28)	536	--	--
Total net income attributable to the parent	**2,060**	**(6.06)**	**2,193**	**(53.27)**	**4,693**
Earnings per share attributed to equity holders of the parent (in euros)	1.70	(1.16)	1.72[(3)]	(55.21)	3.84

(1) EBITDA represents operating profit adjusted for items that do not result in cash inflows or outflows from operations (depreciation and amortisation, allowances and provisions released, gains / (losses) on asset sales and other items). EBITDA can also be calculated via the Cash Flow Statement as the sum of "Net income before tax" and "Adjustments to net income".
(2) The selected financial information at 31 December 2011 is the same as that for 2011 included in the Group's consolidated Financial Statements at 31 December 2012. This financial information for 2011 was restated as a consequence of the expropriation process of YPF and YPF Gas and differs from that contained in the Group's Financial Statements at 31 December 2011.
(3) The calculation of earnings per share at 31 December 2011 is the same as that for 2011 (restated) included in the Group's consolidated Financial Statements at 31 December 2012 and differs from the content in the Group's consolidated Financial Statements at 31 December 2011, in relation to increases in capital released through which the shareholder remuneration system known as the *"Repsol Flexible Dividend"* is implemented.

KEY FINANCIAL RATIOS	**31/12/2012[(1)]**	**31/12/2011[(1)]**	**31/12/2010**
		Unaudited	
Net debt/capital employed[(2)] (%)	26.5	29.4	19.5
Return on equity (ROE)[(3)] (%)	7.4	7.0	21.3
Return on assets (ROA)[(4)] (%)	3.8	3.4	9.0
Return on average capital employed (ROACE)[(5)] (%)	7.8	7.7	15.5
Closing share price for the year[(6)] (euros)	15.34	23.74	20.85
PER[(7)]	9.02	13.19	5.4

(1) The numerator for the financial ratios at 31 December 2012 and 2011 was calculated with the results of the continuing operations. The ratios for those years which include the capital employed do not incorporate any amount from YPF. The financial ratios at 31 December 2011 were calculated based on the restated financial information for 2011 contained in the Group's consolidated Financial Statements at 31 December 2012, as the financial information for 2011 was restated as a consequence of the process of expropriation of YPF and YPF Gas.
(2) Net debt / capital employed represents net debt / (net equity + preference shares + net debt at the end of the period).
(3) ROE is the result attributed to the parent company after tax / average equity attributed to the parent company.
(4) ROA is the (result attributed to the parent company + result attributed to minority interests + financial result after tax) / average assets.
(5) ROACE is the (result attributed to the parent company + result attributed to minority interests + financial result after tax) / (equity + preference shares + average net debt for the period).
(6) This item represents the quoted year-end price per share in the Continuous Market of the Spanish Stock Exchanges.
(7) PER is the closing quoted share price for the period / earnings per share attributed to the parent company.

3.2 Selected financial information for interim periods

The selected consolidated balance sheet of the Repsol Group as of 31 March 2013 and 31 December 2012 is as follows:

CONSOLIDATED BALANCE SHEET *(In accordance with IFRS)*	**31/03/2013 (in million €) Unaudited**	**Var. 13-12 (%)**	**31/12/2012 (in million €) Audited**
ASSETS			
Non-current assets	45,653	2.00	44,760
Current assets	21,282	5.56	20,161
Total Assets	**66,935**	**3.10**	**64,921**
TOTAL EQUITY	**29,706**	**8.13**	**27,472**
LIABILITIES			
Non-current liabilities	23,554	(2.42)	24,139
Current liabilities	13,675	2.74	13,310
Total Equity and Liabilities	**66,935**	**3.10**	**64,921**

The selected consolidated income statement for the Repsol YPF Group for the periods ending 31 March 2013 and 2012 is as follows:

CONSOLIDATED INCOME STATEMENT *(In accordance with IFRS)*	31/03/2013 (in million €) Unaudited	Var. 13-12 (%)	31/03/2012[2] (in million €) Unaudited
EBITDA[1]	1,942	0.83	1,926
Operating revenue	15,508	2.97	15,060
Operating expenses	(14,216)	3.55	(13,730)
Operating income	1,292	(2.86)	1,330
Financial result	(235)	(16.67)	(282)
Net income before tax	1,102	2.51	1,075
Net income for the period from continuing operations	651	0.15	650
Net income for the period from continuing operations attributable to the parent	637	1.27	629
Net income for the period from discontinued operations net of taxes	(3)	(101.10)	273
Net income for the period from discontinued operations attributable to the parent	(3)	(101.84)	163
Total net income attributable to the parent	**634**	**(19.95)**	**792**
Earnings per share attributed to equity holders of the parent (in euros)	0.51	(21.54)	0.65[3]

(1) EBITDA represents operating profit adjusted for items that do not result in cash inflows or outflows from operations (depreciation and amortisation, allowances and provisions released, gains / (losses) on asset sales and other items). EBITDA can also be calculated via the Cash Flow Statement as the sum of "Nei income before tax" and "Adjustments to net income".

(2) As a result of the expropriation process of YPF S.A. and YPF Gas, S.A. (formerly known as Repsol YPF Gas, S.A.) shares held by the Repsol Group, the selected consolidated income statement for the first quarter of 2012 has been restated, for comparison purposes in accordance with applicable accounting standards, with respect to the information included in the interim management statement filed with the CNMV on 10 May 2012. The restated financial information for the first quarter of 2012 that, for comparison purposes, is included in this Registration Document, corresponds to that included in the advance notice of results for the second quarter of 2012, published as a "relevant event" on 26 July 2012 (registration number 170,926).

(3) Capital increases were carried out in July 2012 and January 2013 as part of the "Repsol dividend flexible" (Repsol flexible dividend) payout scheme and, accordingly, issued share capital currently consists of 1,282,448,428 shares. The weighted average of outstanding shares in the reported periods was restated in comparison with the figures published in prior periods to include the effect of these capital increases in accordance with IFRS 33 "Earnings per share". The average number of shares held by the company during each period was also taken into account. The average number of outstanding shares was 1,209,852,875 in first quarter 2012, 1,213,930,813 in forth quarter 2012 and 1,237,017,466 in first quarter 2013.

Displayed below are the main financial ratios at 31 March 2013:

KEY FINANCIAL RATIOS	31/03/2013
Net debt/capital employed[1] (%)	23.7
Net debt + preference shares/capital employed[2] (%)	32.8
Return on average capital employed (ROACE)[3][4] (%)	9.6
Closing share price for the period[5] (euros)	15.85
PER[6]	7.76

(1) Net debt / capital employed represents net debt / (net equity + preference shares + net debt at the end of the period).

(2) The capital employed used in calculation of the ratio excludes discontinued activities. Including discontinued operations, the net debt to capital employed ratio would amount to 20.2% and 28% considering preference shares.

(3) ROACE is the (annualised result attributed to the parent company + annualised result attributed to minority interests + annualised financial result after tax) / (equity + preference shares + average net debt for the period).

(4) ROACE does not include earnings or capital employed from discontinued operations.

(5) This item represents the quoted share price at 31 March 2013 in the Continuous Market of the Spanish Stock Exchanges.

(6) PER is the closing quoted share price at 31 March 2013 / Earnings per share attributed to the parent company.

4. RISK FACTORS

Section I of this Registration Document contains disclosures on the risk factors affecting the operations of the Repsol Group, as well as financial risks. This information complements and/or updates that set forth in Note 21 - "*Financial risk and capital management*" of the consolidated annual accounts for 2012 and in the *"Risk factors"* section of the consolidated management report of Repsol for 2012, as included under Section II.C) of this Registration Document.

5. INFORMATION ABOUT THE ISSUER

5.1 History and development of the issuer

5.1.1 Legal and commercial name

Information concerning this item is disclosed in Note 1 - *"General Information"* of the consolidated Financial Statements for 2012 (see Section II.C). However, this information is supplemented by the information included below: in the commercial field, Repsol, S.A. is named "Repsol".

5.1.3 Date of incorporation and length of life

Repsol, S.A. is a limited company which was incorporated on 12 November 1986. In accordance with that laid down in Article 4 of its Company By-laws, the duration of Repsol, S.A. is indefinite.

5.1.4 Domicile and legal form, applicable legislation, country of incorporation and address and telephone number of its registered office

Information regarding this item is contained in Note 1 - *"General information"* and Note 2 - *"Regulatory framework"* of the 2012 consolidated Financial Statements included in Section II.C of this Registration Document. This information is supplemented as regards the telephone number of its registered office (Calle Méndez Álvaro, 44, 28045 Madrid, Spain) by the following: (+34) 917 538 000.

As regards the regulatory framework covered in Note 2 to the consolidated Financial Statements for 2012 and, in particular, with respect to regulation in Spain of "Liquid hydrocarbons, oil and petroleum derivatives", this information is updated with the recent publication of Order IET/463/2013, of 21 March, updating the system for automatic determination of maximum sale prices, before tax, for bottled liquefied petroleum gases, modifying the regulatory framework in Spain for bottled LPG. This new Order, IET/463/2013, of 21 March, as stated in the text of the declaration itself, puts into effect that laid down by Royal Decree 29/2012, of 28 December, by virtue of which the Government decided to temporarily maintain the same price fixed by the Resolution of 24 September 2012 for the fourth quarter of 2012 until 1 March 2013, to then carry out a new revision of the price of bottled LPG by applying Order ITC/1858/2008, of 26 June.

Therefore, it is this Order IET/463/2013, of 21 March, which is used to update the system for automatic determination of maximum sale prices before tax for bottled liquefied petroleum gases, introducing the following changes with respect to the regulations in force:

(i) bimonthly updating is established, limiting variations to 5 per cent, for both rises and falls, and including a term for recovery of imbalances occurring in previous price updates in the formula to determine the maximum sale price;

(ii) the "C term", which covers the commercialisation costs, is increased progressively. A new formula is also established for annual review of these costs and,

(iii) finally, authorisation is expanded to the competent authority for the Canary Islands Autonomous Region, to the competent authority for the cities of Ceuta and Melilla, to adjust the commercialisation costs according to specific factors, given their geographical locations, up to a maximum amount equivalent to the difference between the taxes payable by the consumer under the tax regime in those territories and those applicable in general in the rest of Spanish territory.

5.1.5 Important events in the development of the issuer's business

Repsol, S.A. commenced operations in October 1987 after a process of reorganisation of the gas and oil businesses hitherto owned by the National Hydrocarbons Institute (**"INH"**), a Spanish public law entity that operated as a holding company for the gas and oil businesses owned by the Spanish Government.

Key milestones in the history of Repsol are as follows:

- Repsol, S.A. was incorporated in 1986, and in 1987 the INH began the process of reorganising its shareholdings in the Spanish oil industry.
- In 1989, the shares of Repsol, S.A. were first listed on the Spanish stock exchanges (Madrid, Barcelona, Bilbao and Valencia) and, through American Depositary Shares (ADS), on the New York Stock Exchange, beginning the process of privatisation of Repsol.
- The privatisation of Repsol, S.A. culminated with the public offers for the sale of shares in Repsol, S.A. carried out by Sociedad Estatal de Participaciones Industriales (SEPI) in 1996 and 1997.

- Between 1999 and 2000, Repsol, S.A. paid €14,298 million in exchange for 99% of YPF, Argentina's leading oil company and a former national operator in the industry, thereby completing its international expansion. In the same year, shares in Repsol, S.A. were listed on the Buenos Aires Stock Exchange, and in 2000 the company changed its name to Repsol YPF, S.A. In 2008 Repsol agreed the sale of 14.9% of YPF to the Petersen Group[4] and granted two purchase options with a term of four years for a total additional interest of 10.1% of YPF's capital, which were exercised, the last in 2011.
- During the months of February and March of 2011, Repsol sought formal delisting of its American Depository Shares from the New York Stock Exchange and deregistration with the U.S. Securities and Exchange Commission. The last day of trading of the American Depositary Shares on the New York Stock Exchange was 4 March 2011. The deregistration from the SEC and the resulting definitive termination of Repsol's reporting obligations vis-à-vis the same watchdog became effective in June of 2011. Repsol has kept its ADS program in effect and on 9 March 2011 the company's ADSs began to trade on the "OTCQX" market.
- Between December 2010 and May 2011, Repsol made successive sales of Class D shares in YPF S.A. (both ordinary shares and in the form of American Depositary Shares), representing 26.61% of its share capital, including, among other operations, the 7.67% sold through a public offering for sale of shares in YPF S.A., carried out in March 2011 and the 10% sold to Petersen in the exercise of its option to purchase in May 2011 mentioned previously. After these operations, the ownership interest in the YPF S.A. Group stood at 57.43% of its share capital.
- On 7 May 2012, the Repsol Group's shares in YPF S.A. and YPF Gas S.A. were declared of public interest and therefore subject to expropriation, this following the corresponding passing of the Expropriation Act in the Argentine Parliament and the subsequent publication in the Official Gazette of the Republic of Argentina, with the law taking effect on the same date (see risk factor titled *"Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A."*).
- On 31 May 2012, the Ordinary General Shareholders' Meeting of Repsol, S.A. agreed to change the corporate name of Repsol YPF, S.A. to Repsol, S.A. On the same date, the Board of Directors passed a resolution to move the company's registered office to Calle Méndez Álvaro, 44, Madrid, Spain.
- On 26 February 2013, Repsol signed an agreement with Shell for the sale of part of its LNG assets and businesses, the coming into effect of which is subject to the obtaining of the necessary authorisations and the fulfilment of the agreed conditions (see item 5.3).

4 The agreements between Repsol, S.A. and the Petersen Group for the sale of 25% of YPF S.A. capital, as well as other loan agreements with the Petersen Group are described in Note 5.2 - "*Agreements between Repsol and the Petersen Group and other related loan agreements with the the Petersen Group*" in the consolidated Financial Statements for 2012, included in Section II.C) of this Registration Document. The intervention in YPF and its temporary seizure by the Argentine State in April 2012 seriously affected the agreements between Repsol and the Petersen Group. In May 2012, exercising its contractual rights, Repsol notified the Petersen Group of the early termination of the two loan agreements and, in November 2012, it executed the pledges given in guarantee for these loans constituted on 21,174,920 Class D shares in YPF S.A. in the form of ADSs, representing 5.38% of its share capital. The Petersen Group companies in Spain, Petersen Energía, S.A. (PESA) and Petersen Energía Inversora, S.A.U. (PEISA), companies incorporated in 2007 and 2008, respectively, filed for insolvency on 23 October 2012. Recognised in the list of creditors in the two insolvency proceedings are Repsol credits for the amount of €1,483 million (83% of the insolvency debt pool corresponding to the rest of the credits, in the great majority to various financial institutions with senior rights to collection). The insolvency asset pool barely has any assets, hence at 31 December 2012, full allowance was made for the aforementioned loans.

Additionally, and in relation to the loan that Banco Santander granted to the Petersen Group, guaranteed by Repsol, and for which in turn the Petersen Group established a pledge in favour of Repsol, S.A. on 2,210,192 Class D shares in YPF S.A: in the form of ADSs as a counter guarantee for Repsol, S.A.'s obligations. In April 2013, Repsol partially executed this pledge on 322,830 ADSs in YPF S.A., representing 0.08% of its share capital.

5.2 Investments

5.2.1 Description of the issuer's principal investments

The following chart details the amounts of Repsol's operating investments by business areas at 31 December 2012, 2011 and 2010.

	31/12/2012		**31/12/2011[1]**		**31/12/2010**
	(in million €)	**Var. 12-11**	**(in million €)**	**Var. 11-10**	**(in million €)**
OPERATING INVESTMENTS BY BUSINESS SEGMENT[2]	**Audited**	**(%)**	**Unaudited**	**(%)**	**Audited**
Upstream	2,423	33.65	1,813	62.02	1,119
LNG	35	94.44	18	(78.05)	82
Downstream	666	(60.92)	1,704	5.71	1,612
YPF[3]	--	--	--	--	1,537
Gas Natural Fenosa	432	(25.77)	582	25.70	463
Corporation, others and adjustments	165	--	165	91.86	86
Total	**3,721**	**(13.10)**	**4,282**	**(12.59)**	**4,899**

(1) Operating investments at 31 December 2011 are the same as those for 2011 included in the Group's consolidated Financial Statements at 31 December 2012. This financial information for 2011 differs from the content in the Group's consolidated Financial Statements at 31 December 2011 given that it was restated in the Group's consolidated Financial Statements for 2012 as a consequence of the expropriation process of YPF and YPF Gas, were not parts of Repsol's operating segments at 31 December 2012.

(2) Includes investments accruing in the year. Excludes investments in *"Other financial assets"*. The payments due to investments which appear in the Statement of Cash Flows (which also include payments due to investments in *"Other financial assets"*) totalled 3,907, 4,287 and 5,106 million euros at 31 December 2012, 2011 and 2010, respectively.

(3) YPF ceased to be a segment of the Repsol Group's business due to the expropriation of the Repsol Group's shares in YPF S.A. as stated in Note 5 to the consolidated Financial Statements for 2012 (see Section II.C).

The information relating to this item is stated:

- in the consolidated Financial Statements for 2012 (see Section II.C)): Note 6 - *"Goodwill"*; Note 7 - *"Other intangible assets"*; Note 8 - *"Property, plant and equipment"*; Note 9 - *"Investment properties"*; Note 11 - *"Investments accounted for using the equity method"*; Note 13 - *"Current and non-current financial assets"*; Note 30 - *"Segment reporting"*; Note 31 - *"Business combinations and increases in ownership interests in subsidiaries without change of control"*; and Appendix I(b) - *"Main changes in the consolidated scope for the year ended 31 December 2012"*. Further information is provided in the section entitled *"Business areas"* of the Repsol Group's 2012 consolidated Management Report; and
- in the consolidated Financial Statements for 2011 (see Section II.D)): Note 5 - *"Goodwill"*; Note 6 - *"Other intangible assets"*; Note 7 - *"Property, plant and equipment"*; Note 8 - *"Investment properties"*; Note 10 - *"Investments accounted for using the equity method"*; Note 12 - *"Current and non-current financial assets"*; Note 29 - *"Segment reporting"*; Note 30 - *"Business combinations and increases in ownership interests in subsidiaries without change of control"*; Note 37 - *"Subsequent events"*; and Appendix I(b) - *"Main changes in the consolidated scope for the year ended 31 December 2011"*. Further information is provided in the section entitled *"Business areas"* of the Repsol Group's 2011 consolidated Management Report.

No significant investments have been made by the Repsol Group between 31 December 2012, the date of the last historical financial statements published by Repsol, and the date of this Registration Document.

5.2.2 Description of the principal investments in progress

Information concerning this item is contained in Note 8– *"Property, plant and equipment"* to the consolidated financial statements for 2012 (see Section II.C)), and in the section *"Business areas"* of the Repsol consolidated Management Report for 2012. This information is supplemented and/or updated by the following.

The principal investments in progress for Repsol as of the date of this Registration Document are as follows:

***"Shenzi" field (Gulf of Mexico)*:** Repsol holds a 28% stake in the field, together with BHP Billiton (operator), which holds 44%, and Hess, which holds the remaining 28%. The field is situated in deep water in the US Gulf of Mexico. Production of oil and gas from the Shenzi platform commenced in March 2009. In the second quarter of 2012, the Shenzi 9 appraisal well was successfully drilled and completed, starting to produce at the end of June, connected to the new Manifold H.

Within the project to inject water in Shenzi, in order to maintain pressure and boost production levels, water was injected into the oilfield with two of injection wells between May and September 2012. Within the framework of the additional development tasks at the field in 2013, new injection wells are planned, with a development well on the north-east flank and an infill well on the western flank. As of March 2013, thirteen wells were producing at the Shenzi platform, plus two further wells at the Marco Polo platform. The reservoirs have been matching the performance levels previously modelled by Repsol.

***Block BM-S-9 (Brazil)*:** At the BM-S-9 deep-water block in the Santos basin, two major development projects have materialised over recent years in Sapinhoá (formerly Guará, discovered in 2008) and Carioca (discovered in 2007). Repsol has also made the Abaré Oeste and Iguazú (2009) and Abaré (2013) discoveries within this same block, thus increasing the potential of resources to be developed in this area. Repsol Sinopec Brasil (Repsol 60% and Sinopec 40%) holds a 25% stake in the projects. The other partners comprising the consortium are Petrobras (45% and operator) and British Gas (BG Group, with 30%).

With respect to the **Sapinhoá** project, the output from the first production well in the southern area of the field started in January 2013. Sapinhoá one of the key growth projects for Repsol. Production from the southern area of Sapinhoá takes place through the FPSO (Floating Production, Storage and Offloading) platform "Cidade de São Paulo", with capacity to process 120 kbbl/d of crude oil and 5 million cubic metres of gas per day. During 2013 and 2014, within the full development programme for the area, the plan is to connect new production wells to the platform, with which it is expected that total crude oil production of 120 kbbl/d will be reached in the first half of 2014. The development plan also contemplates carrying out an extended well test (EWT) at Sapinhoá North in 2013, the completion of the 18" Guara-Tupi pipeline installation and the completion of the Sapinhoá South appraisal well. In 2012, a contract was awarded for the lease of the FPSO "Cidade de Ilhabela" for a period of 20 years. This platform will be used for production in the Sapinhoá North field, the planned start of which is in the second half of 2014, with a daily production capacity of 150 kbbl/d of crude oil and 6 million cubic metres of gas.

With regard to the **Carioca** area, the Carioca North well was drilled in 2012 within the Carioca project evaluation and development plan, to define the potential and extent of the Carioca area more precisely, once the Carioca Sela appraisal work was completed. The positive results obtained with the Carioca North well reaffirm the extension of the Carioca field. A production test is planned for 2013, to determine the well's flow capacity, as well as new evaluation work to define the potential Carioca's area. With this objective, the Brazilian National Petroleum Agency (ANP) approved an additional programme of activities and extended the deadline for declaring Carioca's commerciality to 31 December 2013. The project for developing and starting production in the Carioca area is progressing as planned and the objective remains to start production in 2016.

Margarita-Huacaya Project (Bolivia): The first phase in the significant Margarita-Huacaya gas development project entered production in May 2012. On commissioning the gas processing plant, together with the fluid collection system, gas pipelines and wells completions, total gas production was raised from 3 to 9 million cubic metres per day (Mm3/d). Margarita-Huacaya is one of the big projects in Repsol's Strategic Plan. This first phase was completed in the planned timescale. Work is in progress on the second phase to build a new module in the gas treatment plant and drill additional production wells. Start-up of the second phase is forecast for the fourth quarter of 2013, with total gas production to reach 14 Mm3/d in the second half of 2014. This project is being developed by a consortium formed by Repsol (operator, with a 37.5% stake), BG (37.5%) and PAE (25%).

"Mississippian Lime" Project in the USA: In January 2012, Repsol signed an agreement with the U.S. oil company SandRidge Energy whereby Repsol is set to acquire 16.2% and 25% interests in two areas of unconventional resources within the larger Mississippian Lime oilfield, bridging the states of Oklahoma and Kansas. In the first half of 2012 Repsol incorporated production and reserves from this important development project into its books. An intensive drilling campaign was carried out in 2012, of nearly 300 production wells and an additional 700 wells are planned for 2013. The area has been heavy in operating infrastructure for over 30 years now, allowing for rapid production start-up and sale of the gas and oil produced in this area.

Joint Venture with Alliance in Russia: In August 2012, Repsol and Alliance Oil completed the first phase of their joint project for the exploration and production of hydrocarbons with the incorporation of assets to the AROG joint venture by Alliance Oil and the purchase of shares by Repsol. This agreement was signed in December 2011 and will serve as a growth platform for the two companies in the Russian Federation. In 2012, Alliance Oil contributed its subsidiary Saneco, which has exploration and production activities in the Samara region (Volga-Urals Basin), with proven and probable reserves in 11 oilfields that are already in production. Repsol acquired shares in the new company and signed up to a 49% stake. Repsol incorporated production and reserves from this important project in its books in the third quarter of 2012.

The next step took place in December 2012 when Alliance included the assets of its subsidiary Tatnefteodatcha (TNO), located in the Russian region of Tatarstan (Volga-Urals Basin) in AROG. This involves two oilfields and their respective exploration and production licences.

In late January 2013, Repsol contributed to AROG with the company's assets in Eurotek, including two major gas fields: Syskonsyninskoye (SK), which started production at the end of February 2013, and Yuzhno-Khadyryakhinskoye (YK) which is in the final evaluation phase before entering development. With all this in late January 2013 was completed the formation of the joint venture AROG between Alliance Oil (51%) and Repsol (49%).

This agreement with Alliance combines this company's knowledge and access to exploration and production opportunities in Russia with Repsol's financial and technical capacities, thus forging a long-term alliance for exploration and production activities. The agreement also includes the joint search of new growth opportunities by acquiring oil and gas assets in Russia.

Kinteroni Project in Peru: In January 2008 Repsol announced an important gas find in Block 57 of the Ucayali-Madre de Dios basin in Peru. Repsol is the operator of the block with a 53.84% stake (the other partner in the consortium is Petrobras with 46.16%). The field is close to the Camisea gas and condensate field, in which Repsol also holds a stake.

The drilling and completion phase was finished, along with testing of the development wells as part of the development program for the Kinteroni Sur field started in August 2010. The necessary infrastructure for bringing the Kinteroni field on stream has been built and commissioned. Production operations will begin during 2013.

Repsol made a new gas discovery in Block 57 in September 2012. The Sagari exploration well (located north of Kinteroni) was successful in two different formations known as Nia Superior and Nia Inferior. Repsol is the operator of the block, with a share of 53.84%, while Petrobras holds the remaining 46.16%. The development visualisation phase will begin during 2013 and the awarding of the conceptual engineering is expected.

***Cardón IV Project in Venezuela*:** The Perla mega-field, one of the key growth projects, was discovered by Repsol and Eni in 2009 within the Cardón IV block, which is located in shallow waters of the Gulf of Venezuela, roughly 50 kilometres from the coast. A total of five wells have been drilled which will be put into production using platforms and subsea connections that will take the gas to shore for processing and sending to the Venezuelan distribution network, in accordance with the development plan. After then an evaluation period, in which Repsol held a 50% stake and Eni the other 50%, PDVSA acquired a 35% stake, with which Repsol and Eni control 32.5% each.

Approval for the declaration of commercial status and for the development plan for the Perla field was received from the Venezuelan authorities in August 2012. Three phases are considered in the development plan for this key field according to the volumes of natural gas to be produced: the first of 300 million cubic feet per day (Mscfd) with the start of production planned for 2014; a second phase of 800 Mscfd; and a third of 1,200 Mscfd. A series of tasks is to be performed to develop the project, both on land and at sea, most notably the drilling of new wells and the re-entry of wells drilled in the exploration phase, the laying of production pipelines, the construction and installation of offshore platforms, the construction of the onshore gas processing and treatment plant and the pipeline from the gas treatment plant to the point of delivery to PDVSA Gas. In support to the development of the communities in the area, social contributions to the community are also included, in accordance with that defined by the Ministry of Energy and Mining. Under the Development Plan, orders were placed in 2012 for the purchase of long lead items (LLI) and pipes were delivered to the area for the construction of the flow line that will connect the offshore platforms to the future onshore treatment plant. Work also began in 2012 on the detailed engineering for the onshore processing plant and progress was made in the process of awarding the contract for the rig which is expected to start working in the fourth quarter of 2013.

***Carabobo Project in Venezuela*:** In February 2010 a consortium of international companies led by Repsol with a holding of 11% was awarded the Carabobo-1 project by the Venezuelan government. This important project, undertaken jointly with PDVSA, consists of the development of the heavy crude oil reserves in the Carabobo 1 Norte and Carabobo 1 Centro areas located in the Orinoco Petroleum Belt. The aim of the work planned for Carabobo-1 is to achieve production output of 400,000 barrels of oil per day for a period of 40 years and it includes the construction of a heavy crude upgrader to process 200,000 barrels of oil per day. Part of the heavy crude oil obtained from the project will be sent to Repsol’s Spanish refineries, which will allow the company to profit from its investment in advanced deep conversion techniques at the refineries.

Progress was made in 2012 on the tasks for developing this key growth project in Venezuela, with the aim of starting early accelerated production in 2013 and early project production around 2014. It is planned for the permanent production facilities to be operational in 2016, with the production “plateau” of 400,000 barrels of oil forecast to be reached in 2017 with the start-up of the upgrader. The selection process is currently under way to choose the engineering firm to carry out the Front End Engineering Design (FEED). This installation, with a processing capacity of 200 kbbl/d, will increase the quality of the crude to 32º API. The drilling of seven stratigraphic wells was completed in 2012 and the first phase of the 3D seismic campaign was carried out. The conceptual engineering for the accelerated production project was also completed, it was approved the building of a processing plant with a capacity of 30 kbbl/d for the early accelerated production and the completion of the conceptual engineering for the permanent facilities we also finished. In late December 2012 the start of production was announced at the first well scheduled under the accelerated development plan in the Carabobo field.

Reggane Project (Algeria)**:** In this important gas development project, the tasks prior to starting the first development wells were carried out in 2012 and early 2013, after authorisation of the development plan by the Algerian authorities in November 2011. This gas project in the Algerian Sahara includes the development of six fields (Reggane, Kahlouche, South Kahlouche, Sali, Tiouliline and South-east Azrafil) in the Reggane Basin around 1,500 kilometres south-west of Algiers. Start of production is expected during 2016. To develop the area, 104 wells will be drilled and completed and a gas treatment plant with a capacity of 8 million cubic metres per day will be built, along with a gas accumulation system, a gas pipeline for exports, a landing strip and the electricity infrastructure. Repsol has a 29.25% stake in the project, operating jointly with the Algerian State-owned company Sonatrach (40%), Germany's RWE Dea AG (19.5%), and Edison of Italy (11.25%).

"I/R" Field in Libya**:** The I/R field, discovered in 2006 in blocks NC186 and NC115, both owned by Repsol, came on stream in June 2008 with early production facilities and a temporary export line. In 2010 the four manifolds were brought online, as was the definitive crude export line to the central facilities of the NC115 block. The facilities to inject water into the field were completed in 2010, with injection commencing in October of the same year. Due to the conflict the country went through in 2011, production in all the production fields in which Repsol has a stake in Libya (Blocks NC-115 and NC-186) stopped production completely in March 2011 and restarted at the end of that year. Works aimed at completing the whole development plan for the field with permanent production facilities will continue during 2013.

BM-C-33 Block in Brazil**:** Repsol Sinopec Brasil has made three major exploratory discoveries in this block, which is located in deep waters within the Brazilian Campos basin: Seat in 2010, Gávea in 2011 and Pão de Açúcar in 2012. The company IHS included the Gávea discovery in its list of the 10 biggest discoveries in the world in 2011 and Pão de Açúcar in the 2012 list. Repsol Sinopec Brasil is the operator of the block with a 35% stake, with Statoil holding 35% and Petrobras 30%.

The discovery of the Pão de Açúcar took place in the first quarter of 2012 at a total depth of 7,210 metres, at 195 kilometres from the coast and with a water depth of 2,789 metres. Hydrocarbons were found at two different levels, with a total thickness between the two of 480 metres, one of the greatest so far in Brazil. Production tests were carried out in which 5 kbbl/d of light crude and 28.5 Mscfd of gas were obtained even though the flow rate was still limited by the facilities.

These three wells vouch for the enormous potential of the Campos basin and could confirm the existence of a large concentration of hydrocarbons similar to the one found in the Santos basin. Repsol and its partners in the consortium are carrying out work to define the plan for delineating these discoveries and the work to be carried out to bring them into production in the future. If the high expectations are confirmed, this will be the first major oilfield operated by a foreign oil company in Brazil.

Buckskin in the US Gulf of Mexico**:** In early 2009 Repsol announced a major discovery of light crude oil at the Buckskin exploratory well in deep water off the United States. The Buckskin discovery was made in 2009 at a total depth of around 10,000 metres, making it the deepest well operated by Repsol to that date and one of the deepest drilled in the region. Authorisation was received in 2011 to drill the first appraisal well in the discovery, which was completed in October with a positive result. For the drilling of the second appraisal well in the Buckskin discovery, definition of the parameters was completed in 2012 with the objective of starting in the second quarter of 2013. After the positive results in 2011 from the first appraisal well, this new well will complete the confirmation of the oilfield's great resource potential and the development plan for the field will be define, with the estimated start of production between 2017 and 2018.

Exploration in Alaska: ***"North Slope"*** Project**:** On 7 March 2011, Repsol announced that an agreement had been reached through its affiliate Repsol E&P USA Inc with "70 & 148 LLC" and "GMT Exploration LLC" companies to undertake joint exploration of the latter two companies' blocks in Alaska's prolific "North Slope". Repsol holds a 70% stake in these blocks. The project consists of a series of blocks occupying an area of 2,000 km² located near to major production fields. Repsol has undertaken initially to make the necessary investments to explore and verify the economic viability of the resources contained in these blocks. The area is composed of two parts: a project in the delineation phase and a group of exploratory plays.

The first exploratory drilling works started in February 2012. Indications of hydrocarbons were found and these are under evaluation and will be confirmed with additional wells. The drilling of three additional exploratory wells started in February 2013, which concluded between April and May with the discovery of hydrocarbons.

Piracucá Project in Brazil**:** In 2009, an exploratory discovery was made in the BM-S-7 block (Piracucá) in the offshore Santos basin. The Piracucá-2 exploratory well was completed in May 2010 with positive results. Following the positive exploration and appraisal results obtained in 2009, which were subsequently confirmed by the Piracucá-2 well in 2010, the decision was reached to commence development work within the block. Petrobras is the operator of the block with a 63% stake, alongside Repsol Sinopec Brasil, which holds 37%. Repsol is continuing with the field evaluation and development plan, analysing the most appropriate options. The operator, Petrobras is contemplating developing Piracucá together with other discoveries in the same area (Panoramix, Vampira and Guaiamá), thus allowing synergies that would improve the returns in all these projects. The development wells drilled to date at Piracucá have contributed to better defining the south-west area of the field, leaving the definition of the north-east area, where a development well is planned for 2014. The basic parameters of the field development plan are expected to be defined in 2013.

Project for adaptation the new fuel specifications in the La Pampilla Refinery (Peru)**:** In September 2012, Repsol approved the project for adaptation to the new fuel specifications at the La Pampilla Refinery in Peru. The start-up of this project will enable environmental improvement in air quality, as well as the entry to the country of vehicles with technologically improved engines (initially Euro IV and Euro V later).

Among other units, the project involves the construction, in the middle distillates block, of a *Hydrodesulphurisation* (HDS) unit with a capacity of 1.4 million tonnes per year and a Hydrogen unit, investment in and management of which will be carried out by third parties. As per the commitment to the authorities, commercialisation of 50 ppm diesel production would take place in July 2016.

The project also involves, among other units, the construction in the petroleum block, of two Naphtha *Hydrotreating* (HDT) units with combined capacity for 715 thousand tonnes per year, one for the primary petroleum and the other for cracked petroleum, as well as a reforming unit for 215 thousand tonnes per year. No commitment has yet been defined with the authorities, but commercialisation of the petrol production is estimated to take place in January 2017.

5.2.3 Principal future investments on which the management bodies have already assumed firm commitments

Information concerning this item is disclosed in the consolidated financial statements for 2012 (see Section II.C), as follows: Note 35 - *"Contingencies, Commitments and Guarantees"*; as well as in the *"Business Areas"* of Repsol's consolidated Management Report for 2012. This information is supplemented and/or updated by the information included below.

The main future investments on which Repsol's management has already made firm commitments at 31 December 2012 are described in this section. The total outlays amounted to €5,961 million, of which €4,453 million will be invested by 2017 and the remaining €1,508 after that date. However, these amounts do not, in general, represent the total future investment planned for each of the projects, but only the amounts committed by management of Repsol at the date of this Registration Document. In relation to the anticipated sources for financing the investments, see item 10.5 of this Registration Document.

The principal investments adopted for firm commitments are basically in the Upstream area, where investment commitments total approximately €5,737 million.

A significant part of this figure is for the Carabobo heavy crude project and the Perla gas field development, both in Venezuela, together representing 27.27% of the Upstream investment commitments, as well as operation of the BM-S-9 block in Brazil, specifically for the Sapinhoá (ex-Guará) and Carioca projects, representing 16.07%. Also significant are the commitments related to the Reganne development (Algeria), at 10.91% and the agreement with the company SandRidge for 7.05% to operate the non-conventional oilfields in the Mississippian Lime area in the United States. In Bolivia, key investments include the Margarita-Huacaya project and development of the Sábalo field, together representing 6.02%. In terms of Upstream exploration activity, representing 26.36% of the investment commitments, Angola stands out, with six wells to be drilled in the coming years, as does Brazil, where eight wells and various production tests are all in the pipeline. Repsol also expects to see extensive exploration activity in the following countries: the United States, Bulgaria, Colombia, Spain, Peru and Norway.

5.3 Divestments

The information relating to this item is stated:

- in the consolidated Financial Statements for 2012 (see Section II.C)): Note 6 - *"Goodwill"*; Note 7 - *"Other intangible assets"*; Note 8 - *"Property, plant and equipment"*; Note 9 - *"Investment properties"*; Note 11 - *"Investments accounted for using the equity method"*; Note 13 - *"Current and non-current financial assets"*; Note 32 - *"Divestments and disposals of ownership interests in subsidiaries without loss of control"*; Note 38 - *"Subsequent events"*. Further information is provided in the sections entitled *"Results"*, *"Financial overview"* and *"Business areas"* of Repsol's consolidated Management Report for 2012; and
- in the consolidated Financial Statements for 2011 (see Section II.D)): Note 6 - *"Other intangible assets"*; Note 7 - *"Property, plant and equipment"*; Note 8 - *"Investment properties"*; Note 10 - *"Investments accounted for using the equity method"*; Note 12 - *"Current and non-current financial assets"*; Note 31 - *"Divestments and disposals of ownership interests in subsidiaries without loss of control"*. Further information is provided in the sections entitled *"Financial overview"* and *"Business areas"* of Repsol's consolidated Management Report for 2011

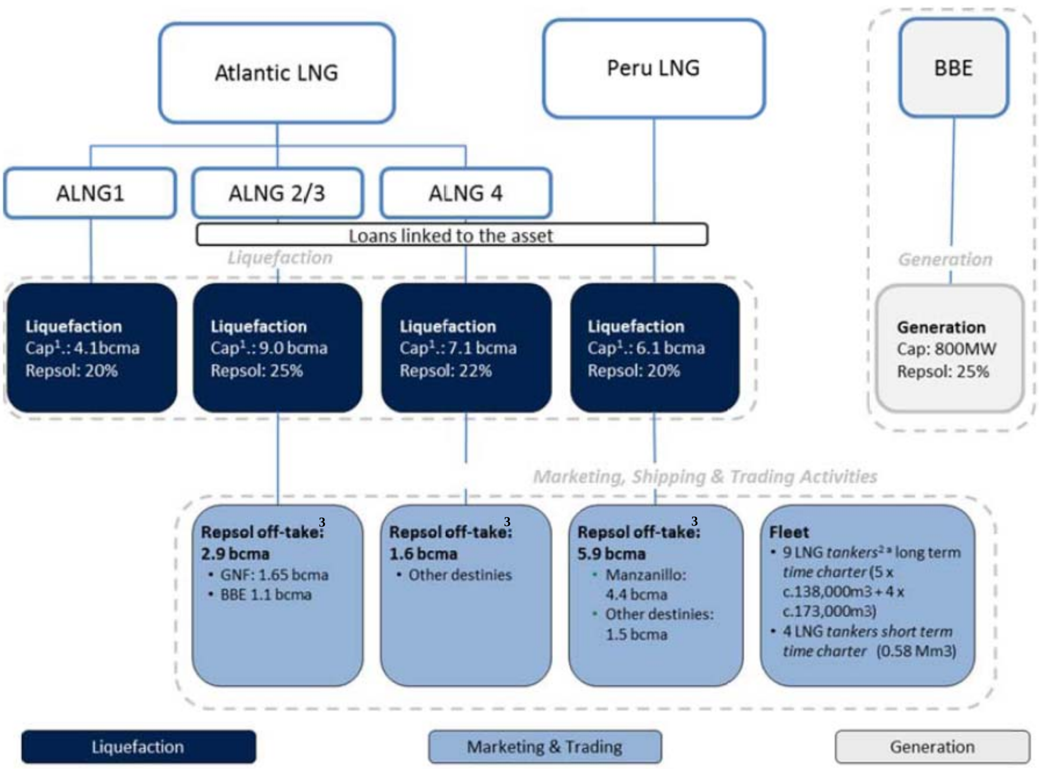
From 31 December 2012, the date of the latest historical financial statements published by Repsol, to the date of this Registration Document, the Repsol Group has not made any significant divestments, except for the signing of an agreement to sell LNG assets with Shell, and the sale of the company Eurotek, described in Note 38 - "*Subsequent events*" of the consolidated Financial Statements for 2012. With respect to the first of these, this information is updated below.

Agreement to sell LNG assets

On 26 February 2013, Repsol signed an agreement with Shell to sell its liquid natural gas (LNG) assets and businesses.

The LNG´s Repsol business includes (i) minority holdings in the liquefaction plants in Trinidad and Tobago (Atlantic LNG) and Peru (Peru LNG) and in the Bahía de Bizkaia Electricidad (BBE) Combined Cycle power plant in Spain; (ii) the commercialisation, transport and trading activities; (iii) the regasification, marketing and trading businesses in North America; and (iv) the integrated LNG project in Angola.

The transaction with Shell includes the businesses indicated in points (i) and (ii) of the previous paragraph, as shown below:



Note: Transport and Upstream assets not included in the transaction. 1 MMtpa = 1.37 bcm.
(1) Nameplate capacity of the Plant.
(2) 7 chartered by Repsol and 2 chartered 50% to Repsol and 50% to GNF. Repsol's percentages of the latter two are transferred.
(3) Gas supply contract.

The transaction does not include either regasification marketing and trading businesses in North America (Canaport regasification plant and the gas pipelines in the region) or the LNG project in Angola.

Together with the sale of assets, Repsol and Shell signed an agreement under which the latter will supply liquefied natural gas to Repsol's regasification plant at Canaport (Canada) over the next 10 years, at a total volume of approximately 1 million tonnes.

Transfer of the assets ("*closing*") is conditional on obtaining the necessary authorisations, both from governments and third parties, and the fulfilment of the agreed conditions. Until closing, Repsol will retain ownership and continue managing the businesses included in the scope of the transaction, as well as maintainthe dependency relationship between the cash flows for these assets and those of the rest of the LNG business.

In the period of time between the signing of the agreement and its final closing, Repsol will continue to keep the assets and liabilities for the businesses to be transferred on its balance sheet and, furthermore, will register these businesses results in its income statement.

The following tables show a detail of the consolidated assets and liabilities and a summarised consolidated income statement for the year ended 31 December 2012, reflecting the contribution the companies included in the scope of the transaction had on the consolidated financial statements in said fiscal year.

	31/12/2012	**31/12/2012**	
	Consolidated Repsol Group as formulated	***Assets of LNG's businesses***[(1)]	
	(in million €)	**(in million €)**	**Contribution (%)**
CONSOLIDATED ASSETS AND LIABILITIES (*In accordance with IFRS*)	**Audited**	**Unaudited**	**Unaudited**
ASSETS			
Non-current assets	44,760	2,211	4.94
Current assets..	20,161	768	3.81
Total Assets	**64,921**	**2,979**	**4.59**
LIABILITIES			
Non-current liabilities	24,139	1,347	5.58
Current liabilities	13,310	774	5.82
Total Liabilities	**37,449**	**2,121**	**5.66**

(1) LNG businesses included in the scope of the selling transaction to Shell.

CONSOLIDATED INCOME STATEMENT *(According to IFRS)*	31/12/2012 Consolidated Repsol Group as originally stated (in million €) Audited	31/12/2012 LNG business results[2] (in million €) Unaudited	 Contribution (%) Unaudited
EBITDA[1]	6,956	715	10.28
Operating revenue	59,593	2,471	4.15
Operating expenses	55,307	1,851	3.35
Operating income	**4,286**	**620**	**14.47**
Financial result	(857)	(47)	5.48
Net income before tax	3,546	643	18.13
Total net income attributable to the parent	**2,060**	**474**	**23.01**

(1) EBITDA represents operating profit adjusted for items that do not result in cash inflows or outflows from operations (depreciation and amortisation, allowances and provisions released, gains / (losses) on asset sales and other items). EBITDA can also be calculated via the Cash Flow Statement as the sum of "Profit before tax" and "Adjustments to results".

(2) LNG businesses included in the scope of the selling transaction to Shell.

The sale agreement values the assets at $6,653 million. It is estimated that the income before tax, which will be generated when all the suspensory conditions of the sale agreement have been met and, therefore, when the assets are transferred, will total $3,500 million.

As a consequence of the transfer of the LNG businesses to Shell, a break will occur in the integrated management of the assets and businesses in North America, with part of the assets included in the scope of the transaction. In this regard, Repsol will need to adjust the valuation of the assets and businesses in North America to the new cash flows associated with them by means of the recording of a provision, the amount of which would total approximately $1,800, before tax, according to Repsol's best estimate at the date of this Registration Document.

6. BUSINESS OVERVIEW

6.1 Principal activities

6.1.1 Description of principal activities and main product categories sold and/or services performed

The information relating to this item is stated:

- in the consolidated Financial Statements for 2012 (see Section II.C)): Note 30 - *"Segment reporting"* and in the *"Business areas"* and *"Strategic Plan 2012-2016"* sections of Repsol's consolidated Management Report for 2012; and
- in the consolidated Financial Statements for 2011 (see Section II.D)): Note 29 - *"Segment reporting"* and in the *"Business areas"* of Repsol's consolidated Management Report for 2011.

This information is complemented (i) with the supplementary information on oil and gas exploration and production activities at 31 December 2012, which is included in Section II.E) of this Registration Document; and (ii) with the *"Regulation of Repsol's operations"* included in Section I of this Registration Document.

Repsol took the recommendations of the European Securities and Markets Authority (ESMA) for uniform application of Regulation 809/2004 into account in preparing this information, in relation with extraction operations.

6.1.2 Indication of significant new products and/or activities

Repsol's strategic plan described in the *"Strategic Plan 2012-2016"* of the consolidated Management Report for 2012, included in Section II.C) of this Registration Document, focuses on the optimisation of the strategic businesses and profitable organic growth of the Repsol Group's current businesses and products. However, activities related with the Group's commitment to innovation, the development of new products and the improvement of processes are described in the *"Innovation and Technology"* of the consolidated Management Report for 2012 included in Section II.C) of this Registration Document. Meanwhile, the section "*Business areas"* of the consolidated Management Report for 2012 describes the evolution of the principal activities carried out by Repsol and their potential impact on the Group's business portfolio (new processes, principal discoveries, new *plays*, product quality, etc.).

6.3 Where the information given pursuant to items 6.1 and 6.2 has been influenced by exceptional factors, mention that fact

The Repsol Group is influenced by the factors referred to in Section I *"Risk Factors"* of this Registration Document and by the *"Macroeconomic environment"* described in the Management Report for 2012 (see Section II.C)).

Following the approval on 16 April 2012 of the Intervention Decree and the subsequent coming into effect of the Expropriation Act on 7 May 2012, the shares in YPF S.A. and YPF Gas S.A. were declared of public interest and therefore subject to expropriation (see risk factor *"Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A."*, as included under Section I). Accordingly, from the time of the state intervention and the resulting loss of control, the business activities of both companies have been treated as discontinued operations for accounting purposes and are therefore no longer included in the business segments of the Repsol Group. The information relating to the expropriation of the Repsol Group's shares in YPF S.A. and YPF Gas S.A. are included in Note 5 - *"Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A."* of the consolidated financial statements for 2012 (see Section II.C)).

The Group's activity has not been affected by any other exceptional factors different to those described above.

6.4 Summary information regarding the extent to which the issuer is dependent on patents or licences, industrial, commercial or financial contracts, or new manufacturing processes

Except as explained in Section I (*"Risk factors"*) with regard to the Repsol Group's dependence on contracts and permits obtained in the different countries where it operates, the ordinary course of the Group's business is not, to the best of Repsol's knowledge, significantly dependent on or significantly affected by patents or licences, industrial contracts or new manufacturing processes, or by other commercial or financial contracts.

6.5 Basis for statements made regarding the issuer's competitive position

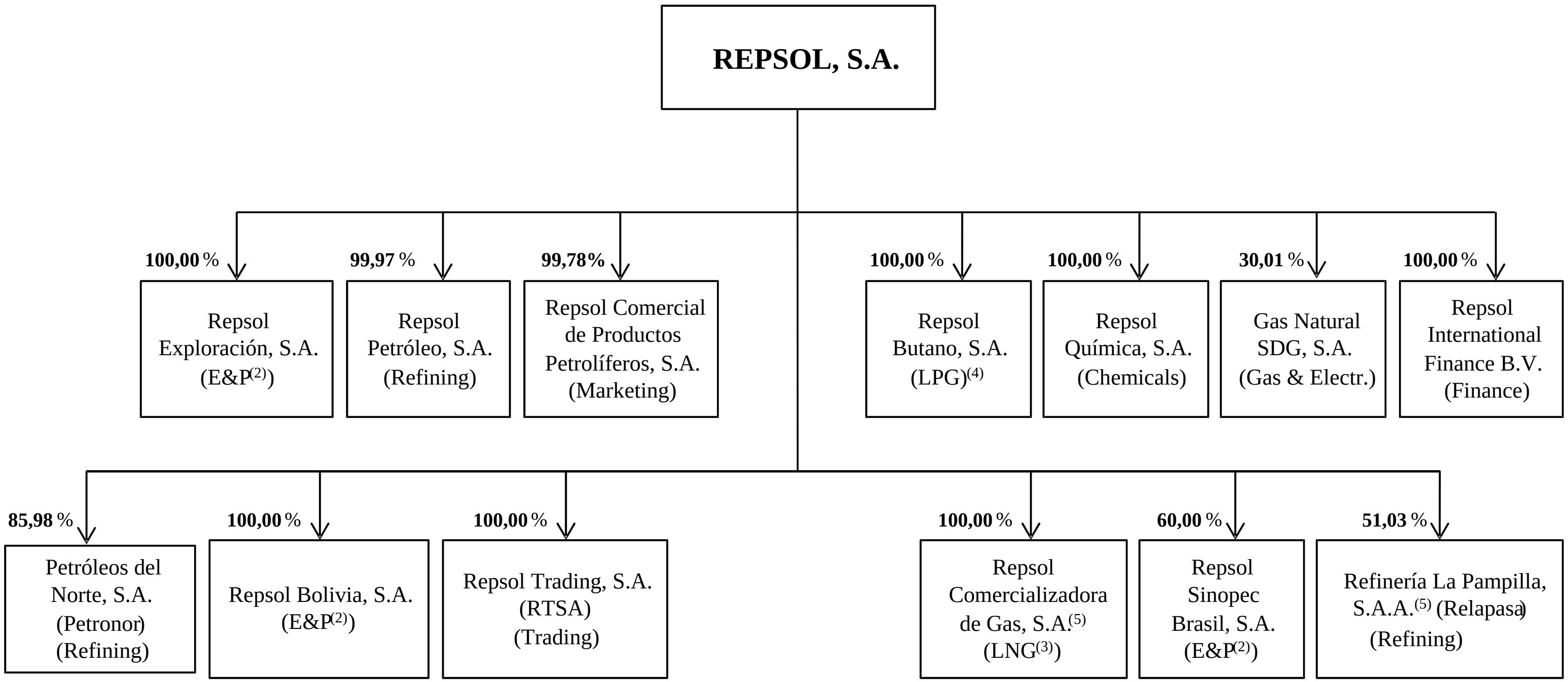
This Registration Document does not include any statement regarding the Repsol Group's competitive position.

7. ORGANISATIONAL STRUCTURE

7.1 Description of the issuer's group

As of the date of this Registration Document, Repsol, S.A. is the parent company of the Repsol Group. Included below is a flow chart outlining the structure of the Repsol Group:

Main Repsol Group companies[(1)]



(1) There is no difference between the percentage share capital owned and voting rights in the company.
(2) E&P: Exploration and Production.
(3) LNG: Liquefied natural gas.
(4) LPG: Liquefied petroleum gas.
(5) Indirect ownership interest.

7.2 Principal companies in the issuer's scope of consolidation

The information relating to this item is included in Appendix I - *"Main companies comraising the Repsol Group at 31 December 2012"*. This information is supplemented and/or updated by the following.

The following table details the main variations in the scope of Repsol's consolidation from 31 December 2012 to the date of this Registration Document.

			% TOTAL OWNERSHIP	
CORPORATE NAME	COUNTRY	CONSOLIDATION METHOD	% OF INTEREST IN EQUITY	% OF CONTROLLING INTEREST(1)
Principal Power, Inc.(2)	United States	P.C.	33.61	33.61
Principal Power Portugal Unipessoal, Lda.(2)	Portugal	P.C.	100	33.61
Principal Power (Europe), Ltd.(2)	United Kingdom	P.C.	100	33.61
SC Repsol Targu Jiu, S.R.L.(2)	Romania	F.C.	100	100
SC Repsol Baicoi, S.R.L.(2)	Romania	F.C.	100	100
SC Repsol Targoviste, S.R.L.(2)	Romania	F.C.	100	100
SC Repsol Pitesti, S.R.L.(2)	Romania	F.C.	100	100
Mc Alrep, Llc.(2)	Russia	P.C.	100	49.01
Tocardo International, B.V.(2)	The Netherlands	E.M.	17.98	17.98
Repsol Exploración Gharb, S.A.(2)	Spain	F.C.	100	100
Kuosol Servicios, S.A. de C.V.(3)	Mexico	P.C.	--	--
Eurotek(4)	Russia	P.C.	100	49.01
Repsol Exploración Gorontalo B.V. (2)	The Netherlands	F.C.	100	100
Repsol Exploración Numfor, B.V. (2)	The Netherlands	F.C.	100	100

Note: consolidation method:
- F.C.: Full consolidation method.
- P.C.: proportional consolidation method.
- E.M.: equity method.

(1) Percentage related to the ownership interest of the parent companies in the subsidiary.
(2) Company included in the scope of consolidation.
(3) Company which ceased to be within the scope of consolidation in February 2013 due to takeover by the Repsol Group company Kuosol Agrícola, S.A.P.I. de C.V.
(4) After the sale of Repsol Exploración Karabasky B.V. to the company AR Oil and Gaz, B.V., belonging to the Group, Eurotek changed from global consolidation (G.C.) to consolidation by proportional consolidation (P.C.).

8. PROPERTY, PLANT AND EQUIPMENT

8.1 Information on tangible fixed assets, including leased properties and encumbrances thereon

Information concerning this item is disclosed in the consolidated financial statements for 2012 (see Section II.C) of this Registration Document: Note 8 - *"Property, plant and equipment"* and Note 35 - *"Contingencies, Commitments and Guarantees"*.

Furthermore, this information is supplemented by the information included below: at 31 December 2012, there were no significant encumbrances on the Group's property, plant and equipment.

9. OPERATING AND FINANCIAL REVIEW

9.2 Operating results

9.2.1 Significant factors, including unusual events or new developments, materially affecting the issuer's income from operations

Information regarding this item is provided in the *"Business areas"* section of the consolidated Management Report for 2012 (see Section II.C)), supplemented by the risk factors contained in Section I of this Registration Document. In particular, as regards the Repsol Group's shares in YPF S.A. and YPF Gas S.A., subject to expropriation by the Government of the Republic of Argentina, Note 5 - *"Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A."* to the consolidated Financial Statements for 2012 (see Section II.C)) contains information relating to that expropriation.

Other than that above, there have been no unusual or new significant events materially affecting Repsol's income.

9.2.2 Material changes in the issuer's net sales or revenues

See items 6.1 and 20.1 of this Registration Document. The information relating to this item is also contained in Note 27 - *"Operating revenue and expenses"* in the consolidated Financial Statements for 2012 and, in particular, as regards the Repsol Group's shares in YPF S.A. and YPF Gas S.A. subject to expropriation by the Argentine Government, in Note 5 - *"Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A."* (see Section II.C)).

9.2.3 Governmental, economic, fiscal, monetary or political factors that have materially affected, or could materially affect, directly or indirectly, the issuer's operations

Information concerning this item is disclosed in the consolidated financial statements for 2012 (see Section II.C), as follows: Note 5 - *"Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A."*; Note 38 - *"Subsequent events"*; and in the section *"Macroeconomic environment"* and *"Risk factors"* of the consolidated Management Report for 2012 and 2011 (see Section II.C) and II.D)). This information is also updated and supplemented with the risk factors contained in Section I.

Devaluation of the bolivar in Venezuela

In Venezuela, with effect from 9 February 2013, new exchange rates were set for the bolivar against the dollar. The exchange rate prevailing until that date of 4.30 bolivars per dollar became 6.30 bolivars per dollar. At 31 December 2012, the Group's assets in Venezuela represented 3.6% of total Group assets. At that date, operating income and net income of the Group companies in Venezuela represented 4.4% and 4.9% of Group figures, respectively. The impact of this devaluation of net Group results in 2013 has been initially estimated at €158 million.

Restatement of balance sheets in the Group's Spanish companies effective 1 January 2013

Article 9 of Law 16/2012, of 27 December, adopting various tax measures aimed at consolidating public financing and boosting economic activity, published in the Official State Gazette on 28 December 2012 and coming into force on that same day, established the option for payers of Corporation Tax to voluntarily restate the value of certain asset elements appearing on their balance sheet. The amount of the accounting revaluations resulting from restatement operations will be posted to the "Revaluation reserve under Law 16/2012, of 27 December" account, which will form part of Repsol, S.A.'s equity. A single tax rate of 5% will apply on the credit balance of this account, which will be payable on the day the Corporation Tax return is filed for 2012. The amount of the single tax will be charged to the same account and will not be considered as a tax deductible expense. In accordance with that laid down in the Law, the availability of the balance from the "Revaluation reserve under Law 16/2012, of 27 December" account will be restricted. As such, the balance from the account will not be available until it is confirmed and accepted by the Tax Authority, for which the Authority will have three years from the date the 5% tax return is presented. Once the confirmation has been completed or the period allowed for it to be carried out has passed, it will be possible to allocate the balance from the account to offset accounting losses, to expand share capital or, once 10 years have passed from 31 December 2013, to readily available reserves. It will only be possible to distribute it, directly or indirectly, when the restated asset elements have been fully amortised, transferred or withdrawn from the balance sheet.

Restatement requires approval from the General Shareholder's meeting of a Restatement Balance Sheet and will give rise to retroactive, accounting and taxation effects, as from 1 January 2013. Additionally, starting in 2013, it will be necessary to include the information indicated in section 12 of Article 9 of Law 16/2012 in the company Notes to the consolidated financial satetements.

Repsol, S.A. has calculated the restatement of the elements of tangible fixed assets recognised on the individual balance sheet at 31 December 2012 which were not fully amortised from an accounting or tax point of view. The amount of the restatement would total, approximately, €31 million (€27 million in Land, Buildings and other structures, €3 million in Technical facilities and €1 million in Other tangible asstes). In the opinion of Repsol, S.A.'s Board of Directors, restatement offers economic and capital benefits, hence it has been agreed to propose Repsol, S.A.'s Restatement Balance Sheet, available on the website (www.repsol.com) for approval by the Ordinary Shareholder's Meeting, planned to be held on 31 May.

Other Spanish companies in the Group are assessing the alternative of recourse to this voluntary restatement.

Apart from the above, no other governmental orders or economic, monetary or political factors have directly or indirectly had any material bearing on Repsol's operations.

10. CAPITAL RESOURCES

10.1 Information concerning the issuer's short and long term capital resources

The information relating to this item is stated:

- in the consolidated Financial Statements for 2012 (see Section II.C)): Note 13 - "*Current and non-current financial assets*", Note 16 - "*Equity*", Note 20 - "*Financial liabilities*", Note 21 - "*Financial risk and capital managment*", Note 22 - "*Derivative transactions*", Note 23 - "*Other non-current liabilities*", Note 24 - "*Trade payables and other payables*", Note 28 - "*Financial income and expenses*" and Note 29 - "*Cash flows from operating activities*" and the section entitled "*Financial Overview*" of the consolidated Management Report for 2012; and
- in the consolidated Financial Statements for 2011 (see Section II.D)): Note 12 - "*Current and non-current financial assets*", Note 15 - "*Equity*", Note 19 - "*Financial liabilities*", Note 20 - "*Financial risk and capital managment*", Note 21 - "*Derivative transactions*", Note 22 - "*Other non-current liabilities*", Note 23 - "*Trade payables and other payables*", Note 27 - "*Financial income and expenses*" and Note 28 - "*Cash flows from operating activities*" and the section entitled "*Financial Overview*" of the consolidated Management Report for 2011. This information is supplemented and/or updated by the information provided below.

The following tables details changes in the Group's net financial debt, a concept described in Note 21.2 - "*Capital management*" of the consolidated Financial Statements for 2012 and in the "*Financial* *overview"* section of the consolidated Management Report for years 2012 and 2011, contained in Section II.C) and II.D). The financial information for 2011 and 2010 in the table below includes the Group's ownership interest in YPF S.A. and YPF Gas S.A., consolidated by global consolidation in those years, which was subject to expropriation in 2012 (see the risk factor *"Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A."* included in Section I and item 20.1 - *"Historical financial information"*).

	31/12/2012	**31/12/2011**	**31/12/2010**
NET FINANCIAL DEBT	**Audited (in million €)**		
Net debt at the beginning of the period	**11,663**	**7,224**	**10,928**
Deconsolidation of net debt YPF and YPF Gas	**(1,939)**	**--**	--
EBITDA(1)(2)	(6,956)	(8,440)	(9,196)
Variation in trade working capital	(696)	2,239	1,693
Investments paid in the year(3)	3,878	6,207	5,091
Divestments paid in the year(4)	(941)	(1,004)	(4,483)
Dividends paid (including affiliates)	947	1,686	806
Treasury stock transactions	(1,388)	2,557	--
Currency translation differences	46	13	617
Disposal of ownership interests in subsidiaries without loss of control(5)	--	(2,327)	(489)
Taxes paid	1,534	1,784	1,627
Changes in the consolidation scope(6)	113	71	(372)
Redemption of preference stock issued in dollars	--	535	--
Interest and other movements	1,090	1,118	1,002
Effects associated with Petersen Group loans	1,587	**--**	**--**
Net debt at year end	**8,938**	**11,663**	**7,224**

(1) EBITDA represents operating profit adjusted for items that do not result in cash inflows or outflows from operations (depreciation and amortisation, allowances and provisions released, gains / (losses) on asset sales and other items).
(2) Unaudited data calculated based on audited data.
(3) In 2012, 2011 and 2010, financial investments totalling 29, 48 and 15 million euros, respectively, are not reflected in this table.
(4) Likewise, for 2012, 2011 and 2010 there are financial divestments totalling 203, 39 and 88 million euros, respectively.
(5) Corresponds to sales of holdings in YPF carried out in 2011 and 2010.
(6) In 2010 mainly corresponding to the deconsolidation of Refap's debt after the sale of this company.

The net debt to capital employed ratio at 31 December 2012, 2011 and 2010 stood at 26.5%, 29.4% and 19.5%, respectively. These ratios for 31 December 2012 and 2011 exclude the discontinued operations from the net employed capital calculation.

The following table also itemises working capital composition at 31 December 2012, 2011 and 2010. This information includes the Group's ownership interest in YPF S.A. and YPF Gas S.A. in 2011 and 2010, consolidated by global consolidation in those years, which were subject to expropriation in 2012 (see the risk factor *"Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A."* included in Section I and item 20.1 - *"Historical financial information"*).

WORKING CAPITAL	31/12/2012 (in million €) Audited	Var. 12-11 (%)	31/12/2011 (in million €) Audited	Var. 11-10 (%)	31/12/2010 (in million €) Audited
Inventories	5,501	(24.42)	7,278	24.69	5,837
Accounts receivable and other current assets	8,002	(15.25)	9,442	10.19	8,569
Trade receivables for sales and services	6,081	(7.23)	6,555	13.11	5,795
Other receivables and other current assets	1,505	(36.42)	2,367	(1.58)	2,405
Income tax assets	416	(20.00)	520	40.92	369
Trade payables and other payables	9,202	(20.91)	11,635	7.20	10,854
Trade payables	4,376	(8.01)	4,757	4.80	4,539
Other payables	4,507	(30.90)	6,522	17.51	5,550
Income tax liabilities	319	(10.39)	356	(53.46)	765
Current provisions	291	(35.62)	452	11.18	404
Total operating Working Capital	**4,010**	**(13.45)**	**4,633**	**47.17**	**3,148**
Other current financial assets	415	(38.43)	674	(1.46)	684
Cash and cash equivalents	5,903	120.51	2,677	(58.48)	6,448
Current financial liabilities	3,790	(23.97)	4,985	14.28	4,362
Total financial Working Capital	**2,528**	**(254.71)**	**(1,634)**	**(158.99)**	**2,770**
Total Working Capital	**6,538**	**118.01**	**2,999**	**(49.32)**	**5,918**

The maturities of the liabilities reflected in the consolidated balance sheet at 31 December 2012 were as follows:

	Maturity date						
	2013	2014	2015	2016	2017	Subsequent years	Total
31/12/2012	(in million €)						
Trade payables	4,376	--	--	--	--	--	4,376
Other payables	4,507	--	--	--	--	--	4,507
Loans and other financial debt[(1)]	3,944	3,351	1,840	1,798	1,792	4,811	17,716
Preference shares [(1) (2)]	140	140	316	122	112	3,000	3,830
Derivatives	105	64	32	20	10	52	283

Note: The amounts presented reflect undiscounted contractual cash flows, and therefore differ from those recognised on the balance sheet.

(1) Corresponding to future maturities of the amounts recognised under the headings *"Non-current financial liabilities"* and *"Current financial liabilities"* of the consolidated balance sheet at 31 December 2012, including future interest or dividends associated with these financial liabilities

(2) The preference shares issued are perpetual and may only be redeemed by Repsol. This information has been prepared on the assumption that the preference shares in euros are perpetual and will be redeemed after 2017. The period titled "Subsequent years" includes only the nominal value of the shares.

10.2 Sources and amounts of cash flows

The information relating to this item is stated:

- in the consolidated Financial Statements for 2012 (see Section II.C)): Cash flow statement; Note 27 - *"Operating revenue and expenses"*, Note 28 - *"Financial income and expenses"*, Note 29 -

"Cash flows from operating activities" and Note 32 - *"Divestments and disposals of ownership interests in subsidiaries without loss of control"*; and

- in the consolidated Financial Statements for 2011 (see Section II.D)): Cash flow statement; Note 26 - *"Operating revenue and expenses"*, Note 27 - *"Financial income and expenses"*, Note 28 - *"Cash flows from operating activities"* and Note 31 - *"Divestments and disposals of ownership interests in subsidiaries without loss of control"*.

See also item 20.1.

10.4 Restrictions on the use of capital resources that have materially affected, or could, directly or indirectly, materially affect the issuer's operations

Note 5 - *"Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A."* to the consolidated Financial Statements for 2012 (see Section II.C)) contains information relating to the capital restrictions deriving from the expropriation of the Group's shares in YPF S.A. and YPF Gas S.A.

Repsol, S.A. is not currently subject to any other restrictions on the use of its capital resources that could materially affect its present or future operations. However, see Section I (*"Risk Factors"*).

10.5 Anticipated sources of funds needed to fulfil commitments referred to in items 5.2.3 and 8.1

Repsol will finance its future investments and its intangible assets and Property, Plant and Equipment principally out of income generated on its business activities, divestments of other assets, capital markets operations and bank borrowings. All of this funding will depend on market conditions prevailing from time to time, on changes in interest rates and on the real financial needs of Repsol and the type of debt best suited to cover such needs at any given time.

At 31 December 2012, the Repsol Group held cash and other equivalent assets to the amount of €5,903 million, available credit facilities to the amount of €5,899 million and financial investments corresponding to current and non-current loans, investment funds and other financial investments to the amount of €754 million.

12. TREND INFORMATION

12.1 Most significant recent trends

Information regarding this item is provided in the section *"Macroeconomic environment"* of the consolidated management report for 2012, included in Section II.C) of this Registration Document.

From 31 December 2012 to the date of this Registration Document, Repsol has no information of any significant recent trend.

12.2 Known trends, uncertainties, demands or events that are reasonably likely to have a material effect on the issuer's prospects

The principal factors which could have an impact on the Repsol Group's prospects are those contained in Section I, *"Risk Factors"*, without prejudice to the information contained in Note 35 - *"Contingencies, Commitments and Guarantees"* of the consolidated Financial Statements for 2012; in item 20.8 - *"Legal and arbitration proceedings"*; and in the *"Business areas"* of the consolidated Management Report for 2012 included in Section II.C). In particular, with regards to the Repsol Group's shares in YPF S.A. and YPF Gas S.A., subject to expropriation by the Argentine Government, information relating to this expropriation is contained in Note 5 - *"Expropriation of*

Repsol Group shares in YPF S.A. and YPF Gas S.A." of the consolidated Financial Statements for 2012 (see Section II.C)).

13. PROFIT FORECASTS OR ESTIMATES

This Registration Document does not include any future profit forecasts or estimates.

13.1 Principal assumptions upon which the company has based its forecasts and estimates

Not applicable.

13.2 Report prepared by independent accounts or auditors stating that forecasts and estimates have been properly compiled and are consistent with the accounting policies of the issuer

Not applicable.

13.3 Profit forecast or estimate

Not applicable.

13.4 Statement referring to forecasts published in a prospectus that is still outstanding

Not applicable.

14. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT

14.1 Names, business addresses and functions in the issuer of the members of the administrative, management and supervisory bodies, and principal activities performed by them outside the issuer where these are significant with respect to the issuer

The information regarding this item is partially contained in Sections B.1.1 to B.1.9 and G.5 of the annual corporate governance report for 2012, which, in accordance with article 538 of the revised text of the Spanish Capital Companies Act (referred to by its Spanish acronym of **"LSC"**), forms an integral part of the consolidated Management Report for 2012 (see Section II.C) of this Registration Document), as well as in Appendix III of the consolidated Financial Statements for 2012. This information is supplemented and/or updated by the following information.

A) Board of Directors

Membership of the Board of Directors of Repsol, S.A. at the date of this Registration Document, showing the office held by each Board member, is as follows:

Name / company name	Office	Type of director	Shareholder proposing appointment	Date of last appointment
Antonio Brufau Niubó.................	Chairman	Executive	--	15/04/2011
Isidre Fainé Casas......................	1st Vice Chairman	Institutional	Caixabank, S.A.	31/05/2012
Manuel Manrique Cecilia(2)...........	2nd Vice Chairman	Institutional	Sacyr Vallehermoso, S.A.	25/04/2013
Paulina Beato Blanco..................	Director	Independent	--	30/04/2010
Artur Carulla Font(1)	Director	Independent	--	30/04/2010
Luis Carlos Croissier Batista	Director	Independent	--	15/04/2011
Ángel Durández Adeva................	Director	Independent	--	15/04/2011
Javier Echenique Landiríbar..........	Director	Independent	--	30/04/2010
Mario Fernández Pelaz	Director	Independent	--	15/04/2011
María Isabel Gabarró Miquel.........	Director	Independent	--	14/05/2009
José Manuel Loureda Mantiñán......	Director	Institutional	Sacyr Vallehermoso, S.A.	15/04/2011
Juan María Nin Génova	Director	Institutional	Caixabank, S.A.	31/05/2012
Pemex Internacional España, S.A.(3).	Director	Institutional	Petróleos Mexicanos	30/04/2010
Henri Philippe Reichstul	Director	Independent	--	30/04/2010
Luis Suárez de Lezo Mantilla	Director and Secretary	Executive	--	14/05/2009

(1) By resolution of the Board of Directors, Mr. Artur Carulla of Lead Independent Director with the following functions:(i) to request the Chairman of the Board of Directors to convene the board 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 voice 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.

(2) Mr. Manrique was co-opted, at the proposal of the shareholder Sacyr Vallehermoso, S.A. and after receiving a favourable report from the Nomination and Compensation Committee, by agreement of the Board of Directors of 25 April 2013, to cover the vacancy after the resignation of Mr. Juan Abelló Gallo. Mr. Manrique holds the post of 2nd Vice Chairman and member of the Delegate Committee. His appointment as a Director will be subject to ratification by the next Ordinary General Shareholder's Meeting.

(3) Represented by Mr. Arturo Francisco Henríquez Autrey.

The Board of Directors, after receiving a favourable report from the Nomination and Compensation Committee, agreed on 25 April 2013, at the proposal of its shareholder Temasek Holdings (Private) Limited (**"Temasek"**), to submit the appointment of Mr. Rene Dahan as an Institutional Director to the next Ordinary General Shareholder's Meeting (called for 30 and 31 May 2013, as the first and second announcement, respectively).

Furthermore, at the same meeting, the Board of Directors agreed to subject to the next Ordinary General Shareholder's Meeting:

a. Ratification of the appointment of the co-opting of Mr. Manuel Manrique Cecilia as a Director and his re-election for a period of 4 years.

b. The re-election as a Director of Ms. María Isabel Gabarró Miquel for a new period of 4 years.

c. The re-election as a Director of Mr. Luis Suárez de Lezo Mantilla for a new period of 4 years.

The agreements referred to under points a. and c. above were adopted after receiving a favourable report from the Nomination and Compensation Committee. The agreement referred to under point b. was adopted at the proposal of the aforementioned Committee.

All of the members of the Board of Directors of Repsol, S.A. have their professional address for these purposes at Calle Méndez Álvaro, 44, Madrid, Spain.

Provided below is a brief résumé of each of the members of the Board of Directors of Repsol, S.A. and of the natural persons appointed to represent body corporate board members. This includes details of the companies or associations in which the board members of Repsol, S.A. have been owners or held office on administrative, management or supervisory bodies in the last five years.

Antonio Brufau Niubó

Degree in Economic Studies from the University of Barcelona and Doctor Honoris Causa from the Ramón Llull University, Barcelona. Antonio Brufau Niubó began his professional career at Arthur Andersen, where he eventually became an audit partner. In 1988 he joined La Caixa as Assistant General Manager. He was General Manager of the La Caixa Group between 1999 and 2004 and between 1997 and 2004 he held office as Chairman of the Gas Natural Group.

Over the course of his lengthy business career, Antonio Brufau has held seats on the boards of numerous companies, including the likes of Enagás, Abertis, Aguas de Barcelona, Colonial, Suez and Caixa Holding, as well as CaixaBank France and CaixaBank Andorra. Up until December 2005, he was the only Spanish member of the Executive Committee of the International Chamber of Commerce (ICC). In July 2002 he was appointed chairman of the Círculo de Economía de Barcelona, holding office until July 2005.

As well as being Executive Chairman of Repsol, he is also currently Vice Chairman of Gas Natural Fenosa and Chairman of the Repsol Foundation. He is also a member of the European Round Table of Industrialists (ERT), member of the Advisory Board of CEIM Confederación Empresarial de Madrid – CEOE, member of the Asociación Española de Directivos and the Círculo de Economía, Trustee of the Instituto Ildefons Cerdá Private Foundation, Trustee of the CEDE (Confederación Española de Directivos y Ejecutivos) Foundation and Chairman of the Consorcio Interinstitucional GLOBALeida.

Mr. Brufau is a Director of Repsol, S.A. by the resolution of the Board of Directors of 23 July 1996, which was subsequently ratified by the Shareholders at their General Meeting held on 6 June 1997. He was re-elected by the General Meeting on 24 March 1999, 4 April 2003, 9 May 2007 and 15 April 2011.

Isidre Fainé Casas

Manresa (Barcelona), 1942. Doctor in Economics, ISMP in Business Administration from the University of Harvard and Diploma in Management from IESE. He is also a full member of the Spanish Royal Academy of Economic and Financial Sciences and a member of the Royal Academy of Doctors. He began his career in banking as Investments Director of Banco Atlántico in 1964, subsequently joining Banco de Asunción in Paraguay as General Manager in 1969. He later returned to Barcelona to take up senior positions in various different financial entities: Personnel Manager of Banca Riva y García (1973), Director and General Manager of Banca Jover (1974) and General Manager of Banco Unión, S.A. (1978). He joined La Caixa as sub-managing director in 1982, going on to hold various senior positions within the bank. In early 1985 he was appointed Deputy Chief Executive and in 1999 Chief Executive Officer of the entity.

Isidre Fainé is currently Chairman of “la Caixa”, Vice Chairman of Abertis Infraestructuras, S.A., Vice Chairman of Telefónica, S.A., Chairman of Caixabank, S.A., Chairman of the Spanish Confederation of Savings Banks (CECA) and President of the “la Caixa” Foundation. He is also Vice Chairman of Sociedad General de Aguas de Barcelona and Director of The Bank of East Asia Limited and Criteria Caixaholding, S.A.

Mr. Fainé was appointed Director of Repsol, S.A. by resolution of the Board of Directors dated 19 December 2007, as subsequently ratified by the shareholders at the General Meeting held on 14 May 2008. He was re-elected at the General Meeting held on 31 May 2012.

Manuel Manrique Cecilia

Mr. Manrique is a Civil Engineer who studied at the Madrid School of Civil Engineering. He has over 35 years' professional experience in the construction, infrastructure concessions, services, equity, development and energy sectors.

He began his professional career at the company Ferrovial. In 1987 he was a member of the founding core of Sacyr and became its International Head at the end of the 90's and its Executive Director for Construction in 2001.

In 2003, on the merger of Sacyr and Vallehermoso, Mr. Manrique was appointed Chairman and Chief Executive Officer of the construction division and a member of the Board of Directors of the new parent company, Sacyr Vallehermoso Group. In November 2004, he was appointed as First Vice Chairman and Chief Executive Officer of Sacyr Vallehermoso, S.A. and a member of the Group's Executive Committee. Since October 2011, Mr. Manrique has also held the post of Chairman of Sacyr Vallehermoso, S.A.'s Board of Directors. He is also a Director of other Sacyr Group companies, such as Testa Inmuebles en Renta, S.A., among others.

Mr. Manrique was nominated as a Director of Repsol, S.A. by agreement of the Board of Directors of 25 April 2013, subject to ratification at the next Ordinary General Shareholders' Meeting.

Paulina Beato Blanco

Doctor in Economics from the University of Minnesota, Professor of Economic Analysis, Official Trade Specialist and Economist. She has held office as Executive Chairwoman of Red Eléctrica de España and has been director of Campsa and other leading financial entities. She was head economist for the Department of Sustainable Development at the Inter-American Development Bank and consultant within the International Monetary Fund's Division of Banking Regulation and Supervision. She is currently an adviser to Iberoamerican General Secretariat, lecturer in Economic Analysis and a member of the Board of Trustees and Advisory Committee of Balia.

Ms. Beato was appointed Director of Repsol, S.A. by resolution of the Board of Directors dated 29 December 2005, as subsequently ratified by the shareholders at the General Meeting held on 16 June 2006. She was re-elected at the General Meeting held on 30 April, 2010.

Artur Carulla Font

Barcelona, 1948. Degree in Business Sciences. Artur began his professional career in 1972 in Arbora & Ausonia, S.L., where he held various positions, eventually becoming General Manager. In 1988 he joined Agrolimen as Director of Strategy. He was appointed Chief Executive Officer of Agrolimen, S.A. in 2001 and is currently Chairman of Agrolimen, S.A. and its investee companies Affinity Petcare, S.A., Preparados Alimenticios, S.A. (Gallina Blanca Star), Biocentury, S.L., The Eat Out Group, S.L. and Reserva Mont-Ferrat, S.A.; Director and Secretary of Arbora & Ausonia, S.L.U. and Consorcio de Jabugo, S.A.; and member of the Telefónica Regional Board in Catalonia, of the Advisory Committee of EXEA Empresarial, S.L. and of the Advisory Committee of Roca Junyent. He is also Vice Chairman of the Círculo de Economía, Vice Chairman of the Board of Trustees of the ESADE Foundation, Trustee of the Lluis Carulla Foundation and the MACBA (Barcelona Museum of Contemporary Art) Foundation and Member of the International Advisory Board (IAB) of the

Regional Government of Catalonia, of the Board of the Spanish Institute of Family Firms and of the Foundation for the Open University of Catalonia (FUOC). He is also a partner of Agrolimen, S.A.

Mr. Carulla was appointed Director of Repsol, S.A. by resolution carried at the Annual General Shareholders' Meeting of 16 June 2006. He was reappointed by the General Shareholders' Meeting held on 30 April 2010.

Luis Carlos Croissier Batista

Luis Carlos Croissier has been professor of economic policy at the Complutense University of Madrid and over the course of his long professional career has held office as Sub-Secretary of the Spanish Ministry of Industry and Energy, President of the Instituto Nacional de Industria (INI), Minister for Industry and Energy and Chairman of the Spanish Stock Exchange Commission (CNMV), among other positions. He is currently a Director of Adolfo Dominguez, S.A., Testa Inmuebles en Renta, S.A. and Eolia Renovables de Inversiones SCR, S.A. and the Sole Director of Eurofocus Consultores, S.L.

Mr. Croissier was appointed director of Repsol, S.A. by resolution carried at the annual General Shareholders' Meeting of 9 May 2007. He was reappointed by the General Shareholders' Meeting held on 15 April 2011.

Ángel Durández Adeva

Degree in Economics, Professor of Commerce, Auditor and founder member of the Register of Auditors. He joined Arthur Andersen in 1965 and was a partner of the firm from 1976 until 2000. Until March 2004 he directed the Euroamérica Foundation, of which he was a founding trustee. This entity seeks to foster business, political and cultural relations between the European Union and the countries of Latin America. He is currently a Director of Mediaset España Comunicación, S.A., Quantica Producciones, S.L. and Ideas4all, S.L. He also sits on the Advisory Committee of FRIDE (Fundación para las Relaciones Internacionales y el Desarrollo Exterior) and is Chairman of Arcadia Capital, S.L. and Informacion y Control de Publicaciones, S.A., a member of the Board of Trustees of the Germán Sánchez Ruipérez Foundation and the Fundación Independiente, as well as the Vice Chairman of the Euroamérica Foundation.

Mr. Durández was appointed director of Repsol, S.A. by resolution carried at the annual General Shareholders' Meeting of 9 May 2007. He was reappointed by the General Shareholders' Meeting held on 15 April 2011.

Javier Echenique Landiríbar

Degree in Economics and Actuarial Studies. Javier Echenique has been Chief Executive Officer of Allianz-Ercos and Director General of the BBVA Group. He is currently Vice Chairman of Banco de Sabadell, S.A., Vice Chairman of Calcinor, S.L. and a Director of Telefónica Móviles México, Actividades de Construcción y Servicios (ACS), S.A., Grupo Empresarial ENCE, S.A. and Celistics, L.L.C. He is also a Member of Telefónica, S.A.'s Board in the Basque Country, a member of the Advisory Committee of Telefónica Europa, member of the Board of Trustees of the Novia Salcedo Foundation and the Altuna Foundation and a member of the Círculo de Empresarios Vascos.

Mr. Echenique Carulla was appointed director of Repsol, S.A. by resolution carried at the annual General Shareholders' Meeting of 16 June 2006. He was reappointed by the General Shareholders' Meeting held on 30 April 2010.

Mario Fernández Pelaz

Degree in Law from the University of Deusto in 1965. He has been Professor of Commercial Law in the Faculty of Law at the University of Deusto and the Faculty of Business Studies at the same university and a lecturer of several Masters' courses at the University of Deusto and the Deusto Business School in subjects related to Financial Law. In his lengthy professional career he has held, among others, the posts of Member and then Vice Chairman of the Basque Government, Chairman of the Central Government-Basque Government Mixed Transfer Commission, Chairman of the Basque Finance Board, Chairman of the Basque Government Economic Commission and a Member of the Arbitration Committee of the Basque Autonomous Region. He was also Executive Director of the BBVA Group and a member of the Management Committee from 1997 to 2002 and a Senior Partner in Uría Menéndez from that year until July 2009. He is currently Chairman of BBK (Bilbao Bizkaia Kutxa), Executive Chairman of Kutxabank, S.A. and Vice Chairman of the Confederación Española de Cajas de Ahorros (CECA) and CECABANK. He is the author of several publications on commercial and financial subjects.

Mr. Fernández was appointed director of Repsol, S.A. by resolution of the Annual General Shareholders' Meeting of 15 April 2011.

María Isabel Gabarró Miquel

Barcelona, 1954. Degree in law from the University of Barcelona, 1976. María Isabel Gabarró became a Notary Public in 1979. She has been a Director of leading entities in the financial, energy, information and telecommunications and property sectors, as well as a member of their Appointment and Remuneration Committees and Audit and Control Committees. She has been a member of the Barcelona Notaries Association since 1986 and is a member of the Sociedad Económica Barcelonesa de Amigos del País.

Ms. Gabarró was appointed director of Repsol, S.A. by resolution of the annual General Shareholders' Meeting of 14 May 2009. At its meeting of 25 April 2013 and at the proposal of the Nomination and Compensation Committee, the Board of Directors agreed to propose the re-election of Ms. Gabarró as a Director for a new statutory period of 4 years to the next Ordinary General Shareholders' Meeting.

José Manuel Loureda Mantiñán

Betanzos (La Coruña), 1939. Civil Engineer. He began his professional career in 1965 when he joined Ferrovial, where he held various positions. He was a founder of Sacyr, where he was Chief Executive Officer until 2000 and Chairman until 2003. From 2003 to 2004, after the merger of Sacyr with Vallehermoso, he was Chairman of the Sacyr Vallehermoso Group. He has also been a member of the Board of Directors of Autopista Vasco Aragonesa Concesionaria Española, S.A. and Itínere Infraestructuras, S.A. He is currently a Director of Sacyr Vallehermoso, S.A. (representing Prilou, S.L.), Chairman of Valoriza Gestión, S.A. and a Director of Vallehermoso División Promoción, S.A.U., Testa Inmuebles en Renta, S.A., Sacyr, S.A.U., Somague S.G.P.S., S.A. and Hoteles Bisnet.

Mr. Loureda was appointed director of Repsol, S.A. by resolution of the Board of Directors dated 31 January 2007, as subsequently ratified by the shareholders at the General Meeting held on 9 May 2007. He was subsequently re-elected at the General Meeting held on 15 April 2011.

Juan María Nin Génova

Degree in Law and Economics from the University of Deusto and Master in Laws from the London School of Economics and Political Sciences. He began his professional career in the financial sector in 1980 in the old Banco Hispano Americano as International Director, subsequently holding various posts in Corporate and Retail Banking. Following the creation of Banco Central Hispano in 1992, he was appointed General and Territorial Manager for Catalonia and two years later became Managing Director of Commercial Banking and was appointed member of the Bank's Management Committee. After the merger of the entity with Banco Santander, Juan María Nin became Santander Central Hispano's Director General of Commercial Banking and subsequently Corporate Banking, forming part of the new bank's Management Committee. Four years later, in 2002, he joined Banco Sabadell as Chief Executive Officer. He is currently Director General of "la Caixa", Vice Chairman of the "la Caixa" Foundation, Vice Chairman and Chief Executive Officer of CaixaBank, S.A., Vice Chairman of Criteria CaixaHolding, S.A., Director of VidaCaixa Grupo, S.A., Gas Natural SDG, S.A., Banco BPI, S.A., Erste Group Bank, A.G. and Grupo Financiero Inbursa, S.A.B. de C.V., a member of the Council of the University of Deusto and Deusto Business School, Trustee of the Esade Business School Foundation, Trustee of the US-Spain Council Foundation and the Aspen Institute Spain Foundation.

Mr. Nin was appointed director of Repsol, S.A. by resolution of the Board of Directors dated 19 December 2007, as subsequently ratified by the shareholders at the General Meeting held on 14 May 2008. He was re-elected at the General Meeting held on 31 May 2012.

Arturo Francisco Henríquez Autrey (representing Pemex International España, S.A.)

Mr. Henríquez has a degree in Economics with two additional specialisations in business administration and psychology from Boston University and has three Masters' degrees: Master of Business Administration (MBA) from Northwestern University - Kellogg Graduate School of Management and Dual Masters' (MA) in International Relations and International Communications from Boston University.

In January 2013, Mr. Henríquez was appointed as Chairman and Director General of Integrated Trade Systems Inc, the international procurement, supply and acquisitions division of Petróleos Mexicanos (Pemex) and a Pemex subsidiary. Mr. Henríquez is an operating partner, founder and director of several companies in the car, property and catering sectors.

In 2006 he acquired a shareholding in Maxim Oil and Gas, Inc. in Houston where he became Financial Director and Secretary of the Board of Directors, proceeding to restructure financial, operational and management aspects of the company and leading a successful return to profitability and subsequent stock exchange listing.

In 2003 he was appointed as Director of KPMG Mexico in charge of the Merger and Acquisitions, Financing and Financial Advisory department for the whole of Mexico and Central America.

In 1999, Mr. Henríquez was finance director, co-founder and board member of a multinational logistics company with a presence in six Latin American countries, raising capital funds for private funds such as Citibank and Merrill Lynch.

Mr. Henríquez has also worked on Wall Street for Goldman Sachs and Lehman Brothers in the capital markets area. He has extensive experience in banking and credit analysis as he has worked for Bank of America Mexico Associates First Capital Corporation in Mexico and the United States.

Pemex Internacional España, S.A. was appointed director of Repsol, S.A. by resolution of the Board of Directors of 26 January 2004, as subsequently ratified by the shareholders at their General Meeting held on 31 March 2004. The company was reappointed by the General Shareholders' Meeting held on 30 April 2010.

Henri Philippe Reichstul

Degree in Economics from the University of São Paulo and postgraduate studies at Hertford College Oxford. He has been Secretary of the State Corporations Budget Office and Brazilian Vice Minister of Planning. Between 1988 and 1999 he was Executive Vice Chairman of Banco Inter American Express, S.A. He was Chairman of the Brazilian state oil company Petrobras from 1999 to 2001. He is a member of the Strategic Board of ABDIB, Member of Coinfra, Member of the Advisory Board of Lhoist do Brasil Ltda., Member of the Supervisory Board of Peugeot Citroen, S.A., Member of International Advisory Council of UTC, Member of the Board of Directors of Gafisa, Member of the Board of Directors of Foster Wheeler, Member of the Board of Directors of Semco Partners and Vice Chairman of the Board of the Brazilian Foundation for Sustainable Development.

Mr. Reichstul was appointed Director of Repsol, S.A. by resolution of the Board of Directors dated 29 December 2005, as subsequently ratified by the shareholders at the General Meeting held on 16 June 2006. He was subsequently re-elected at the General Meeting held on 30 April 2010.

Luis Suárez de Lezo Mantilla

Degree in Law from the Universidad Complutense and State Counsel (on leave). Lawyer specialising in Commercial and Administrative Law. He was Director of Legal Affairs at Campsa until the end of the oil monopoly and has practised law on the deregulated market focusing on the energy sector. He is currently a Director of Gas Natural SDG, S.A. and of Repsol – Gas Natural LNG, S.L. and is Vice Chairman of the Repsol Foundation. He is also a member of the Environment and Energy Commission at the International Chamber of Commerce (ICC).

Mr. Suárez de Lezo was appointed Director of Repsol, S.A. by resolution of the Board of Directors dated 2 February 2005, as subsequently ratified by the shareholders at the General Meeting held on 31 May 2005. He was re-elected at the General Meeting held on 14 May 2009. At its meeting of 25 April 2013 and at the proposal of the Nomination and Compensation Committee, the Board of Directors agreed to propose the re-election of Mr. Suárez de Lezoas Director for a new statutory period of 4 years to the next Ordinary General Shareholders' Meeting.

B) Senior Executives

For the purposes of the information presented under this section and in item 15.1 below (see Section II.A) - "*Equivalence Table*", Repsol considers "Senior Executives" or "Management Staff" to comprise the members of the Repsol Group's Executive Committee. This definition is provided for information purposes only and does not substitute or in any way configure the concepts of senior management envisaged in the legislation applicable to the Group (such as the definition contained in Royal Decree 1382/1985, of 1 August, regulating the special employment relationship with senior management staff), nor does it have the effect of creating, recognising, amending or extinguishing any legal or contractual rights or obligations.

The members of the Repsol Group's Executive Committee at the date of this Registration Document are as follows:

Name	Office
Antonio Brufau Niubó	Chairman and Chief Executive Officer
Nemesio Fernández-Cuesta Luca de Tena	Executive Director for Business Units
Miguel Martínez San Martín	Executive Director of Finance and Corporate Development (CFO)
Pedro Fernández Frial	Executive Director of Strategy and Control
Cristina Sanz Mendiola	Executive Director People and Organisation
Luis Suárez de Lezo Mantilla	General Counsel and Secretary of the Board of Directors
Begoña Elices García	Executive Director Communication and Chairman's Office
Josu Jon Imaz San Miguel	Executive Director Industrial Area and New Energies at Repsol
Luis Cabra Dueñas	Executive Director of Exploration and Production

Provided below are brief résumés of those members of the Repsol Executive Committee who are not members of the Board of Directors:

Nemesio Fernández-Cuesta Luca de Tena

Degree in Economics and Business Studies from the Universidad Autónoma de Madrid. Trade Expert and State Economist since 1981, he has extensive professional experience in the energy sector, particularly with Repsol. As Deputy Director for Oil and Gas at the Spanish Ministry of Industry, he was involved in negotiations for Spain's entry into the European Common Market, in the reform of the State Oil Monopoly (CAMPSA) and in developing the gas industry.

Between 1987 and 1991, he held office as Commercial Director of INH (Instituto Nacional de Hidrocarburos), General Manager for Marketing of Repsol Petróleo and General Commercial Manager of Repsol, S.A. and in December of 1991 was appointed Executive Vice Chairman of Repsol Comercial de Productos Petrolíferos, a position he held until his appointment in May 1996 as Secretary of State for Energy and Mineral Resources of the Spanish Ministry for Industry and Energy.

In 2003, following his return to Repsol, he was appointed Corporate Director for Shared Services. He has been ED Upstream since January 2005, a post he has combined with that of Chairman of the Board of Directors of Repsol Sinopec Brasil since the end of 2010.

He is currently Repsol's Executive Director for Business Units, as well as Chairman of Repsol Comercial de Productos Petrolíferos, S.A, Chairman of the Board of Directors of Repsol Exploración, S.A., Chairman of the Board of Directors of Repsol Petróleo, S.A., Member of the Board of Directors of Gas Natural SDG, S.A., Chairman of the Board of Directors of Repsol Sinopec Brasil, S.A. Chairman of the Board of Directors of Repsol – Gas Natural LNG, S.L. (this latter Chair is alternated with Gas Natural. Nemesio Fernández-Cuesta Luca de Tena is Chairman this year, but Rafael Villaseca held this post last year).

Nemesio Fernández-Cuesta has also been a Joint Director of Repsol LNG, S.L. and Director of Alliance Oil Company Limited and Vocento. He is currently Vice Chairman of Repsol – Gas Natural LNG, S.L., Chairman of Repsol Petróleo S.A. Repsol Comercial de Productos Petrolíferos S.A., and Repsol Butano, S.A.; Joint Director of Repsol Exploración Argelia, S.A., Repsol Exploración Guinea, S.A., Repsol Exploración Murzuq, S.A., Repsol Investigaciones Petrolíferas, S.A., Repsol Oriente Medio, S.A. and Repsol Exploración Sierra Leona, S.L., Director of Repsol Exploración, S.A., Director of Eolia Renovables de Inversiones, S.C.R., S.A. and Trustee of the Repsol Foundation.

Miguel Martínez San Martín

Degree in Industrial Engineering from the Madrid School of Industrial Engineering and specialist in financial information systems.

Miguel Martínez has been Audit Director at Arthur Andersen and Chief Financial Officer of Elosua companies and Page Ibérica.

In 1993 he joined Repsol as ED Finance for Refining and Repsol Comercial, where he also had executive responsibility for the Campsared proprietary network. He was also director of Repsol YPF Service Stations in Europe and Managing Director of Strategy and Corporate Development for Repsol.

In 2007 he was appointed as the company’s ED for Operations. He currently holds the position of Executive Director of Finance and Corporate Development.

Pedro Fernández Frial

Degree in Industrial Engineering from the Madrid School of Industrial Engineering and post-degree diploma from the IESE business school.

Pedro Fernández began his career with the Repsol Group in 1980, starting out in the Refining area. He joined the Group’s Planning and Control Department in 1992 with his responsibilities including the planning of the gas business. In 1994 he was appointed Director for Planning and Control of the Chemicals area. In 2002 he became head of this business area and in 2003 he was appointed Corporate Director for Planning and Control of the Repsol Group.

In January 2005, he moved on to serve as ED Downstream, responsible for the Refining, Marketing, Chemicals, LPG, Trading and New Energies businesses.

Since May 2012 he has held the post of Executive Director of Strategy and Control at Repsol, including the areas of Strategy, Management Planning and Control, Technology, Safety and the Environment, Risks, Environmental Studies and Analysis, SMA Auditing and Control of Reserves.

He is also a Director of Petróleos del Norte, S.A. (Petronor) and Compañía Logística de Hidrocarburos (CLH) and a Member of the Board of Trustees of the Repsol Foundation and the Universidad Rey Juan Carlos Foundation.

During his career he has also been Chairman of Repsol Petróleo, S.A., Repsol Comercial de Productos Petrolíferos, S.A., Repsol Butano, S.A., Repsol Química, S.A., Repsol Nuevas Energías, S.A. and Repsol New Energy Ventures, S.A., as well as Vice Chairman of Club Español de la Energía, Chairman of the Hydrocarbons Chapter of Club Español de la Energía, Vice Chairman of the Asociación de Operadores Petrolíferos (AOP), Vice Chairman of the Spanish Committee of the World Energy Council and a Member of the Board of Directors of Europia and Concawe.

Cristina Sanz Mendiola

Degree in Industrial Engineering from the Madrid School of Industrial Engineering, specialising in Industrial Organisation. Cristina Sanz spent the early years of her career in the steel industry in Pittsburgh (USA) as an associate professor of the Engineering and Public Policy Department of Carnegie-Mellon University. She then went on to become Sub-Director General for International Industrial Relations within the Corps of Industrial Engineers of the Spanish Ministry of Industry and Energy. During this period, she was involved in negotiations for Spain’s adhesion to the European Economic Community. She was subsequently appointed Sub-Director General for Energy Planning, including the Environment and Research and Development areas within the energy sector.

She joined the Repsol Group in 1994 as Repsol's Director of Environmental Affairs, from where she was promoted to Director of Environmental Affairs, Safety and Quality. In May 2007 she became ED Resources, a department where she had already been Corporate Director since 2005 with responsibility for the Engineering, Technology, Insurance, Procurement and Contracting, Information Systems, and Environment and Safety Departments. She has been a Director of Gaviota RE, S.A. and a Director of Greenstone Assurance Ltd. She has been ED People and Organisation since 2009. She is also currently a Director of Repsol Petróleo, S.A. and is a Trustee of the Repsol Foundation.

Begoña Elices García

Degree in Information Sciences from the Complutense University of Madrid. She is currently Repsol ED Communication and Chairman's Office, directing dialogue with the Spanish and international media, including regional and sports press, as well as on-line communications (corporate website) and sports sponsorship, advertising and corporate identity actions. She also coordinates actions in the area of external relations at industrial complexes and in all the countries where the company operates. Before joining Repsol, she was Assistant Director General and Director of Information Relations at Banco Santander Central Hispano, Director of Information Relations and Assistant Director General, Information Relations Manager at Banco Central Hispano and Information Relations Director at Banco Hispano Americano. Prior to her involvement in business communications, Begoña worked for more than ten years for the EFE news agency, where she worked as a journalist reporting on international, national and financial news.

Josu Jon Imaz San Miguel

Doctorate in Chemical Sciences from the University of the Basque Country. He completed his doctorate thesis at the Higher Institute of Industrial Engineering in Bilbao (1994). In December 1986, he was sent by the INASMET Technology Centre to the French CETIM Centre in Nantes as a researcher. He remained with INASMET until 1989, ultimately working as Manager of the Composites and Polymers Unit. In the same year, he joined the Mondragón Group as Industrial Developer and remained there until 1991, whereupon he returned to INASMET as Head of the Marketing and Foreign Relations Department. In June 1994, he was elected Euro member of the European Parliament, a post that he held until his appointment on 7 January 1999 as Minister of Industry, Trade and Tourism of the Regional Government of the Basque Country. As regional minister for industry, he was president of the Basque Energy Entity (EVE), president of the Society for Industrial Promotion and Reconversion (SPRI) and spokesman for the Basque Regional Government. In January 2004 he was elected chairman of the executive committee of EAJ-PNV. In autumn 2007, he announced his decision not to stand for re-election and ended his career in politics. He moved to the United States where he stayed until June 2008, spending the year working as a visiting researcher at the Harvard Kennedy School.

In July 2008 he joined the Repsol Group. In November 2011, he was elected President of A.O.P, the Spanish Association of Petroleum Operators.

He is currently Executive Director Industrial Area and New Energies, while also being the Chairman of Petronor, Chief Executive Officer of Repsol Petróleo, S.A., Sole Director of Repsol Química, S.A. and of Repsol Nuevas Energías, S.A., among other posts.

Luis Cabra Dueñas

Doctor in Chemical Engineering from the Complutense University of Madrid. He studied business management at the INSEAD and IMD international business centres. Luis has also worked as associate professor at the Complutense University and the University of Castilla-La Mancha. He joined Repsol in 1984 as a process engineer at the La Coruña oil refinery. Since then, he has held numerous management positions in the Refining, Technology, Engineering, Procurement, and Safety and Environment areas. He has represented Repsol within international associations, including a position as Chairman of the Fuels Committee of the European Petroleum Industry Association, Chairman of the European Biofuels Technology Platform and member of the European Research Advisory Board.

In September 2010, he was appointed Repsol's Executive Director of Upstream Development and Production, spearheading oilfield development projects and oil and gas production operations. He is currently Executive Director Exploration and Production.

Among others, he also holds the posts of Sole Director of Repsol Exploración Perú, S.A., Repsol Exploración Colombia, Repsol Exploración Kazakhstan, S.A., Repsol Exploración Tobago, S.A., Repsol Ecuador S.A., Repsol Exploración Suriname, S.A., Repsol Exploración Irlanda, S.A., etc.

According to the information available to Repsol, S.A., none of the persons identified in this item 14.1 has been found guilty of fraud in the five years leading up to the date of this Registration Document; has been a member of the administrative, management or supervisory bodies, or senior executive, of any entities subject to insolvency or liquidation proceedings; has been officially charged or sanctioned by any statutory or regulatory authority; or has been disbarred by any court as a consequence of actions taken as member of the administrative, management or supervisory bodies of any issuer of securities or in relation to the management of affairs in any issuer of securities.

According to the information available to Repsol, S.A., no family links exist between any of the persons identified in this section.

14.2 Administrative, management and supervisory bodies and senior management conflicts of interests

Information on this particular section is contained in Note 34 -*"Information on the members of the Board of Directors and executives"* of the consolidated Financial Statements for 2012 and likewise under Sections C.5 and C.6 of the annual corporate governance report of Repsol, S.A. for 2012 (see Section II.C). It is also supplemented and updated with the following additional information.

A) Potential conflicts of interest between the duties to the issuer of the persons mentioned in item 14.1 above and their private interests and/or other duties

In 2012 and at the meetings held in 2012 up to the date of this Registration Document, the resolutions of the Board of Directors and of the Nomination and Compensation Committee relating to: (i) the ratification of nominations and re-appointment of board members; (ii) the appointment or re-appointment of members of the Board's committees; and (iii) the designation of posts on the Board of Directors, have all been adopted without the involvement of the Board/Committee Member affected by the proposed motion. Likewise, the Executive Directors were not involved in the passing of any Board resolution relating to their remuneration for holding office or carrying out management functions within Repsol, S.A.

Finally, the Board of Directors' agreement relating to the signing between Repsol and Pemex of a strategic industrial alliance, approved at the Board meeting held on 28 February 2012, was adopted with the abstention of the Pemex Internacional España, S.A. representative on the Board of Directors (at that time, Mr. Marco Antonio de la Peña Sánchez).

In accordance with Article 226 et seq. of the Spanish Capital Companies Act (LSC), Repsol, S.A. has established specific internal regulations to detect, identify and resolve potential conflicts between the private interests of any director and those of Repsol, S.A.

- In general, the Regulations of the Board of Directors require Repsol, S.A. directors to avoid any direct or indirect conflicts they may have with the interests of Repsol, and in any event to report the existence of any such conflict to the Board of Directors where the same is unavoidable. In the event of conflict, the affected director is required to abstain from debate and voting on the matter concerned in the conflict.
- Any director affected by proposals for appointments, reappointments or removal must abstain from any debate or votes concerning such matters. Voting in relation to proposals for appointment, reappointment or removal is secret.
- Directors are also required to report all other professional obligations to the Nomination and Compensation Committee, as well as any significant changes in their professional situation or such as might affect the capacity or condition in which they may have been appointed as directors.
- If directors are affected by any case of incompatibility or legal, statutory or regulatory prohibition, they are required to tender their resignation to the Board of Directors and to resign where the latter considers this appropriate. Such circumstances include cases in which a director is affected by a permanent conflict of interests with Repsol, S.A.
- Articles 19 to 22 of the Regulations of the Board of Directors impose mandatory obligations on the directors in matters of no competition, use of information and corporate assets and business opportunities, along with requirements in relation to related-party transactions entered into by Repsol, S.A. with its directors, major shareholders represented on the Board and persons related with such parties.

Particularly relevant are Articles 19 and 22 of the Regulations of the Board of Directors. As such, Article 19 of the Regulations of the Board of Directors governs the no competition obligation of Board members, dictating as a general rule that directors may not engage, on their own or someone else’s behalf, in activities whose exercise constitutes competition with Repsol, S.A., unless:

(i) it is reasonably foreseeable that the competitive situation activity will not cause harm to Repsol, S.A. or that the foreseeable harm shall be compensated by the expected benefit that Repsol, S.A. can reasonably obtain for allowing this situation of competition;

(ii) when, having received advice from an independent external consultant of international renown, the Nomination and Compensation Committee issues a report assessing compliance with the requirement under section (i) above; and

(iii) when the General Shareholders Meeting agrees expressly to waive the prohibition of competition via the affirmative vote of seventy-five per cent of the share capital present or represented at the General Shareholders’ Meeting.

In turn, Article 22 of the Regulations of the Board of Directors establishes substantive and procedural requirements governing Repsol, S.A. dealings with directors, with significant shareholders represented on the Board and with related parties.

As a general rule (and except for transactions of little to no importance), transactions must be authorised by the Board of Directors after receiving a favourable report from the Nomination and Compensation Committee.

In addition, and in the case of transactions that equal or exceed 5% of the Group’s assets; are aimed at Repsol’s strategic assets; entail a transfer of relevant Repsol technology; or are aimed at establishing strategic alliances, these may only be entered into if the transaction is fair and efficient from the standpoint of the company’s corporate interest, provided this is corroborated by the Nomination and Compensation Committee after receiving a report from an independent expert of recognised standing within the financial community as to the reasonableness and arm’s length terms of the related-party transaction, and insofar as the General Shareholders' Meeting authorises the transaction with a favourable vote of 75% of the capital present and represented at the General Shareholders' Meeting. However, in those cases in which, due to special circumstances, it is not advisable to wait until the next General Shareholders' Meeting, the transaction may be approved by the Board of Directors under certain conditions: (i) the report issued by the Nomination and Compensation Committee referred in point (ii) above is favourable to the transaction; (ii) the agreement is adopted with the affirmative vote of two thirds of the Board members not affected by the conflict of interest.

The General Shareholders' Meeting held on 31 May 2012 agreed to introduce the redrafted articles 19 and 22 of the Regulations of the Board of Directors into the By-laws by adding a new Article 22 bis (*"Related party transactions"*) and a new Article 44 bis (*"Prohibition of competition"*).

Furthermore, Repsol, S.A. has implemented specific regulations designed to detect, identify and resolve any possible conflicts between the interests of employees or executives (including members of the Executive Committee) and the interests of Repsol, S.A.

The Repsol Group's Internal Conduct Regulations Regarding the Securities Market is especially applicable to directors and members of the Executive Committee in their condition as persons with habitual access to Repsol's confidential information (Article 2.2 of the Internal Conduct Regulations - *"Register of persons affected"*), providing for the prevention and resolution of conflicts of interest in sections 8.3 and 8.4, as follows:

> *"In order to control possible conflicts of interest, the executives and employees of Repsol Group shall inform in advance their respective heads of department of any situations that could potentially, in each specific circumstance, give rise to conflicts of interest with Repsol, S.A. or any of the companies in its group. Such notification shall be given sufficiently in advance of effecting the transaction or closing the deal in question to enable the appropriate decisions to be taken.*
>
> *If the person affected by the potential conflict of interest is a member of the Board, the Board shall be notified and, if necessary, the opinion of the Audit and Control Committee shall be sought.*
>
> *If there is any doubt as to the existence of a conflict of interest, the executives and employees of Repsol Group shall, as a measure of prudence, inform their respective heads of department or the Board, as the case may be, of the specific circumstances of the case, so that the latter may form an opinion on the situation."*
>
> **[…]**
>
> *"As a general rule, the principle for all kinds of conflicts of interest is abstention. Anyone potentially affected by a conflict of interest shall, therefore, abstain from participating in any decisions that may affect the individuals or entities with which the conflict could arise. They shall also abstain from trying to influence those decisions, acting in loyalty to the Repsol Group. In any conflicts of interest between the executives and employees of the Repsol Group and Repsol or any other company in its group, the former shall act at all times out of loyalty to the Repsol Group, putting the interests of the group above their own interests."*

On a final note, section 3.6 of the Ethics and Conduct Regulation applicable to all Repsol executives and employees provides as follows:

> *"Conflicts of interest occur when employees' personal interests directly or indirectly run contrary to or clash with the Company's interests, interfere with the proper fulfilment of their professional duties and responsibilities or involve them personally in any Company economic transaction or operation.*

Repsol recognises and respects its employees' participation in financial and business activities apart from those performed by the company, provided they are legal and ethical and do not clash with their responsibilities as employees of Repsol.

Repsol employees shall avoid any situations that could give rise to a conflict between their personal interests and those of the Company. They shall refrain from representing the company and participating or exerting any influence in the making of decisions regarding any situation in which they or people linked to them may directly or indirectly have a personal interest. They shall act at all times, in the performance of their responsibilities, with loyalty and in defence of the interests of Repsol. For these purposes, considered as a close relative will be a spouse or persons with a similar personal relationship, forebears, descendants and siblings of the employee him- or herself and of his or her spouse, spouses of the employee's forebears, descendants and siblings and companies directly or indirectly controlled by the employee or an intervening person.

Furthermore, Executive Directors and persons linked to Repsol by an employment relationship may not, on their own or someone else's behalf, carry out tasks or work or provide services to the benefit of companies in the sector or companies which carry out activities liable to compete directly or indirectly with those of Repsol or which may come to do so.

In the case of a possible conflict of interest, Repsol's employees will obey the following general principles for action:

a) Communication: they will inform their hierarchical superiors in writing about conflicts of interest to which they are subject before performing the transaction or concluding the business in question, so that the appropriate decisions may be made in each specific circumstance, thereby preventing any jeopardy to their unbiased actions.

b) Abstention: they will refrain from directly or indirectly intervening in or influencing decision making which could affect Repsol's organisations with which a conflict of interest exists, from taking part in meetings in which such decisions are proposed and from gaining access to confidential information affecting that conflict.

c) Independence: they will act professionally at all times, out of loyalty to Repsol and its shareholders and independently of their own interests and those of third parties. Consequently, they will refrain at all times from placing their own interests or those of third parties first at the expense of Repsol.

B) Any agreement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the persons mentioned in item 14.1 was selected as a member of the administrative, management or supervisory bodies, or a senior executive

Aside from the institutional external directors mentioned in item 14.1 above, none of the members of the Board of Directors of Repsol, S.A. or of the Executive Committee has been appointed to office under any kind of agreement or understanding with significant shareholders, customers, suppliers or any other person or entity.

C) Details of any restrictions agreed by the persons referred to in item 14.1 on the disposal within a period of time of their holdings in the company's securities

Pursuant to Article 81 of the Spanish Securities Market Act of 28 July 1988 (Law 24/1988), Article 4.3 of the Repsol Group's Internal Conduct Regulations Regarding the Securities Market prohibits the Directors of Repsol and members of its Executive Committee, among other persons, from engaging in transactions involving any securities issued by Repsol, S.A. or by companies belonging to the Repsol Group that may be traded on official markets, insofar as such persons have access to privileged information concerning such securities or the issuers thereof.

Furthermore, in their capacity as "Persons Affected" by the Internal Conduct Regulations, the Repsol directors and the members of its Executive Committee shall not carry out any transactions involving the aforementioned securities for a period of fifteen days prior to each announcement of Repsol's earnings (whether yearly, half-yearly, or quarterly) until the stock market trading day immediately following the publication date.

In addition, and by virtue of the strategic alliance reached between Pemex (parent company of Pemex Internacional España, S.A.) and Repsol, Pemex undertook not to increase its equity holding in Repsol, S.A. beyond 10% of its share capital and likewise not to reduce it to below 5%. All this, without prejudice to the fact that once one year has elapsed from the date of the alliance, Pemex may lower its interest to below 5%, whereupon Repsol will be entitled to terminate the alliance.

16. BOARD PRACTICES

16.1 Date of expiration of the current term of office, if applicable, and the period during which the person has served in that office

In accordance with that laid down in Article 43 of Repsol, S.A.'s Company By-laws, the members of the Board of Directors are appointed by the General Shareholders' Meeting for a maximum period of four years and can be re-elected for equal periods of time, without prejudice to the power of the Board to appoint persons needed to occupy vacancies which occur, until the next General Meeting is convened.

Accordingly, the mandates of the current directors will expire after a period of four years has elapsed from the date of their appointment or re-election, as stated in item 14.1. In accordance with Article 222 of the Spanish Capital Companies Act, directors' terms of office shall expire when the first General Shareholders' Meeting is held after the end of such term or when the period allowed for the annual general meeting charged with approval of the financial statements for the preceding year has elapsed.

16.2 Information about members of the administrative, management or supervisory bodies' service contracts with the issuer or any of its subsidiaries providing for benefits upon termination of employment, or an appropriate negative statement

Information concerning this item is provided in section 5 (*"Agreements between the company and its executives and employees establishing indemnities for resignation, unfair dismissal or termination of their contracts due to a takeover bid"*) of the Appendix to the 2012 annual corporate governance report of Repsol, S.A. (see Section II.C).

No significant changes have arisen between 31 December 2012 and the date of this Registration Document.

16.4 Statement as to whether or not the issuer complies with its country of incorporation's corporate governance regime(s)

Repsol complies with prevailing Spanish corporate governance legislation and reports on compliance with all of the recommendations contained in the Unified Code of Good Governance approved by the CNMV on 22 May 2006 in Section F *"Extent of compliance with the Corporate Good Governance recommendations"* of the 2012 annual corporate governance report of Repsol, S.A. (see Section II.C).

17. EMPLOYEES

17.2 Shareholdings and stock options

Information regarding this item is provided in Sections A.3 and G.6 of the annual corporate governance report for 2012 (see Section II.C)) and is likewise updated by the information set forth below.

According to Repsol, S.A. figures, existing directors own a total of 416,642 shares in Repsol, S.A. as of the date of this Registration Document, representing 0.0325% of the company's share capital.

Name / company name	No. of shares directly held	No. of shares indirectly held	Total no. of shares	Percentage of total capital (%)	No. of options
Antonio Brufau Niubó	282,276	--	282,276	0.022	--
Isidre Fainé Casas	260	--	260	0.000	--
Manuel Manrique Cecilia	100	--	100	0.000	--
Paulina Beato Blanco	107	--	107	0.000	--
Artur Carulla Font.......................	43,889	--	43,889	0.003	--
Mario Fernández Pelaz	4,307	--	4,307	0.000	--
Ángel Durández Adeva.................	6,138	--	6,138	0.000	--
Javier Echenique Landiríbar	0	18,525	18,525	0.001	--
María Isabel Gabarró Miquel...........	6,280	1,975	8,255	0.001	--
José Manuel Loureda Mantiñán........	55	29,297	29,352	0.002	--
Juan María Nin Génova	260	--	260	0.000	--
Pemex International España, S.A.	1	--	1	0.000	--
Henri Philippe Reichstul	50	--	50	0.000	--
Luis Carlos Croissier Batista	1,292	--	1,292	0.000	--
Luis Suárez de Lezo Mantilla	21,830	--	21,830	0.002	--
Total	**366,845**	**49,797**	**416,642**	**0.0325**	--

Source: according to Repsol, S.A. figures and communications filed with the CNMV (CNMV website consulted at the date of this Registration Document).

As of the date of this Registration Document, the members of the Repsol Group’s Executive Committee who are not also members of the Board of Directors own a total of 247,138 shares in Repsol, S.A., representing 0.019% of the company’s share capital. Likewise, and as of the date of this Registration Document, no options over Repsol, S.A. shares have been awarded to any Board member or to any member of the Executive Committee.

18. MAJOR SHAREHOLDERS

18.1 Name of any person other than a member of the administrative, management or supervisory bodies who, directly or indirectly, has a significant interest in the issuer's capital or voting rights, together with the amount of each person's interest

Information concerning this item is contained in Note 16 - *"Equity"* to the consolidated Financial Statements for 2012 and in Section A (*"Ownership structure"*) of Repsol's annual corporate governance report for 2012, such information as included under Section II.C). This information is similarly updated by the information set forth below.

The following table shows the major shareholders of Repsol, S.A. according to the most recent information available at the date of this Registration Document.

	Notifications of voting rights		
	% of voting rights		
Shareholder[(1)]	**% Direct**	**% Indirect**	**% Total**
CaixaBank, S.A.	12.23	0.00	12.23
Sacyr Vallehermoso, S.A.[(2)]	0.00	9.53	9.53
Petróleos Mexicanos[(3)]	0.00	9.37	9.37
Temasek Holdings (Private) Limited[(4)]	0.00	6.42	6.42

(1) Source: according to information in hands of Repsol, S.A. and communications filed with the CNMV (CNMV website consulted at the date of this Registration Document).
(2) Sacyr Vallehermoso, S.A. holds its ownership interest through Sacyr Vallehermoso Participaciones Mobiliarias, S.L.
(3) Petróleos Mexicanos (Pemex) holds its ownership interest through Pemex Internacional España, S.A., PMI Holdings, B.V. and through various equity swaps with certain financial entities whereby Pemex may exercise economic and voting rights.
(4) Temasek is a new significant shareholder by reason of the purchase (on 4 March 2013) from Repsol of its own treasury shares representing 5.04% of its capital. Together with the shares it already held, it reached 6.3% of Repsol, S.A.'s capital. Temasek holds its ownership interest through its subsidiary Chembra Investment PTE, Ltd.

As Repsol, S.A. shares are represented in book entry form, the company is unaware of the exact current holdings of shareholders in its share capital. For this reason, the figures displayed above reflect the information available to Repsol, S.A. as of the date of this Registration Document, according to the lattest information provided by Iberclear (Spanish clearing and settlement entity), as well as the information submitted by shareholders to Repsol, S.A. on occasion of General Shareholders' Meetings, or to the CNMV in compliance with transparency obligations.

18.3 Control of the issuer

To the best of Repsol's knowledge as at the date of this Registration Document, Repsol, S.A. is not directly or indirectly under the individual or concerted control of any natural person or legal entity.

18.4 Description of any arrangements known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer

To the best of the knowledge of Repsol, S.A., no arrangements exist the operation of which could at a subsequent date give rise to a change in control of Repsol, S.A.

19. RELATED PARTY TRANSACTIONS

The information relating to this item is stated:

(i) in the consolidated Financial Statements for 2012: Note 33 - *"Information on related party transactions"* and Note 34 - *"Information on the members of the Board of Directors and executives"* (see Section II.C) of this Registration Document); and

(ii) in the consolidated Financial Statements for 2011: Note 32– *"Information on related party transactions"* and Note 33 - *"Information on the members of the Board of Directors and executives"* (see Section II.D) of this Registration Document).

Furthermore, the information relating to this item is stated:

- in sections B.1.11 and B.1.12 (*"Board of Directors"*), in sections C.2, C.3 and C.4 (*"Related party transactions"*) and in sections G.6, G.7 and G.10 (*"Other information of interest"*) of the annual corporate governance report for 2012;
- in sections B.1.11 and B.1.12 (*"Board of Directors"*), in sections C.2, C.3 and C.4 (*"Related party transactions"*) and in sections G.4, G.5 and G.7 (*"Other information of interest"*) of the annual corporate governance report for 2011; and
- in sections B.1.11 and B.1.12 (*"Board of Directors"*), in sections C.2, C.3 and C.4 (*"Related party transactions"*) and in sections G.3, G.4 and G.5 (*"Other information of interest"*) of the annual corporate governance report for 2010.

The annual corporate governance reports for 2012 and 2011, in accordance with that laid down in Article 538 of the Spanish Capital Companies Act (LSC), form an integral part of the consolidated Management Report for the years 2012 and 2011, respectively (see Sections II.C) and II.D)).

Pursuant to Article 5 of Spanish Order EHA/3537/2005 (Orden EHA/3537/2005), the annual corporate governance report for 2010 is deemed incorporated by reference in this Registration Document. The 2010 annual corporate governance report is available for consultation on the Repsol website (www.repsol.com) and on the CNMV website (www.cnmv.es).

Repsol undertakes transactions with related parties under general market conditions. For purposes of presenting this information, related parties are considered to be the following:

(i) Significant shareholders: according to the latest information available at 31 December 2012.

(ii) Directors and executives: includes members of the Board of Directors and of the Executive Committee.

(iii) People or Group companies for the part not owned by the Group: includes transactions with Group companies or entities for the part not eliminated in the consolidation process (corresponding to the part not owned in the proportionately consolidated companies and the transactions undertaken with companies accounted for using the equity method). When control of YPF S.A. and YPF Gas S.A. was lost, these companies lost their consideration as Group entities.

The latest available information on related party transactions is for 31 December 2012. Repsol has no record of significant related party transactions taking place, from 31 December 2012 to the date of this Registration Document, which were not part of Repsol's ordinary course of business or trade or were not carried out under market conditions.

20. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES

20.1 Historical financial information

The consolidated historical financial information of Repsol pertaining to 2012, 2011 and 2010 has been incorporated into this Registration Document in accordance with the equivalence table included under Section II.A.).

As described in the risk factor titled *"Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A."* (Section I), YPF and YPF Gas were consolidated via the full consolidation method in the audited historical financial information for 2011 and 2010, given their status as business groups controlled by the Repsol Group during each of the years in question.

Restated historical financial information for 2011

Included below, for information purposes only, is financial information for 2011 which has been restated, in accordance with IFRS, with respect to that appearing in the Financial Statements formulated for 2011, as a result of the expropriation of the Repsol Group's shares in YPF S.A. and YPF Gas S.A. (see the risk factor *"Expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A."*, included in Section I)). This information is presented as comparative figures for 2011 in the consolidated Financial Statements for 2012

This restated financial information for 2011 was drawn up from the audited financial information as at 31 December 2011, in accordance with the standards contained in IFRS 5 *"Non-current assets held for sale and discontinued operations"*; was not audited by an independent auditor; and does not constitute pro-forma financial information for the purposes envisaged in Regulation 809/2004 (*"Appendix II - Pro forma financial information building block"*).

1. Consolidated income statement at December 31, 2011 and restated income statement classifying the transactions affected by the expropriation as discontinued transactions at December 31, 2011.

The following table presents the consolidated income statement for 2011, as prepared by the Board of Directors on 28 February 2012, and the income statement restated for comparative purposes in order to classify the transactions affected by the expropriation of Repsol Group shares in YPF S.A. and YPF Gas S.A. under the headings relating to discontinued operations, in accordance with IFRS 5 ("*Non-current assets held for sale and discontinued operations*").

CONSOLIDATED INCOME STATEMENT *(In accordance with IFRS)*	**31/12/2011** Consolidated Repsol Group as originally stated (in million €) Audited	**31/12/2011** Restated consolidated Repsol Group (in million €) Unaudited	**Variation (in million €)**	**Variation (%)**
Sales	60,122	49,994	(10,128)	(16.85)
Services rendered and other income	1,380	909	(471)	(34.13)
Changes in inventories of finished goods and work in progress	1,004	711	(293)	(29.18)
Income from reversal of impairment losses and gains on disposal of non-current assets	208	206	(2)	(0.96)
Allocation of grants on non-financial assets and other grants	17	17	--	--
Other operating income	1,001	800	(201)	(19.98)
OPERATING REVENUE	**63,732**	**52,637**	**(11,095)**	**(17.41)**
Supplies	(42,904)	(39,607)	3,297	(7.68)
Personnel expenses	(2,579)	(1,809)	770	(29.86)
Other operating expenses	(9,740)	(5,421)	4,319	(44.34)
Depreciation and amortization of non-current assets	(3,519)	(2,069)	1,450	(41.20)
Impairment provisions recognised and losses on disposal of non-current assets	(185)	(182)	3	(1.62)
OPERATING EXPENSES	**(58,927)**	**(49,088)**	**9,839**	**(16.70)**
OPERATING INCOME	**4,805**	**3,549**	**(1,256)**	**(26.14)**
Financial income	261	166	(95)	(36.40)
Financial expenses	(1,035)	(871)	164	(15.85)
Changes in the fair value of financial instruments	76	150	74	97.37
Net exchange gains/(losses)	(125)	(308)	(183)	146.40
Impairment and gains/(losses) on disposal of financial instruments	1	1	--	--
FINANCIAL RESULT	**(822)**	**(862)**	**(40)**	**4.87**
Share result of companies accounted for using the equity method - net of tax	**75**	**72**	**(3)**	**(4.00)**
NET INCOME BEFORE TAX	**4,058**	**2,759**	**(1,299)**	**(32.01)**
Income tax	(1,514)	(991)	523	(34.54)
NET INCOME FOR THE YEAR FROM CONTINUING OPERATIONS	**2,544**	**1,768**	**(766)**	**(30.50)**
Net income from continuing operations attributable to minority interests	(351)	(111)	240	(68.38)
Net income for the year from continuing operations attributable to the parent	**2,193**	**1,657**	**(536)**	**(24.44)**
NET INCOME FOR THE YEAR FROM DISCONTINUED OPERATIONS AFTER TAXES	**--**	**776**	**776**	**100.00**
Net income from discontinued operations attributable to minority interests	--	**(240)**	**(240)**	(100.00)
Net income from discontinued operations attributable to the parent	**--**	**536**	**536**	**100.00**
Total net income attributable to the parent	**2,193**	**2,193**	**--**	**--**

The following table displays operating income by segment at 31 December 2011, in accordance with the preceding restated income statement.

SEGMENT	31/12/2011 Consolidated Repsol Group as originally stated (in million €) Audited	31/12/2011 Restated consolidated Repsol Group (in million €) Unaudited	Variation (in million €)	Variation (%)
Upstream	1,413	1,413	--	--
LNG	386	386	--	--
Downstream	1,207	1,182	(25)	(2.07)
YPF	1,231	--	(1,231)	(100.00)
Gas Natural SDG	887	887	--	--
Corporate	(319)	(319)	--	--
Total income of the reported segments	**4,805**	**3,549**	**(1,256)**	**(26.14)**

2. Consolidated cash flow statement at 31 December 2011 restated so as to classify the cash flows affected by the expropriation as discontinued operations at 31 December 2011

The following table presents the consolidated cash flow statement for 2011, as prepared by the Board of Directors on 28 February 2012, along with the cash flow statement restated for comparative purposes in order to classify the cash flows stemming from transactions affected by the expropriation of Repsol Group shares in YPF S.A. and in YPF Gas S.A. under the headings relating to discontinued operations, in accordance with the terms of IFRS 5 ("*Non-current assets held for sale and discontinued operations*").

CONSOLIDATED STATEMENT OF CASH FLOWS *(according to IFRS)*	**31/12/2011** **Consolidated Repsol Group as originally stated** **(in million €)** **Audited**	**31/12/2011** **Restated consolidated Repsol Group** **(in million €)** **Unaudited**	**Variation** **(in million €)**	**Variation** **(%)**
Net income before taxes	**4,058**	**2,759**	**(1,299)**	**(32.01)**
Adjustments to net income	**4,382**	**2,735**	**(1,647)**	**(37.59)**
Depreciation and amortization of fixed assets	3,519	2,069	(1,450)	(41.20)
Other adjustments to income (net)	863	666	(197)	(22.83)
Changes in working capital	**(2,239)**	**(2,275)**	**(36)**	**1.61**
Other cash flows from operating activities:	**(2,081)**	**(1,119)**	**962**	**(46.23)**
Dividends received	64	62	(2)	(3.13)
Income tax received/(paid)	(1,784)	(1,009)	775	(43.44)
Other proceeds from/(payments for) operating activities	(361)	(172)	189	(52.35)
Cash flows from operating activities(1)	**4,120**	**2,100**	**(2,020)**	**(49.03)**
Payments for investment activities:	**(6,255)**	**(4,287)**	**1,968**	**(31.46)**
Group companies, associates and business units	(275)	(275)	--	--
Property, plant and equipment, intangible assets and investment properties	(5,516)	(3,552)	1,964	(35.61)
Other financial assets	(282)	(278)	4	(1.42)
Other assets	(182)	(182)	--	--
Proceeds from divestments:	**949**	**932**	**(17)**	**(1.79)**
Group companies, associates and business units	396	396	--	--
Property, plant and equipment, intangible assets and investment properties	116	103	(13)	(11.21)
Other financial assets	437	433	(4)	(0.92)
Other cash flows	**2**	**2**	**--**	**--**
Cash flows used in investment activities(1)	**(5,304)**	**(3,353)**	**1,951**	**(36.78)**
Proceeds from/ (payments for) equity instruments:	**(2,557)**	**(2,557)**	--	**--**
Acquisition	(2,703)	(2,703)	--	--
Disposal	146	146	--	--
Disposals in ownership interest in subsidiaries without loss of control	**1,888**	**--**	**(1,888)**	**--**
Proceeds from/ (payments for) financial liabilities	**857**	**134**	**(723)**	**--**
Issues	11,337	7,626	(3,711)	--
Return and redemption	(10,480)	(7,492)	2,988	--
Payments for dividends and payment on other equity instruments	**(1,686)**	**(1,333)**	**353**	**--**
Other cash flows from financial activities	**(1,005)**	**(890)**	**115**	**(11.44)**
Interest payments	(948)	(879)	69	(7.28)
Other proceeds from/(payments for) financing activities	(57)	(11)	46	(80.70)
Cash flows used in/ (from) financing activities(1)	**(2,503)**	**(4,646)**	**(2,143)**	**85.62**
Effect of changes in exchange rates	(84)	(81)	3	(3.57)
Net increase/(decrease) in cash and cash equivalents(1)	**(3,771)**	**(5,980)**	**2,209**	**58.58**
Cash flows from operating activities from discontinued operations	**--**	**2,020**	**2,020**	**--**
Cash flows from investment activities from discontinued operations	**--**	**(1,951)**	**(1,951)**	**--**
Cash flows from financing activities from discontinued operations	**--**	**2,143**	**2,143**	**--**
Effect of changes in exchange rates from discontinued operations	--	(3)	(3)	--
Net increase/(decrease) in cash and cash equivalents from discontinued operations	**--**	**2,209**	**(2,209)**	**--**
Cash and cash equivalents at the beginning of the year	**6,448**	**6,448**	**--**	**--**
Cash and cash equivalents at the end of the year	**2,677**	**2,677**	**--**	**--**

(1) Includes cash flows relating to continuing operations.

20.2 Pro forma financial information

Not applicable.

20.3 Financial statements

The consolidated financial statements for 2012, 2011 and 2010 are incorporated in item 20.1 - *"Historical financial information"*, according to the equivalence table contained in Section II.A) of this Registration Document.

Item 24 - *"Documents on display"* explains where interested parties can consult the annual non-consolidated financial statements of Repsol, S.A. and the consolidated statements of the Repsol Group for 2012, 2011 and 2010.

20.4 Auditing of historical annual financial information

20.4.1 Statement that the historical financial information has been audited

The non-consolidated and consolidated Financial Statements of Repsol, S.A. and the Group for 2012, 2011 and 2010 have been audited by Deloitte (see item 2 - *"Auditors"*). The audit reports did not contain any qualifications.

Without affecting the opinion, both in the audit report for Repsol, S.A.'s non-consolidated Financial Statements for 2012 and in the audit report for the Repsol Group's consolidated Financial Statements for 2012, the emphasis paragraphs transcribed below were included:

Emphasis paragraph from the audit report for the 2012 non-consolidated Financial Statements

> *"Without qualifying our audit opinion, we draw attention to the changes in the composition of the Repsol Group described in Note 5 to the accompanying financial satements, which indicates that the carring amount of the 51% ownership interest in YPF S.A., held directly and indirectly by Repsol, S.A., was calculated on the basis of the best estimates of the directors of the Company, taking into account the uncertainties concerning the outcome of the various lawsuits in progress initiated or that maight be initiated in the future."*

Emphasis paragraph from the audit report for the 2012 consolidated Financial Statements

> *"Without qualiying our audit opinion, we draw attention to the changes in the composition of the Repsol Group described in Note 5 to the accompanying financial statements, which indicates that the carring amount at which the Group has recognised its 51% ownership interest in YPF S.A. was calculated on the basis of the best estimates of the directors of Repsol, S.A., taking into account the uncertainties concerning the outcome of the various lawsuits in progress initiated or that maight be initiated in the future. Also, as indicated in Note 3.3 to theaccompanying consolidated financial statements, as a result of the aforementioned changes in the composition of the Repsol Group and persuant to current accounting legislation, the comparative figures for the consolidated income statement and the consolidated cash flow statement for the year ended December 31 2011, differ from those contained in the consolidated financial statements of the Repsol Group at that date."*

20.4.2 Indication of other information in the registration document which has been audited by the auditors

No other financial information exists in the Registration Document which has been audited by the auditors.

The auditor has verified that the accounting information contained in the consolidated management reports for 2012 and 2011 is consistent with that disclosed in the consolidated Financial Statements for those years.

20.4.3 Where the financial data in the registration document is not extracted from the issuer's audited financial statements, state the source of the data and state that the data is unaudited

The supplementary information on oil and gas exploration and production activities as contained in Section II.E) of this Registration Document has not been audited. Likewise, the interim financial information extracted from the Repsol Group's summarised interim consolidated Financial Statements for the first quarter of 2013, ending on 31 March, has not been audited (see item 20.6).

The other historical financial information included in this Registration Document has been taken from the consolidated Financial Statements or Management Reports for 2012 and 2011.

20.5 Age of latest financial information

The last year of audited financial information does not reach back more than 15 months from the date of this Registration Document.

20.6 Interim and other financial information

20.6.1 Interim financial information

Pursuant to Article 5 of Spanish Order EHA/3537/2005 (Orden EHA/3537/2005), incorporated for reference in this Registration Document are Repsol's unaudited summarised interim consolidated financial statements and Repsol's consolidated quarterly financial report for the three month period ending 31 March 2013. These are available for consultation on the CNMV website (www.cnmv.es) and on the Repsol website (www.repsol.com).

Consolidated balance sheet of Repsol at 31 March 2013 and at 31 December 2012

The following table provides the balance sheet of Repsol at 31 March 2013 and at 31 December 2012.

ASSETS *(In accordance with IFRS)*	**31/03/2013 (in million €) Unaudited**	**Var. 13-12 (%)**	**31/12/2012 (in million €) Audited**
Goodwill	2,683	0.19	2,678
Other intangible assets	2,946	3.88	2,836
Property, plant and equipment	28,784	1.97	28,227
Investment properties	25	--	25
Investments accounted for using the equity method	807	9.50	737
Non-current assets held for sale subject to expropriation	5,554	3.00	5,392
Non-current financial assets	1,342	2.21	1,313
a) Non-current financial instruments	680	1.19	672
b) Others	662	3.28	641
Deferred tax assets	3,262	(1.45)	3,310
Other non-current assets	250	3.31	242
NON-CURRENT ASSETS	**45,653**	**2.00**	**44,760**
Non-current assets classified as held for sale	91	(73.24)	340
Inventories	6,127	11.38	5,501
Trade and other receivables	8,199	5.37	7,781
Other current assets	236	6.79	221
Other current financial assets	415	--	415
Cash and cash equivalents	6,214	5.27	5,903
CURRENT ASSETS	**21,282**	**5.56**	**20,161**
TOTAL ASSETS	**66,935**	**3.10**	**64,921**

LIABILITIES AND EQUITY *(In accordance with IFRS)*	**31/03/2013 (in million €) Unaudited**	**Var. 13-12 (%)**	**31/12/2012 (in million €) Audited**
EQUITY ATTRIBUTABLE TO THE SHAREHOLDERS OF THE PARENT	**28,932**	**8.35**	**26,702**
MINORITY INTERESTS	**774**	**0.52**	**770**
TOTAL EQUITY	**29,706**	**8.13**	**27,472**
Grants	61	--	61
Non-current provisions	2,367	4.83	2,258
Non-current financial liabilities:	14,546	(4.93)	15,300
Deferred tax liabilities	3,021	(1.37)	3,063
Other non-current liabilities	3,559	2.95	3,475
a) Non-current debt for financial lease	2,823	2.84	2,745
b) Others	736	3.37	712
NON-CURRENT LIABILITIES	**23,554**	**(2.42)**	**24,139**
Liabilities related to non-current assets held for sale	15	(44.44)	27
Current provisions	278	(4.47)	291
Current financial liabilities:	4,244	11.98	3,790
Trade and other payables:	9,138	(0.70)	9,202
a) Current debt for financial lease	235	4.91	224
b) Other trade payables and other payables	8,903	(0.84)	8,978
CURRENT LIABILITIES	**13,675**	**2.74**	**13,310**
TOTAL EQUITY AND LIABILITIES	**66,935**	**3.10**	**64,921**

Main changes in the consolidated balance sheet

Non-current assets and liabilities held for sale

On 24 January 2013, Repsol Exploración Karabashky B.V. sold the company Eurotek to AR Oil and Gaz, B.V. (AROG) for the amount of $315 million. This company was classified on the balance sheet since its acquisition in December 2011 as a non-current asset held for sale. This sale was the latest milestone in the agreement signed in December 2011 between Repsol and Alliance Oil governing the setting up of AROG and under which the Group acquired a 49% stake in AROG in 2012.

Equity – Treasury shares and own equity investments

On 4 March 2013, the Singapore investment company Temasek acquired shares in Repsol treasury shares representing 5.045% of its share capital. The agreement covered the acquisition of 64.7 million Repsol shares at a price of €16.01 per share, which meant the payment to Repsol of €1,036 million with a negative effect on equity in 2013 of €208 million.

Consolidated income statement of Repsol at 31 March 2013 and 2012

Presented below is the Repsol Group's consolidated income statement at 31 March 2013 and 2012.

CONSOLIDATED INCOME STATEMENT *(According to IFRS)*	31/03/2013 (in million €) Unaudited	Var. 13-12 (%)	31/03/2012[1] (in million €) Unaudited
OPERATING INCOME	**1,292**	**(2.86)**	**1,330**
Upstream	655	0.15	654
LNG	311	96.84	158
Downstream	178	(46.39)	332
Gas Natural SDG	250	1.63	246
Corporation and other	(102)	70.00	(60)
FINANCIAL RESULT	**(235)**	**(16.67)**	**(282)**
Share of results of companies accounted for using the equity method net of tax	**45**	**66.67**	**27**
CONSOLIDATED NET INCOME	**1,102**	**2.51**	**1,075**
Income tax	(451)	6.12	(425)
NET INCOME FOR THE PERIOD FROM CONTINUING OPERATIONS	**651**	**0.15**	**650**
Net income for the period from continuing operations attributable to minority interests	(14)	(33.33)	(21)
Net income for the period from continuing operations attributable to the parent	**637**	**1.27**	**629**
Net income for the period from discontinued operations attributable to the parent	**(3)**	**(101.84)**	**163**
TOTAL NET INCOME ATTRIBUTABLE TO THE PARENT	**634**	**(19.95)**	**792**

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As a result of the expropriation process of YPF S.A. and YPF Gas S.A. (formerly known Repsol YPF Gas S.A.) shares held by the Repsol Group, the consolidated income statement for the first quarter of 2012 has been restated for comparison purposes in accordance with applicable accounting standards, with respect to the information included in the interim management statement filed with the CNMV on 10 May 2012. The restated financial information for the first quarter of 2012 that, for comparison purposes, is included in this Registration Document, corresponds to that included in the advance notice of results for the second quarter of 2012, published as a "relevant event" on 26 July 2012 (registration number 170,926).

Main changes in the consolidated income statement

The operating income from continuing operations for the first quarter of 2013 was €1,292 million, 2.86% lower than that for the same quarter of the previous year. This difference is basically explained by the impact of the prices for crude oil and oil products on inventories of Downstream businesses, which enabled gains to be made in the first quarter of 2012 which were not continued into 2013. Once this effect is removed, the businesses, especially Downstream and LNG, show better results in 2013, fundamentally affected by improved volumes and margins, respectively, which managed to compensate for the drop in profits associated with falling volumes and margins in the European marketing business as a consequence of the economic crisis.

The net income for the period attributable to the parent from continuing operations totalled €637 million, 1.27% higher than the same quarter in the previous year.

The total net income attributable to the parent in the first quarter of 2013 was €634 million, 19.95% lower than the first quarter of 2012. This net income includes that attributed to the discontinued activities deriving from the operations of YPF and associated investments, which totalled -€3 million in the first quarter of 2013, compared to €163 million in the first quarter of 2012.

Operating income

Upstream

Operating income in the first quarter of 2013 totalled €655 million in line with the same period in 2012. The better results obtained due to improved production volume (mainly due to the start-up of five of the ten key projects, as well as higher volumes in Trinidad and Tobago) and the effect of crude oil and gas price realisation, were offset by the lower result deriving from higher amortisations and increased costs, mainly due to the start of production of the projects in Brazil and Russia. Average Upstream production reached 360 thousand barrels of oil equivalent per day in the first quarter of 2013, 11% higher than the same period in 2012, mainly due to the start-up of five of the ten key projects in the strategic plan.

LNG

Operating income in the first quarter of 2013 totalled €311 million,96.84% higher than the same period in 2012. The increase is mainly due to the higher commercialisation margin in North America and the higher LNG commercialisation margin and volume.

In relation to the agreement to sell LNG assets, see item 5.3 of this Registration Document.

Downstream

Operating income in the first quarter of 2013 amounted to €178 million, 46.39% lower than the same period in 2012. This change is basically explained by the impact of the evolution of the prices of crude oil and oil products on both Refining and Chemicals inventories, as well as by the lower margins and volumes from service stations in Spain. This reduction was partially offset by the improvement in Refining, Chemicals and LPG margins.

Gas Natural Fenosa

Operating profit for the first quarter of 2013 amounted to €250 million, 1.63% higher than the same period in 2012. This increase is mainly due to wider marketing margins for wholesale gas and better results in Latin America, which are offset in part by the lower results from the electricity business in Spain, affected by the new tax scheme and the worse performance of Unión Fenosa Gas.

Corporate

This section includes corporate operating costs and activities not attributable to operating areas, as well as inter-segment consolidation adjustments. A loss of €102 million was recorded in the first quarter of 2013, compared to €60 million in 2012.

Financial Result

The financial loss for the first quarter of 2013 was €235 million, compared with €282 million for the same period in the previous year. This change is basically explained by lower costs due to exchange differences, mainly due to the rise in the dollar against the euro added to the hedging positions held during the two periods.

The principal concepts included in this item are the following:

FINANCIAL RESULT	31/03/2013	31/03/2012
	(in million €)	
Net interest expenses (including preference shares)	(166)	(163)
Hedging positions	(15)	(59)
Updating provisions	(28)	(15)
Interim interest	32	18
Other financial expenses	(58)	(63)
TOTAL	**(235)**	**(282)**

Income Tax

The effective tax rate for corporate income tax for the first quarter of 2013, before investee company profits, was 42.7%, with a tax expense accruing of €451 million. The estimated effective tax rate for 2013 is 42.0%.

Share of results of companies accounted for using the equity method net of tax

Net profit obtained through investee companies totalled €45 million in the first quarter of 2013, 66.67% higher than in the same quarter in the previous year. The increase is basically due to improved results in the liquefaction plants in Trinidad, the Heavy Crude Oil Pipeline (OCP) and Zhambay.

Consolidated statement of cash flows at 31 March 2013 and 2012

Provided below is the consolidated statement of cash flows for the Repsol Group at 31 March 2013 and 2012.

CONSOLIDATED STATEMENT OF CASH FLOWS *(In accordance withIFRS)*	31/03/2013 (in million €) Unaudited	Var. 13-12 (%)	31/03/2012[1] (in million €) Unaudited
Net income before tax	**1,102**	**2.51**	**1,075**
Adjustments to net income	**840**	**(1.29)**	**851**
Depreciation and amortization if non-current assets	604	5.96	570
Other adjustments to the result (net)	236	(16.01)	281
EBITDA	**1,942**	**0.83**	**1,926**
Changes in working capital	**(1,018)**	**92.80**	**(528)**
Other cash flows from operating activities:	**(233)**	**76.52**	**(132)**
Dividends received	15	(11.76)	17
Income tax received/(paid)	(226)	79.37	(126)
Other proceeds from/(payments for) operating activities	(22)	(4.35)	(23)
Cash flows from operating activities[2]	**691**	**(45.42)**	**1,266**
Payments due to investment:	**(941)**	**1.73**	**(925)**
Group companies, associates and business units	(129)	821.43	(14)
Property, plant and equipment, intangible assets and investment properties	(717)	(19.35)	(889)
Other financial assets	(95)	331.82	(22)
Proceeds from divestments:	**272**	**16.24**	**234**
Other cash flows	**--**	**--**	**--**
Cash flows from investment activities[2]	**(669)**	**(3.18)**	**(691)**
Proceeds from/ (payments for) equity instruments:	**1,035**	**(24.12)**	1,364
Proceeds from issuing financial liabilities	1,241	(65.93)	3,642
Payments for return and redemption of financial liabilities	(1,301)	(50.91)	(2,650)
Payments for dividens and payments on other equity instruments	(204)	(68.42)	(646)
Interest payments	(367)	43.92	(255)
Other proceeds from/(payments for) financing activities	(122)	617.65	(17)
Cash flows used in financing activities[2]	**282**	**(80.39)**	**1,438**
Effect of changes in exchange rates	12	(175.00)	(16)
Net increase/(decrease) in cash and cash equivalents	**316**	**(84.18)**	**1,997**
Cash flows from operating activities from discontinued operations	(6)	(100.69)	874
Cash flows from investment activities from discontinued operations	--	(100.00)	(621)
Cash flows from financing activities from discontinued operations	1	(100.37)	(273)
Effect of changes in exchange rates from discontinued operations	--	(100.00)	(7)
Net increase/(decrease) in cash and discontinued operations	**(5)**	**(81.48)**	**(27)**
Cash and cash equivalents at the beginning of the year	**5,903**	**120.51**	**2,677**
Cash and cash equivalents at the end of the year	**6,214**	**33.72**	**4,647**

(1) As a consequence of the process for expropriation of YPF S.A. and YPF Gas S.A. shares (previously Repsol YPF Gas S.A.) belonging to the Repsol Group, the consolidated statement of cash flows for the first quarter of 2012 has been restated for comparative purposes in accordance with that laid down in the applicable accounting standards, with respect to that included in the interim management statement presented in the CNMV on 10 May 2012.

(2) Corresponds to cash flows from continuing operations.

20.6.2 Additional interim financial information

Not applicable.

20.7 Dividend policy

20.7.1 Amount of dividends per share in each financial year for the period covered by the historical financial information

The information relating to this item is stated:

- in Note 16 - *"Equity"* to the consolidated Financial Statements for 2012 and the *"Financial overview"* section of Repsol's consolidated Management Report for 2012, contained in Section II.C); and
- in Note 15 - *"Equity"* to the consolidated Financial Statements for 2011 (see Section II.D)).

The amount of the dividend pay-out is set by the General Shareholders' Meeting of Repsol, S.A. upon a proposal from the Board of Directors. Repsol, S.A. currently has no established dividend distribution policy. The payment of any dividends that may eventually be decided by Repsol, S.A. will depend on a host of different factors, including business performance and operating results. In accordance with the agreement adopted by the Board of Directors of Repsol, S.A. at its meeting of 27 February 2013, the proposed application of profits for 2012 to be submitted to the approval of the General Shareholder's Meeting is as follows:

2012	**(euros)**
Profit for 2012	**480,656,238.74**
For payment of compensation equivalent to the interim dividend through the acquisition, with waiver of recourse, of free-of-charge allocation rights from shareholders who, within the framework of the *"Repsol Flexible Dividend"* programme, opted to receive this compensation in cash(1)	184,128,768.81
For payment of compensation equivalent to the final dividend through:	
– Acquisition, with waiver of recourse, of free-of-charge allocation rights from shareholders who, within the framework of the *"Repsol Flexible Dividend"* programme, it is estimated will opt to sell these rights to Repsol, S.A.(2)	208,435,317.04
– A cash dividend of €0.04 gross per share (maximum amount)(3)	51,297,937.12
– To the legal reserve	12,316,993.43
– To voluntary reserves; an amount which will increase or decrease automatically to the appropriate amount(4)	24,477,222.34
TOTAL	**480,656,238.74**

(1) This acquisition of free-of-charge allocation rights took place by reason of increase in capital released executed during December 2012 and January 2013, recorded in the item *Shareholders' Equity – Dividends and compensation.*. In addition to the above mentioned 184,129 thousand euros, a further 410,044 thousand euros were allocated to compensating shareholders by execution of an increase in capital released, approved by the Ordinary General Meeting held on 31 May 2012 under point eleven on the agenda in the framework of the *"Repsol Flexible Dividend"* programme.

(2) The Board of Directors of Repsol, S.A., at its meeting of 25 April 2013, agreed to propose to the upcoming Ordinary General Shareholders' Meeting, under point six of the Agenda and in the framework of the "Repsol Flexible Dividend" programme and on the dates on which the final dividend has traditionally been paid, an increase in capital charged to voluntary reserves from retained earnings, for a reference value of 589,926 thousand euros, with the irrevocable commitment of Repsol to purchase the free-of-charge allocation rights deriving from the increase at a guaranteed fixed price.

(3) The Board of Directors of Repsol, S.A. agreed to propose to the Ordinary General Shareholders' Meeting the distribution of a dividend of €0.04 gross per Repsol, S.A. share with rights to receive it and which is in circulation on the date on which the corresponding payment is made (20 June 2013). This is the maximum amount to be distributed, corresponding to a dividend of €0.04 gross per share for all the 1,282,448,428 ordinary shares into which the share capital is divided.

(4) In relation to the increase in capital referred to in note (2) above and its execution, the Board of Directors estimates that the percentage of requests for shares will be 63.64%, hence it is estimated that shareholders will be compensated with approximately 208,435 thousand euros in cash by means of the purchase of the free-of-charge allocation rights. If the amount used finally in the acquisition of rights from shareholders who opt to receive cash is less than the indicated amount, the difference between the two amounts will automatically be allocated to increasing the voluntary reserves. If it is higher, the difference will reduce the amount allocated to increasing the voluntary reserves. This latter provision is coordinated with that laid down in the proposed agreement as point six on the Agenda, by reason of which, if the total purchase price of the free-of-charge allocation rights acquired by Repsol, S.A. exceeds the mentioned amount, the application of voluntary reserves from retained earnings to the purchase of free-of-charge allocation rights for the excess amount referred to is authorised. Likewise, the amount allocated to voluntary reserves may be increased if the number of Repsol, S.A. shares with rights to receive the €0.04 gross dividend per share is less than the 1,282,448,428 ordinary shares into which the share capital is divided.

20.8 Legal and arbitration proceedings

The information regarding this item is contained in Note 4 - *"Accounting estimates and judgements"*, in Note 25 - *"Taxation - Other information with tax relevance"* and in Note 35 - *"Contingencies, Commitments and Guarantees"* of the consolidated Financial Statements for 2012 (see Section II.C)).

Described in Note 35.1.1 to the consolidated Financial Statements for 2012 (see Section II.C) are the proceedings initiated as a consequence of the expropriation of the Group's shares in YPF. Repsol has begun legal proceedings based on (i) the violation of the *"Agreement between the Argentiniean Republic and the Kingdom of Spain on the reciprocal Promotion and Protection of Investments"*, before the ICSID arbitration tribunal; (ii) the unconstitutional nature of the intervention of YPF and YPF Gas and the temporary occupation by the Argentine Government of the rights over 51% of YPF S.A. and YPF Gas S.A. shares held directly or indirectly by Repsol, S.A. and Repsol Butano, S.A., respectively, in the Argentine courts; (iii) the Argentine government´s failure to comply with its obligation to make a tender offer for the YPF S.A. shares prior to taking control of the company, in the courts of the state of New York; and (iv) other legal proceedings filed in various jurisdictions (Spanish courts and courts of the state of New York) to preserve the assets of the seized company and to avoid competing oil companies (until now Chevron and Bridas) from taking advantage of the legal infractions which have occurred to gain advantage from certain assets belonging to YPF by signing agreements the validity of which is questioned in these processes for that reason.

20.9 Significant changes in the issuer's financial or trading position

No significant changes in the financial or trading position of Repsol occurred from 31 March 2013, the date of the last published financial statements, until the date of this Registration Document.

However, on 13 May 2013, Repsol International Finance, B.V. compleated a bond issue for €1,200 million, with maturity at 7 years and a fixed coupon of 2.625%, payment of which will take place on 28 May and, therefore, will represent a significant change in Repsol's financial position. The issue is covered by the €10,000,000,000 Guaranteed Euro Medium Term Notes Programme and filed with the Commission de Surveillance du Secteur Financier (CSSF) of Luxembourg. Admission to bond quotation on the Luxembourg exchange will be requested.

21. ADDITIONAL INFORMATION

21.1 Share capital

21.1.1 Amount of issued capital

Information regarding this item is contained in Note 16 - *"Equity"* of the 2012 consolidated Financial Statements and in Section A.1 of the 2012 annual corporate governance report, which forms an integral part of the 2012 consolidated Management Report (see Section II.C)). This information is updated by the following information.

At the date of this Registration Document, the share capital of Repsol, S.A. is €1,282,448,428, divided into 1,282,448,428 ordinary shares represented by book entries, all of the same series and of a par value of €1 and all fully subscribed and paid up.

a) Number of authorised shares

The General Shareholders' Meeting held on 30 April 2010 authorised the Board of Directors to increase share capital in accordance with article 297.1.b) of the Spanish Capital Companies Act on one or more occasions and at any time within a period of five years, subject to a maximum of 610,431,731 shares, a figure 50 euro cents lower than half of the share capital of Repsol, S.A. as of the date on which the General Meeting adopted the resolution.

The share capital increases covered by this authorisation shall be carried out by issuing new shares (with or without share premium) payable in cash. The Board of Directors is authorised to decide in relation to each increase whether the stock to be issued, where applicable, will consist of ordinary or non-voting shares, and likewise to establish the terms and conditions of the capital increases and the features of the shares in relating to all matters not provided for in the authorisation. The Board may also freely offer the unsubscribed new shares in the period or periods for the exercise of preferential subscription rights.

In the event of incomplete subscription, the Board of Directors may also dictate that capital will be increased only by the amount of the subscriptions actually received and amend the wording of the company's By-laws with regard to the amount of share capital and the number of shares accordingly.

Moreover, the Board of Directors may decide to exclude preferential subscription rights, either fully or in part. However, this power shall be restricted to capital increases carried out under the authorisation up to a maximum 20% of the share capital of Repsol, S.A. at the date the authorisation was granted.

The Board of Directors is further authorised to delegate the powers conferred under the resolution to the Delegate Committee and/or to one or more members of the Board or attorneys of Repsol, S.A.

At the date of this Registration Document, the Board of Directors has not made use of this authorisation.

b) Number of fully paid up shares issued, and shares issued but not fully paid

All of the shares issued by Repsol, S.A. have been fully paid up at the date of this Registration Document.

c) Par value per share, and shares without par value

The unit par value per share is €1.

d) Number of shares of the company in circulation at the beginning and end of 2012

The number of Repsol, S.A. shares in circulation at the start of 2012 was 1,220,863,463 and at the end of the year was 1,256,178,727 shares.

21.1.2 *If there are shares not representing capital, state the number and main characteristics of such shares*

No shares exist that do not represent capital.

21.1.3 *Number, book value and face value of shares in the issuer held by or on behalf of the issuer itself or by subsidiaries of the issuer*

Information concerning this item is contained in Note 16 - *"Equity"* to the consolidated Financial Statements for 2012 and also in the 2012 consolidated Management Report, under the *"Financial overview"* section and in sections A.8 and A.9 of the 2012 annual corporate governance report, which forms an integral part of the 2012 consolidated Management Report (see Section II.C)). This information is updated by the following information.

On 4 March 2013, the Singapore investment company Temasek acquired shares in Repsol treasury shares representing 5.045% of its share capital. The agreement covered the acquisition of 64.7 million Repsol shares at a price of €16.01 per share, which meant the payment to Repsol of €1,036 million.

At the date of this Registration Document, the Repsol Group owns, directly or through its investee companies, 477,819 shares representing 0.037% of the current share capital of Repsol, S.A.

21.1.4 *Amount of any convertible securities, exchangeable securities or securities with warrants, with an indication of the conditions governing and the procedures for conversion, exchange or subscription*

The Ordinary General Shareholders' Meeting of 31 May 2012 approved the delegation to the Board of the power to issue fixed-income securities, on one or more occasions and for a maximum term of 5 years, convertible and/or exchangeable for Repsol, S.A. shares or exchangeable for shares in other companies, as well as warrants (options to subscribe to new shares or to acquire Repsol, S.A. shares in circulation or those in other companies), for a maximum total amount of €8,400 million or its equivalent in other currencies.

This limit, in turn, is divided into two additional limits: (i) Issuing of securities convertible and/or exchangeable for Repsol, S.A. shares or of warrants on newly issued Repsol, S.A. shares from which preference subscription rights are excluded (€4,400 million); (ii) Issuing of securities convertible and/or exchangeable for Repsol, S.A. shares or of warrants in which preference subscription rights are not excluded or of securities (including warrants) exchangeable for shares in other companies (€4,400 million).

At the date of this Registration Document, the Board of Directors of Repsol, S.A. has not made use of this authorisation, nor has Repsol, S.A. issued securities exchangeable for or convertible into shares or warrants.

21.1.5 *Information about and terms of any acquisition rights and/or obligations over authorised but unissued capital or an undertaking to increase the capital*

The Board of Directors of Repsol, S.A., at its meeting of 25 April 2013, approved the submission to the consideration of the next Ordinary General Shareholders' Meeting, expected to be held on 31 May 2013, in the framework of the "Repsol Flexible Dividend" programme, of two increases in capital charged to voluntary reserves from retained earnings, for a reference value of €589 million for the first and a maximum of €792 million for the second. The Board of Directors of Repsol, S.A., at its meeting of 27 February 2013, agreed to propose to the upcoming Ordinary General Shareholders' Meeting, in the framework of the "Repsol Flexible Dividend" programme and on the dates on which the final dividend has traditionally been paid, a proposed increase in capital charged to voluntary reserves from retained earnings, for a reference value of €589 million, with the irrevocable commitment of Repsol in both increases to purchase the free-of-charge allocation rights deriving from the increase at a guaranteed fixed price.

Aside from the matters referred to above and in item 21.1.1 a), at the date of this Registration Document, no acquisition rights and/or obligations exist over authorised but unissued capital, or any undertaking to increase capital.

21.1.6 Information about any capital of any member of the group which is under option or agreed conditionally or unconditionally to be put under option and details of such options, including those persons to whom such options relate

At the date of this Registration Document, the Group, within the management of its treasury shares and in order to cover this partially, has sold American options on Repsol, S.A. shares on the Spanish financial futures market (MEFF) for a notional number of 407,500 shares, with a "strike" price of between €17.00 and €18.50 per share and a maturity date of 17 May, representing 0.032% of Repsol, S.A.'s share capital.

21.2 By-laws and deed of incorporation

21.2.1 Description of the issuer's objects and purposes, and where they can be found in the by-laws and deed of incorporation

In accordance with Article 2 of the By-laws, Repsol, S.A. is engaged in:

"I. Research, exploration, exploitation, importing, storage, refining, petrochemistry and other industrial operations, transport, distribution, sale, exporting and marketing of hydrocarbons of whatsoever nature and their by-products and waste products.

II. Research and development of alternative sources of energy from those deriving from hydrocarbons and the exploitation, production, importing, storage, distribution, transport, sale, exporting and marketing thereof.

III. Operation of the real estate, intellectual property and technology owned by the Company.

IV. Marketing of all kinds of products at establishments annexed to service stations and petrol pumps and through the sales networks established for products manufactured by the Company, and the provision of services linked to the consumption or use of the latter.

V. Planning, commercial management, factoring and technical or financial assistance services for its subsidiaries, excluding any activities that may lawfully be provided only by financial and credit institutions."

Interested parties may approach the Mercantile Registry of Madrid to obtain or view the By-laws of Repsol, S.A. or visit the company's registered office or its website (www.repsol.com).

The deed of incorporation of Repsol, S.A. may also be viewed at the Mercantile Registry of Madrid.

21.2.2 *Provisions of the issuer's by-laws or internal regulations with respect to the members of the administrative, management and supervisory bodies*

Information relating to this item is provided in section B. of Repsol, S.A.'s annual corporate governance report for 2012 (see Section II.C) of this Registration Document). This information is supplemented by the following.

Provisions relating to the members of the administrative, management and supervisory bodies are contained in the By-laws and the Regulations of the Board of Directors. Pursuant to Article five of Spanish Order EHA/3537/2005, the Regulations of the Board of Directors of Repsol, S.A. are deemed incorporated into this Registration Document by reference herein. These regulations are available to interested parties on the Repsol website (www.repsol.com) and on the website of the CNMV (www.cnmv.es).

Chapter 3 of the Regulations of the Board of Directors contains the Legal Statute of the Repsol, S.A. directors, governing, inter alia, the appointment, re-election, ratification and removal; the system governing incompatibility; term of office; general duties; duty of confidentiality; obligations regarding no competition and use of information and corporate assets; business opportunities; related party transactions; rights to advice and information; and the remuneration system for directors.

With regard to this last matter, the Board of Directors, at its meeting of 25 April 2013, agreed to propose the modification of the first paragraph of Article 45 of the Company By-laws to the next Ordinary General Shareholders' Meeting, under point twelve on the Agenda, relating to the remuneration system for directors for their functions of supervision and joint decision making, in order to replace the current remuneration system based on profit sharing with a remuneration system consisting of the payment of a fixed annual amount, entrusting the General Shareholders' Meeting with the determination of this amount. The power to determine the exact amount to be paid within that limit and its distribution among the different Directors will fall to the Board of Directors, taking into account the positions held and their involvement in the various commissions.

At this same meeting, the Board also agreed to submit to the General Meeting, under point thirteen on the Agenda, the setting of the fixed annual amount for remuneration of the Directors for 2013 at €6 million, to remain in force until the General Meeting agrees to its modification.

21.2.4 *Description of what action is necessary to change the rights of holders of the shares, indicating where the conditions are more significant than is required by law*

Amending of the rights of Repsol, S.A. shareholders requires the corresponding amendment to be made to the By-laws of Repsol, S.A.

Up until Repsol S.A.'s most recent Ordinary General Meeting of 31 May 2012, the By-laws of Repsol, S.A. did not establish any conditions for amendment other than those set forth in the Spanish LSC, except for the amendment to the last paragraph of Article 27 (*"Discussion and adoption of resolutions"*), relating to the maximum number of votes a shareholder or the companies belonging to the same group could cast at General Meetings. This resolution and the resolution to amend the special rule contained in the last paragraph of Article 22 (*"Special resolutions, quorums and voting majorities"*) of the By-laws require the votes in favour of 75% of the share capital with voting rights present at the General Meeting at both the first and the second call.

The General Shareholders' Meeting held on 31 May 2012 resolved, on one hand, to eliminate the aforementioned provisions of Article 22 (*"Special resolutions, quorums and voting majorities"*) and of Article 27 (*"Discussion and adoption of resolutions"*) of the By-laws and, on the other hand, to include in Article 22 reference to the new situations requiring qualified voting majorities: (i) amendments to Articles 22.bis (*"Related-party transactions"*) and 44.bis (*"Prohibition of competition"*) of the By-laws; (ii) authorisation of material related-party transactions; and (iii) the concession by the General Shareholders' Meeting of the prohibition of competition on company directors.

21.2.5 Description of the conditions governing the manner in which annual general meetings and extraordinary general meetings of the shareholders are called, including the conditions of admission

Calls for meetings

1. Ordinary or Extraordinary General Meetings will be announced by the Board of Directors by means of advertisement published in at least the following media: (i) the Official Gazette of the Mercantile Registry or one of Spain's highest circulation newspapers; (ii) the website of the CNMV (www.cnmv.es); and (iii) Repsol's website (www.repsol.com). There must be at least one month between the call and the planned date for holding the meeting, except in cases in which a different notice period is established, in which case it will be in accordance with this latter.

   The announcement must contain the information required by law and shall in any event include the name of the company, the date, time and venue of the meeting at first call and all of the items included on the agenda, along with the post of the person or persons announcing the meeting. The announcement shall also, where applicable, include the date and time on which the General Shareholders' Meeting is to meet on second call. If a second call is included, the time of the meeting must be at least 24 hours from the first meeting. Likewise, the announcement will state the date by which shareholders must have registered their shares in their name in order to take part in and vote at the General Shareholders' Meeting. The announcement shall also explain where and how the unabridged text of documents and motions can be obtained, along with the website on which this information will be available, without prejudice to the power of shareholders to request and to be sent all such documents free of charge.

   The announcement must similarly contain clear and precise information on the steps that shareholders must follow to take part in and cast their vote at the General Shareholders' Meeting, including, in particular, the following aspects:

   (i) The right to request information, including items on the agenda and put forward motions, as well as the timeframe for exercising these rights. When the company's website states that shareholders can obtain more detailed information on such rights, the announcement may simply indicate the timeframe for exercising this right.

   (ii) The system for casting votes by proxy, with special mention of the forms that shareholders must use when delegating their vote and the channels that must be used in order for the company to accept electronic notifications of proxies conferred.

   (iii) The procedures in place for casting votes remotely, whether by post or via electronic channels.

   The General Shareholders' Meeting will be held at the venue stipulated in the announcement and within the municipality where the company has its registered office. Nevertheless, the meeting may also be held at any other venue within Spain provided the Board of Directors announces this at the time the meeting is announced.

   If the duly convened General Shareholders' Meeting is not held at first call but no date for a second call was set in the announcement, the second call must be announced, subject to the same publicity requirements as the first call, within fifteen days of the date at which the General Shareholders' Meeting was originally scheduled to be held and at least 10 days prior to the new date set for the meeting.

A copy of the announcement must be sent to the stock exchanges on which the shares are listed and to the custodian entities of the shares so that the same may issue attendance cards.

2. The Board is required to call an Extraordinary General Shareholders' Meeting whenever shareholders owning at least 5% of the share capital request that it do so, expressing the items to be included on the agenda in their request. In such case, the Board of Directors must call the meeting subject to the minimum notice period required by law within a maximum term of two months from receiving the notarised request to that effect.
3. Shareholders representing at least 5% of the share capital may request that a supplement to the announcement for a General Shareholders' Meeting be published containing one or more additional items for inclusion on the agenda, provided such shareholders provide justifiable reasons for adding the new items or, where applicable, for adding new motions. This right may be exercised subject to due notice accrediting ownership of the aforementioned percentage of the share capital. Notice must be received at the registered address of the Company within five days of publication of the announcement. The supplement to the announcement must be published at least 15 days ahead of the scheduled date for the General Shareholders' Meeting. Where any supplement to the announcement exists, Repsol, S.A. will publish any motions referred to therein on its website as from the date of publication of the supplement, providing such motions are duly submitted to Repsol, S.A.
4. In addition to the legal and statutory requirements, Repsol, S.A. will publish all motions to be put to the shareholders by the Board of Directors in relation to the items included on the Agenda on its corporate website as from the date of publication of the announcement of the General Shareholders' Meeting. When the motions concern the appointment of directors, the text published shall include the information referred to in section 47.13 of the By-laws of Repsol, S.A. (professional profile and résumé, list of other boards of directors on which the candidate(s) may hold seats, category of director concerned, indicating the shareholder represented in the case of proprietary directors, date of first and subsequent appointments, and the shares and stock options owned by the candidate(s)). An exception may be made in those cases where the Board considers that it would not be justified to publish motions and no legal or statutory requirement exists to make the same known to the shareholders as from the date of the call for the meeting.

Right of attendance and voting

1. Shareholders owning any number of shares may attend the General Meeting providing the shares are duly entered in the pertinent share register at least 5 days prior to the date of the meeting and the shareholder has been issued with an attendance card made out in his/her name by the entities legally responsible for this procedure. Said entities shall send Repsol, S.A. a list of the attendance cards issued at the request of their respective clients before the date set for the General Shareholders' Meeting in question.

   In order to facilitate preparation of the list of shareholders attending and the exercise of voting and other rights attaching to ownership of the shares, the Board of Directors may exchange the attendance cards issued by the depositary entity and distributed by the entities legally responsible for that procedure in the name of each shareholder for other standard registration documents issued by Repsol, S.A. for attendance at the General Shareholders' Meeting, provided the law does not establish a single format for attendance cards and insofar as this exchange is mentioned in the corresponding announcement.

   Verification of attendance cards shall commence two hours before the scheduled start time of the General Shareholders' Meeting.
2. Shareholders may delegate their vote on motions concerning items included on the agenda for any class of General Shareholders' Meeting, or otherwise cast their vote by post, electronically or by any other remote communication system, provided the identity of the individual casting the vote is

duly assured. Shareholders voting remotely shall be treated as present for the purposes of convening the General Meeting.

The Board of Directors may establish the most appropriate procedure for delegating votes and for remote voting at each General Meeting, depending on the legislation prevailing from time to time and the state of the art. This procedure must be described in detail in the announcement of the General Shareholders' Meeting.

The ordinary General Shareholders' Meeting held on 31 May 2012 passed an amendment to the By-laws and to the Regulations of the General Shareholders' Meeting with the aim of bringing both texts in line with recent legislative changes and, in particular, with those introduced to the LSC by Act 25/2011 (*Ley 25/2011*), of 1 August 2011, partially reforming the Spanish Capital Companies Act and transposing *Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007, on the exercise of certain rights of shareholders in listed companies*; by *Royal Decree-Law 9/2012 (Real Decreto-ley 9/2012), of 16 March 2012, simplifying disclosure and documentation requirements for mergers and spin-offs of share capital companies*; and by Act 2/2011 (Ley 2/2011), of 4 March 2011, governing the Sustainable Economy (Sustainable Economy Act).

21.2.7 Provisions of the by-laws or internal regulations, if any, governing the ownership threshold above which shareholder ownership must be disclosed

The By-laws and internal regulations of Repsol, S.A. do not establish any threshold above which shareholder ownership must be disclosed.

22. MATERIAL CONTRACTS

Material contracts to which the Repsol Group is party, aside from agreements entered into in the ordinary course of its business, are described below.

Agreement between Repsol and la Caixa for joint control of Gas Natural

Repsol and la Caixa entered into an agreement in relation to Gas Natural on 11 January 2000, which was subsequently amended on 16 May 2002, 16 December 2002 and 20 June 2003.

The key terms of these agreements with la Caixa are as follows:

- Repsol and la Caixa will control Gas Natural jointly in accordance with the principles of transparency, independence and professional diligence.
- The Board of Directors of Gas Natural shall be formed by 17 directors. Repsol and la Caixa shall have the right to propose five directors each. Repsol and la Caixa shall vote in favour of the directors put forward by the other party. One director shall be proposed by Caixa de Catalunya and the remaining 6 shall be independent directors.
- La Caixa shall propose the Chairman of Gas Natural's Board of Directors while Repsol shall propose the Chief Executive Officer. Both parties undertake that the directors proposed and appointed by each shall support appointments to these offices within the Board of Directors.
- The Executive Committee of Gas Natural shall have eight members, of whom three shall be proposed by Repsol and three by la Caixa from among the directors proposed for the Board of Directors of Gas Natural, including the Chairman and the Chief Executive Officer. The remaining 2 executive directors shall be independent directors.
- Before presenting the Board of Gas Natural, Repsol and la Caixa shall jointly agree upon: (i) Gas Natural's strategic plan, which will include all decisions affecting the core strategies of Gas Natural; (ii) Gas Natural's organisational structure; (iii) Gas Natural's annual budget; (iv)

concentration operations; and (v) any acquisition or disposal of material assets pertaining to any strategic lines of development of Gas Natural.

These agreements will remain in effect for as long as Repsol and la Caixa hold ownership interests of at least 15% of Gas Natural's share capital. At the date of this Registration Document, Repsol S.A.'s ownership interest in the capital of Gas Natural is 30.01%.

23. THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS AND DECLARATIONS OF ANY INTEREST

23.1 Statements and reports attributed to experts

This Registration Document does not include any statements or reports attributed to experts.

23.2 Truthfulness and accuracy of reports issued by experts

Not applicable.

24. DOCUMENTS ON DISPLAY

During the period of validity of this Registration Document, the following Repsol, S.A. documents will be displayed at the places indicated below:

Document	Registered office of Repsol	Repsol website(1)	CNMV website(2)	Mercantile Registry of Madrid
Deed of incorporation	Yes	No	No	Yes
By-laws	Yes	Yes	No	Yes
Regulations of the General Shareholders' Meeting	Yes	Yes	Yes	Yes
Regulations of the Board of Directors	Yes	Yes	Yes	Yes
Internal Conduct Regulations regarding the Securities Market	Yes	Yes	Yes	No
Annual Corporate Governance Reports for 2012, 2011 and 2010	Yes	Yes	Yes	Yes
Non-consolidated Financial Statements and Management Report for 2012 and 2011	Yes	Yes	Yes	Yes
Non-consolidated Financial Statements and management report for 2011 and 2010	Yes	Yes	Yes	Yes
Consolidated Financial Statements and consolidated Management Report for 2012 and 2011	Yes	Yes	Yes	Yes
Consolidated Financial Statements and consolidated Management Report for 2011 and 2010	Yes	Yes	Yes	Yes
Interim Financial Statements for the first quarter of 2013 as of 31 March	Yes	Yes	Yes	No

(1) www.repsol.com.
(2) www.cnmv.es.

Pursuant to the provisions of article five of Spanish Order EHA/3537/2005, all the most significant relevant events to have been published on the website of the CNMV (www.cnmv.es) from 27 February 2013 (the preparation date of the consolidated Financial Statements for 2012) through to the date of this Registration Document are deemed incorporated by reference herein. These events are also available for consultation on Repsol's own website (www.repsol.com). Of these relevant events, the following are the most significant:

- Relevant event of 4 March 2013 (registration no. 183,255) in which Repsol, S.A. notified of the agreement to sell its own treasury shares to Temasek, representing 5,04% of its share capital, at a price of €16.01 per share;
- Relevant event of 8 March 2013 (registration no. 183,541) in which Repsol, S.A. notified of the lack of negotiations with the Argentine Government relating to compensation for the expropriation of YPF.
- Relevant event of 25 April 2013 (registration no. 185,806) in which Repsol, S.A. notified of the agreements of the Board of Directors on dividends, the composition of the Board of Directors and the calling of the General Meeting.

25. INFORMATION ON HOLDINGS

Appendix I of the 2012 consolidated Financial Statements of the Repsol Group (see Section II.C) of this Registration Document) includes, in relation to the main component companies of the Repsol Group, their name, country, business, and capital and equity details (corresponding to the most recent non-consolidated financial statements approved by the respective General Shareholders' Meeting and drawn up in accordance with current accounting principles in effect in the relevant jurisdiction), as well as Repsol, S.A.'s percentage of ownership in such companies.

Likewise, item 7.2 of this Registration Document includes information on the shareholdings of Repsol, S.A. in the capital of its main directly-controlled, jointly-controlled and associate companies, after factoring in the effects on the consolidated Group of the expropriation of the shares in YPF S.A. and in YPF Gas S.A. There are no shareholdings other than those described in the aforementioned item that could have a material effect on the value of Repsol, S.A.

This Registration Document was initialled on all pages and signed on 13 May 2013.

Signed on behalf of Repsol, S.A.
p.p

D. Miguel Martínez San Martín
General Director of Economics and Finance and Corporate Development

C) CONSOLIDATED FINANCIAL STATEMENTS AND CONSOLIDATED MANAGEMENT REPORT OF REPSOL, S.A. AND INVESTEES COMPRISING THE REPSOL GROUP FOR THE FINANCIAL YEAR 2012.

D) CONSOLIDATED FINANCIAL STATEMENTS AND CONSOLIDATED MANAGEMENT REPORT OF REPSOL, S.A. AND INVESTEES COMPRISING THE REPSOL GROUP FOR THE FINANCIAL YEAR 2011.

E) SUPPLEMENTARY INFORMATION ON OIL AND GAS EXPLORATION AND PRODUCTION ACTIVITIES AT 31 DECEMBER 2012 (*unaudited information*)

SUPPLEMENTARY INFORMATION ON OIL AND GAS EXPLORATION AND PRODUCTION ACTIVITIES (Unaudited information)

Below is presented the information on Repsol Group's (*) oil and gas exploration and production activities which include the following disclosures:

- Capitalised cost, in relation with capitalized historical costs;
- Cost incurred: which represent the amounts capitalized or charged to profit during the year;
- Results of oil and gas exploration and production activities, including revenue and expenses associated directly to this activity;
- Estimated proved net developed and undeveloped oil and gas reserves;
- Standardized measure of discounted future net cash flows relating to proved oil and gas reserves, which represent the estimate of future net cash flows from proven reserves on the basis of a standardized measure criteria.
- Changes in Standardized measure of discounted future net cash flows relating to proved oil and gas reserves with respect to those presented for the previous year.

This information, which the Group performs and publishes annually, is prepared in accordance with the general accepted principles applied in the oil and gas industry, specifically those principles laid down by the U.S. Financial Accounting Standards Board (FASB) and the guidelines and framework established for the industry by the U.S. Securities and Exchange Commission (SEC), which govern financial information practices in the U.S.A. Proved reserves are also estimated in accordance with the criteria established by the Petroleum Reserves Management System of the Society of Petroleum Engineers (PRMS-SPE).

(*) Due to the expropriation process of Repsol Group shares in YPF S.A. and YPF Gas S.A. (formerly known as Repsol YPF Gas S.A.), Repsol lost control of YPF and YPF Gas, and therefore, both companies were deconsolidated for accounting purposes. As a result, Repsol's assets and liabilities related to these investments were derecognized, other assets and liabilities related to these investments affected by the change in control and the expropriation process were revalued, and Repsol's Group ownership interest in YPF and YPF Gas, derived from the shares subject to expropriation - which still belong to the Group - and as well as the remaining shares owned by it, were recognized as financial instruments (shares).

In accordance with prevailing accounting regulation, from the loss of control, activities from YPF and YPF Gas were considered as discontinued operations and therefore the results contributed to the Group from both companies until loss of control and the impact on the income statement derived from the expropriation process were recognized under specific headings related to discontinued operations in the consolidated income statement.

In the following tables, information related to YPF has been maintained for financial years 2011 and 2010. In financial year 2012 information related to YPF and its subsidiaries is not included for the reasons explained above.

Capitalised costs

Capitalised costs represent the historical costs capitalised related to oil and gas exploration and production activities, including auxiliary equipment and facilities, and the related accumulated depreciation and accumulated impairment losses.

	Millions of euros									
At 31 December 2010	Total	Europe	Argentina	Trinidad & Tobago	Venezuela	Peru	Rest of South America	North America	Africa	Asia
Capitalised costs of proved oil and gas properties	30,847	488	23,164	1,342	515	458	2,008	1,886	933	53
Capitalised costs of unproved oil and gas properties.....	2,297	5	116	243	86	131	314	1,017	377	8
	33,144	**493**	**23,280**	**1,585**	**601**	**589**	**2,322**	**2,903**	**1,310**	**61**
Auxiliary equipment and facilities..............................	2,093	52	521	697	95	-	170	316	242	-
Total capitalised costs	**35,237**	**545**	**23,801**	**2,282**	**696**	**589**	**2,492**	**3,219**	**1,552**	**61**
Accumulated depreciation and impairment losses..........	(22,830)	(367)	(18,171)	(1,094)	(188)	(30)	(1,452)	(732)	(743)	(53)
Net amounts (1)	**12,407**	**178**	**5,630**	**1,188**	**508**	**559**	**1,040**	**2,487**	**809**	**8**

	Millions of euros									
At 31 December 2011	Total	Europe	(2) Argentina	Trinidad & Tobago	Venezuela	Peru	Rest of South America	North America (2)	Africa	Asia
Capitalised costs of proved oil and gas properties	34,481	504	25,492	1,581	690	579	2,330	2,116	1,189	-
Capitalised costs of unproved oil and gas properties.....	2,624	13	158	263	65	150	505	1,312	103	55
	37,105	**517**	**25,650**	**1,844**	**755**	**729**	**2,835**	**3,428**	**1,292**	**55**
Auxiliary equipment and facilities............................	2,401	52	595	818	78	-	272	331	255	-
Total capitalised costs	**39,506**	**569**	**26,245**	**2,662**	**833**	**729**	**3,107**	**3,759**	**1,547**	**55**
Accumulated depreciation and impairment losses..........	(25,264)	(359)	(19,986)	(1,268)	(235)	(48)	(1,584)	(1,062)	(722)	-
Net amounts (1)	**14,242**	**210**	**6,259**	**1,394**	**598**	**681**	**1,523**	**2,697**	**825**	**55**

	Millions of euros									
At 31 December 2012	Total	Europe	Argentina	Trinidad & Tobago	Venezuela	Peru	Rest of South America	North America	Africa	Asia
Capitalised costs of proved oil and gas properties	9,440	462	-	1,550	725	679	2,393	2,249	1,218	164
Capitalised costs of unproved oil and gas properties.....	3,038	15	-	376	55	189	527	1,516	252	108
	12,478	**477**	**-**	**1,926**	**780**	**868**	**2,920**	**3,765**	**1,470**	**272**
Auxiliary equipment and facilities............................	2,220	172	-	880	164	-	299	459	246	-
Total capitalised costs	**14,698**	**649**	**-**	**2,806**	**944**	**868**	**3,219**	**4,224**	**1,716**	**272**
Accumulated depreciation and impairment losses..........	(5,724)	(383)	-	(1,420)	(270)	(66)	(1,595)	(1,186)	(793)	(11)
Net amounts (1)	**8,974**	**266**	**-**	**1,386**	**674**	**802**	**1,624**	**3,038**	**923**	**261**

(1) Does not include capitalised costs regarding non current assets held for sale.
(2) At December 31, 2011, all capitalized costs in “Argentina” relate to oil and gas exploration and production operations carried out by YPF. Moreover, in “North America”, amounts pertaining to YPF companies are included under capitalized costs in assets with proven reserves, with unproven reserves, and accumulated amortization and provisions, amounting to €183, 14 and 163 million, respectively.

As of 31 December 2012 and 2011, Repsol Group´s share in oil and gas exploration and production activities from equity method investees amount to €169 and €130 million, respectively.

Costs incurred

The costs incurred represent amounts capitalised or charged to profit during the year relating to acquisitions of properties and for exploration and development activities.

At 31 December 2010	Total	Europe	Argentina	Trinidad & Tobago	Venezuela	Peru	Rest of South America	North America	Africa	Asia	Australia
	Millions of euros										
Acquisitions of proved properties………………..	266	-	-	-	-	110	156	-	-	-	-
Acquisitions of unproved properties …………..	45	-	-	-	-	45	-	-	-	-	-
Exploration costs ……………………………….	818	28	85	9	25	42	411	113	80	25	-
Development costs ………………………………..	1,724	48	1,205	79	55	71	152	70	44	-	-
TOTAL (1)	**2,853**	**76**	**1,290**	**88**	**80**	**268**	**719**	**183**	**124**	**25**	**-**

At 31 December 2011	Total	Europe	(2) Argentina	Trinidad & Tobago	Venezuela	Peru	(2) Rest of South America	(2) North America	Africa	Asia	Australia
	Millions of euros										
Acquisitions of proved properties………………..	-	-	-	-	-	-	-	-	-	-	-
Acquisitions of unproved properties …………..	-	-	-	-	-	-	-	-	-	-	-
Exploration costs ……………………………….	1,259	62	268	3	1	43	302	386	127	66	1
Development costs ………………………………..	2,332	44	1,389	276	109	1	336	159	18	-	-
TOTAL (1)	**3,591**	**106**	**1,657**	**279**	**110**	**44**	**638**	**545**	**145**	**66**	**1**

At 31 December 2012	Total	Europe	Argentina	Trinidad & Tobago	Venezuela	Peru	Rest of South America	North America	Africa	Asia	Australia
	Millions of euros										
Acquisitions of proved properties………………..	154	-	-	-	-	-	-	-	-	154	-
Acquisitions of unproved properties …………..	388	-	-	-	-	-	-	199	110	79	-
Exploration costs ……………………………….	806	80	-	1	0	97	226	228	131	43	-
Development costs ………………………………..	1,423	96	-	185	175	115	327	466	52	7	-
TOTAL (1)	**2,771**	**176**	**-**	**186**	**175**	**212**	**553**	**893**	**293**	**283**	**-**

(1) It does not include costs incurred regarding to Non current assets held for sale.
(2) At December 31, 2011, all costs incurred in Argentina relate to oil and gas exploration and production operations carried out by YPF. Moreover, "Rest of South America" and "North America" include costs incurred by YPF companies amounting to €10 and €18 million, respectively.

As of December 31, 2012 and 2011, Repsol Group´s share in investments made in oil and gas exploration and production activities from equity method investees amounted to €80 and €65 million, respectively.

Results of oil and gas exploration and production activities

The following table shows the revenues and expenses associated directly with the Group's oil and gas exploration and production activities. It does not include any allocation of the finance costs or general expenses and, therefore, is not necessarily indicative of the contribution to consolidated net profit of the oil and gas activities.

Millions of euros

2010	Total	Europe	Argentina	Trinidad & Tobago	Venezuela	Peru	Rest of South America	North America	Africa	Asia	Australia
Income											
Sales to non-Group companies	2,022	-	906	222	352	151	327	37	27	-	-
Sales between business segments and to Group companies	5,584	50	3,464	699	3	31	350	628	359	-	-
Other income (3)	644	-	-	-	-	-	33	-	611	-	-
Total income	**8,250**	**50**	**4,370**	**921**	**355**	**182**	**710**	**665**	**997**	**-**	**-**
Production costs (1)	(3,104)	(21)	(2,009)	(360)	(113)	(117)	(300)	(47)	(137)	-	-
Exploration expenses	(502)	(30)	(64)	(5)	-	(11)	(238)	(48)	(76)	(30)	-
Other operating expenses	(332)	(4)	(286)	(4)	(1)	-	(34)	(1)	(2)	-	-
Depreciation and amortisation charge	(2,066)	(6)	(1,275)	(153)	(47)	(12)	(150)	(352)	(71)	-	-
Profit (Loss) before taxes and charges	**2,246**	**(11)**	**736**	**399**	**194**	**42**	**(12)**	**217**	**711**	**(30)**	**-**
Taxes and charges	(1,277)	10	(255)	(206)	(193)	(12)	(40)	(89)	(500)	8	-
Results of oil and gas production activities (2)	**969**	**(1)**	**481**	**193**	**1**	**30**	**(52)**	**128**	**211**	**(22)**	**-**

Millions of euros

2011	Total	Europe	(4) Argentina	Trinidad & Tobago	Venezuela	Peru	Rest of South America	North America (4)	Africa	Asia	Australia
Income											
Sales to non-Group companies	2,031	-	643	404	432	162	317	42	31	-	-
Sales between business segments and to Group companies	5,433	51	3,614	552	-	100	280	746	90	-	-
Other income	187	-	-	-	-	-	33	-	154	-	-
Total income	**7,651**	**51**	**4,257**	**956**	**432**	**262**	**630**	**788**	**275**	**-**	**-**
Production costs (1)	(3,107)	(25)	(2,224)	(334)	(209)	(111)	(77)	(42)	(85)	-	-
Exploration expenses	(494)	(64)	(82)	(3)	-	(19)	(48)	(130)	(124)	(23)	(1)
Other operating expenses	(352)	(6)	(317)	(3)	(2)	-	(22)	(1)	(1)	-	-
Depreciation and amortisation charge	(1,786)	(4)	(1,142)	(130)	(40)	(17)	(141)	(286)	(26)	-	-
Profit (Loss) before taxes and charges	**1,912**	**(48)**	**492**	**486**	**181**	**115**	**342**	**329**	**39**	**(23)**	**(1)**
Taxes and charges	(806)	29	(172)	(288)	(5)	(35)	(108)	(120)	(114)	7	-
Results of oil and gas production activities (2)	**1,106**	**(19)**	**320**	**198**	**176**	**80**	**234**	**209**	**(75)**	**(16)**	**(1)**

Millions of euros

2012	Total	Europe	Argentina	Trinidad & Tobago	Venezuela	Peru	Rest of South America	North America	Africa	Asia	Australia
Income											
Sales to non-Group companies	1,474	-	-	295	488	168	425	21	38	39	-
Sales between business segments and to Group companies	2,538	81	-	629	-	111	320	820	577	-	-
Other income	1,002	-	-	-	-	-	20	-	982	-	-
Total income	**5,014**	**81**	**-**	**924**	**488**	**279**	**765**	**841**	**1,597**	**39**	**-**
Production costs (1)	(1,229)	(20)	-	(385)	(255)	(133)	(213)	(7)	(192)	(24)	-
Exploration expenses	(551)	(84)	-	(1)	-	(62)	(128)	(141)	(92)	(43)	-
Other operating expenses	(75)	(4)	-	(4)	(1)	-	(62)	(3)	(1)	-	-
Depreciation and amortisation charge	(871)	(37)	-	(183)	(44)	(20)	(186)	(313)	(77)	(11)	-
Profit (Loss) before taxes and charges	**2,288**	**(64)**	**-**	**351**	**188**	**64**	**176**	**377**	**1,235**	**(39)**	**-**
Taxes and charges	(1,290)	38	-	(192)	(22)	(19)	(78)	(137)	(892)	12	-
Results of oil and gas production activities (2)	**998**	**(26)**	**-**	**159**	**166**	**45**	**98**	**240**	**343**	**(27)**	**-**

(1) Production costs include local taxes, production taxes and other similar payments amounting to €513, €1,241 and €1,191 million in 2012, 2011 and 2010 respectively. In 2011 and 2010, figures also include withholdings on exports of crude oil from Argentina. It also includes transport and other costs totalling €356, €170 and €426 million in 2012, 2011 and 2010 respectively.

(2) The results do not include the income and expenses associated with the impairment provisions, registered as a result of the comparison between market value (discounted cash flows) from oil and gas proved and non-proved reserves (the latter of which are subject to a risk factor) from each field owned by the Company at year-end and the carrying amount of the assets associated therewith, which amounted to a net expense of €14 in 2012, a net income of €36 in 2011, and a net expense of €163 million in 2010.

(3) The results do not include gains recognised as consequence of the agreement reached in relation the exploration and production assets in Brazil which amounted to €2,847 million (See Note 31 to the consolidated Financial Statements for the year ended December 31, 2010).

(4) Results at December 31, 2011 in Argentina correspond entirely to oil and gas exploration and production operations carried out by YPF. In addition, the “North America” column includes a loss of €4 million owing to activities performed by YPF companies, constituting total revenues of €42 million, and costs, expenses, amortization and depreciation of €46 million.

Estimated proved net developed and undeveloped oil and gas reserves

The tables below reflect the net developed and undeveloped proved reserves of crude oil, condensed oil and LPG and natural gas as of December 31, 2012, 2011 and 2010, and the variations therein. Proved reserves shown includes the reserves equivalent to the economic income obtained under certain production sharing contracts entered into as of December 31, 2012, 2011 and 2010.

In determining net reserves, we exclude from our reported reserves royalties due to others, whether payable in cash or in kind, where the royalty owner has a direct interest in the underlying production and is able to make lifting and sales arrangements independently. By contrast, to the extent that royalty payments required to be made to a third party, whether payable in cash or in kind, are a financial obligation, or are substantially equivalent to a production or severance tax, the related reserves are not excluded from our reported reserves despite the fact that such payments are referred to as “royalties” under local rules. We follow the same methodology in reporting our production amounts.

Proved reserves in each year were estimated in accordance with the disclosure requirements and framework established for the petroleum and gas industry by the Securities and Exchange Commission (SEC) and on the basis of the criteria established by the Petroleum Reserves Management System of the Society of Petroleum Engineers (PRMS-SPE). In accordance with these rules, proved oil and gas reserves are those quantities of oil and gas, which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible – from a given date forward, from known reservoirs, and under existing economic conditions, operating methods, and government regulations – prior to the time at which contracts providing the right to operate expire, regardless of whether deterministic or probabilistic methods are used for the estimation. The project to extract the hydrocarbons must have commenced or the operator must be reasonable certain that it will commence the project within a reasonable time.

All of Repsol´s oil and gas reserves have been estimated by the company’s petroleum engineers.

To control the quality of reserves booked, Repsol has established a process that is integrated into Repsol’s internal control system. The process to manage reserves booking is centrally controlled by the Reserve Control Direction which is independent from the upstream activities and it is overseen by the Audit and Control Committee. Furthermore, the volumes booked are submitted to third party engineers for a reserves audit on a periodic basis (100% of the reserves on a three years cycle).

For those areas submitted to third party audit, Repsol´s proved reserves figures have to be within 7% of the third party reserves audit figures for Repsol to declare that the reserves information meets the third party reserves audit standards. In the event that the difference is greater than 7% tolerance, Repsol reestimates its proved reserves to achieve this tolerance level or discloses the third party reserves audit figures.

In 2012, DeGolyer and MacNaughton (D&M) audited certain areas in South America; Netherland, Sewell & Associates, Inc., (NSAI) audited certain areas in South America and North America, and Ryder Scott Company (RSC) audited certain areas in South America and North of Africa. The third party engineers’ reports will be available at www.repsol.com

Proved developed and undeveloped reserves of crude oil, condensate LPG:

	Millions of barrels									
	Total	**Europe**	**Argentina**	**Trinidad & Tobago**	**Venezuela**	**Peru**	**Resto of South America**	**North America**	**Africa**	**Asia**
Reserves at December 31, 2009 (1) (2)	**883**	**7**	**539**	**40**	**20**	**35**	**53**	**66**	**123**	**-**
Revisions of previous estimates	92	1	45	1	-	19	13	2	11	-
Improved recovery	32	-	32	-	-	-	-	-	-	-
Extensions and discoveries	31	-	23	-	-	5	1	-	2	-
Purchases of minerals in place	38	-	-	-	38	-	-	-	-	-
Sales of minerals in place	(8)	-	-	-	-	-	(8)	-	-	-
Production (1)	(160)	(1)	(107)	(6)	(5)	(3)	(12)	(11)	(15)	-
Reserves at December 31, 2010 (1) (2)	**908**	**7**	**532**	**35**	**54**	**55**	**47**	**57**	**121**	**-**
Revisions of previous estimates	112	-	91	1	2	-	17	1	(1)	-
Improved recovery	19	-	19	-	-	-	-	-	-	-
Extensions and discoveries	80	-	43	-	-	11	26	-	-	-
Purchases of minerals in place	-	-	-	-	-	-	-	-	-	-
Sales of minerals in place	(1)	(1)	-	-	-	-	-	-	-	-
Production (1)	(140)	-	(100)	(5)	(5)	(3)	(13)	(10)	(4)	-
Reserves at December 31, 2011 (1) (2) (3)	**978**	**6**	**584**	**32**	**50**	**63**	**79**	**49**	**115**	**-**
Revisions of previous estimates	41	-	-	2	(1)	-	13	2	23	-
Improved recovery	-	-	-	-	-	-	-	-	-	-
Extensions and discoveries	33	-	-	-	-	2	22	6	3	-
Purchases of minerals in place	24	-	-	-	-	-	-	-	-	24
Sales of minerals in place	(595)	-	(584)	-	-	-	(10)	(1)	-	-
Production (1)	(52)	(1)	-	(4)	(5)	(3)	(12)	(10)	(16)	(1)
Reserves at December 31, 2012 (1)	**429**	**5**	**-**	**30**	**44**	**62**	**92**	**46**	**125**	**23**

Proved Developed Reserves of crude oil, condesate and LPG

At December 31, 2009	656	2	429	33	17	24	45	29	77	-
At December 31, 2010	649	2	404	28	37	48	31	21	78	-
At December 31, 2011	671	2	438	24	34	45	36	21	71	-
At December 31, 2012	255	5	-	23	35	42	34	20	80	16

Note: The aggregated changes in reserves and total reserves at December 31 may differ from the individual values shown because the calculations use more precise figures than those shown in the table.

(1) Total proved developed and undeveloped net reserves at December 31, 2012, 2011, 2010, and 2009 include an estimated 39, 109, 99 and 94 million barrels of oil equivalent, respectively, in respect of royalty payments which, as described above, are a financial obligation, or are substantially equivalent to a production or similar tax. Net production in 2012, 2011 and 2010 includes an estimated 3, 15, and 16 million barrels of oil equivalent, respectively, in respect of such types of payments.

(2) Includes 249 and 107 million barrels of oil equivalent relating to the participation in the minority interest of YPF, as of December 31, 2011 and 2010, respectively.

(3) At December 31, 2011, proven reserves of crude oil, condensates and LPG relating to YPF stood at 584 million barrels in “Argentina” and less than 1 million barrels of crude oil equivalent in “North America”. Similarly, YPF production at December 31, 2011 amounted to 100 million barrels in “Argentina” and 0.5 million barrels in “North America”.

Proved developed and undeveloped reserves of natural gas:

	Thousand Millions of Standard Cubic Feet									
	Total	**Europe**	**Argentina**	**Trinidad & Tobago**	**Venezuela**	**Peru**	**Resto of South America**	**North America**	**Africa**	**Asia**
Reserves at December 31, 2009 (1) (2)	**6,744**	**3**	**2,719**	**2,239**	**537**	**630**	**489**	**16**	**111**	**-**
Revisions of previous estimates	730	-	313	78	-	386	(35)	5	(17)	-
Improved recovery	1	-	1	-	-	-	-	-	-	-
Extensions and discoveries	230	-	50	-	-	121	59	-	-	-
Purchases of minerals in place	-	-	-	-	-	-	-	-	-	-
Sales of minerals in place	(149)	-	-	-	(147)	-	(2)	-	-	-
Production (1)	(913)	(2)	(505)	(281)	(51)	(23)	(34)	(4)	(13)	-
Reserves at December 31, 2010 (1) (2)	**6,643**	**1**	**2,578**	**2,036**	**339**	**1,114**	**477**	**17**	**81**	**-**
Revisions of previous estimates	164	1	167	55	14	-	(64)	2	(11)	-
Improved recovery	1	-	-	-	1	-	-	-	-	-
Extensions and discoveries	778	-	104	-	305	166	97	-	106	-
Purchases of minerals in place	-	-	-	-	-	-	-	-	-	-
Sales of minerals in place	-	-	-	-	-	-	-	-	-	-
Production (1)	(839)	(1)	(452)	(250)	(47)	(37)	(36)	(4)	(12)	-
Reserves at December 31, 2011 (1) (2) (3)	**6,747**	**-**	**2,397**	**1,842**	**613**	**1,243**	**473**	**14**	**165**	**-**
Revisions of previous estimates	218	2	-	80	83	-	53	-	(1)	-
Improved recovery	-	-	-	-	-	-	-	-	-	-
Extensions and discoveries	691	-	-	-	452	31	20	33	-	155
Purchases of minerals in place	-	-	-	-	-	-	-	-	-	-
Sales of minerals in place	(2,405)	-	(2,397)	(6)	-	-	-	(2)	-	-
Production (1)	(391)	(2)	-	(240)	(48)	(39)	(46)	(5)	(12)	-
Reserves at December 31, 2012 (1)	**4,860**	**-**	**-**	**1,676**	**1,100**	**1,235**	**500**	**40**	**152**	**155**
Proved Developed Reserves of Natural Gas										
At December 31, 2009	4,513	3	2,149	1,058	508	432	288	9	66	-
At December 31, 2010	4,275	1	1,994	875	310	839	168	7	81	-
At December 31, 2011	3,854	-	1,796	699	305	802	186	8	58	-
At December 31, 2012	2,134	-	-	686	267	764	299	18	46	54

Note: The aggregated changes in reserves and total reserves at December 31 may differ from the individual values shown because the calculations use more precise figures than those shown in the table.

(1) Total proved developed and undeveloped net reserves at December 31, 2012, 2011, 2010 and 2009 include an estimated 767, 1,026, 959 and 812 thousand million standard cubic feet of gas, respectively, in respect of royalty payments which, as described above, are a financial obligation, or are substantially equivalent to a production or similar tax. Net production in 2012, 2011 and 2010 includes an estimated approximately 26, 74 and 73 thousands millions of standard cubic feet of gas, respectively, in respect of such types of payments.

(2) Includes 1,021 and 521 thousand million standard cubic feet of gas relating to the participation in the minority interest of YPF, as of December 31, 2011 and 2010.

(3) At December 31, 2011, proven reserves of natural gas relating to YPF stood at 2,397 billion cubic feet of gas in “Argentina” and 2 million cubic feet of gas in “North America”. Similarly, YPF production at December 31, 2011 amounted to 452 billion cubic feet of gas in “Argentina” and 1 billion cubic feet in “North America”.

Proved developed and undeveloped reserves of crude oil, condensate, LPG and natural gas:

	Millions of Barrels of Oil Equivalent									
	Total	**Europe**	**Argentina**	**Trinidad & Tobago**	**Venezuela**	**Peru**	**Resto of South America**	**North America**	**Africa**	**Asia**
Reserves at December 31, 2009 (1) (2)	**2,084**	**7**	**1,023**	**439**	**116**	**147**	**140**	**69**	**143**	**-**
Revisions of previous estimates	222	1	101	15	-	87	7	3	8	-
Improved recovery	32	-	32	-	-	-	-	-	-	-
Extensions and discoveries	72	-	32	-	-	27	12	-	2	-
Purchases of minerals in place	38	-	-	-	38	-	-	-	-	-
Sales of minerals in place	(34)	-	-	-	(26)	-	(8)	-	-	-
Production (1)	(323)	(1)	(197)	(56)	(14)	(7)	(18)	(12)	(18)	-
Reserves at December 31, 2010 (1) (2)	**2,091**	**7**	**991**	**398**	**114**	**254**	**132**	**60**	**135**	**-**
Revisions of previous estimates	141	-	121	11	4	-	6	1	(3)	-
Improved recovery	19	-	19	-	-	-	-	-	-	-
Extensions and discoveries	219	-	62	-	54	40	44	-	19	-
Purchases of minerals in place	-	-	-	-	-	-	-	-	-	-
Sales of minerals in place	(1)	(1)	-	-	-	-	-	-	-	-
Production (1)	(290)	(1)	(180)	(49)	(13)	(10)	(20)	(11)	(7)	-
Reserves at December 31, 2011 (1) (2) (3)	**2,179**	**6**	**1,011**	**360**	**159**	**285**	**163**	**51**	**145**	**-**
Revisions of previous estimates	80	1	-	17	14	-	23	2	23	-
Improved recovery	-	-	-	-	-	-	-	-	-	-
Extensions and discoveries	156	-	-	-	80	7	26	12	3	28
Purchases of minerals in place	24	-	-	-	-	-	-	-	-	24
Sales of minerals in place	(1,023)	-	(1,011)	(1)	-	-	(10)	(1)	-	-
Production (1)	(122)	(1)	-	(47)	(13)	(10)	(20)	(11)	(19)	(1)
Reserves at December 31, 2012 (1)	**1,294**	**6**	**-**	**329**	**240**	**282**	**182**	**53**	**152**	**51**

Proved developed and undeveloped reserves of crude oil, condensate, LPG and natural gas

	Total	Europe	Argentina	Trinidad & Tobago	Venezuela	Peru	Resto of South America	North America	Africa	Asia
At December 31, 2009	1,461	3	812	221	108	101	96	31	89	-
At December 31, 2010	1,410	2	759	184	92	197	62	22	92	-
At December 31, 2011	1,358	2	758	149	89	188	68	23	82	-
At December 31, 2012	635	5	-	145	82	178	88	24	88	25

Note 1: The aggregated changes in reserves and total reserves at December 31 may differ from the individual values shown because the calculations use more precise figures than those shown in the table.

(1) Total proved developed and undeveloped net reserves at December 31, 2012, 2011, 2010 and 2009 include an estimated approximately 176, 292, 270 and 239 million barrels of oil equivalent, respectively, in respect of royalty payments which, as described above, are a financial obligation, or are substantially equivalent to a production or similar tax. Net production in 2012, 2011 and 2010 includes an estimated 7, 28 and 29 million barrels of oil equivalent, respectively, in respect of such types of payments.

(2) Includes 431 and 200 million barrels of oil equivalent relating to the participation in the minority interest of YPF, as of December 31, 2011 and 2010 respectively.

(3) At December 31, 2011, proven reserves of crude oil, condensates, LPG and natural gas relating to YPF stood at 1,011 million barrels of equivalents in "Argentina" and 2 million barrels equivalent in "North America". Similarly, YPF production at December 31, 2011 amounted to 180 million barrels in "Argentina" and 0.7 million barrels equivalent in "North America".

Standardized measure of discounted future net cash flows and changes therein relating to proved oil and gas reserves

The estimate of future net cash flows was performed in accordance with the guidelines and framework established for the oil and gas industry by the Securities Exchange Commission (SEC) and the principles laid down by the U.S Financial Accounting Standards Board (FASB), which govern financial information practices in the U.S.A. The method applied is the impartiality or fairness method and is the result of applying the average oil and gas prices in 2012 (considering price changes only by contractual agreement) to estimated future production of proved reserves of oil and gas as of the date of the last balance sheet, less the estimated future costs (based on current costs) to be incurred in the development and production of proved reserves, assuming the continuation of current economic conditions.

Future production costs were estimated on based on a costs structure at the end of the year. Future development costs were calculated on the basis of technical studies conducted by Repsol and by the operators holding joint title with Repsol. The taxes projected for each of the future years were determined under the contractual and tax regime prevailing at the end of the year. The rate used to discount the future net revenues was 10%.

The present value of the future net cash flows estimated on the basis of the aforementioned assumptions, applying the principle of impartiality, is not intended to be interpreted, and should not be interpreted, as the fair value of the Group’s oil and gas reserves. An estimation of the fair value of these reserves should also include the future exploitation of reserves not yet classified as proved reserves, possible changes in future prices and costs and a discount rate which represents the time value of money at the calculation date and the uncertainties inherent to estimating the reserves.

The following table shows the present value of the future net revenues relating to proved oil and gas reserves, calculated on the basis of the aforementioned assumptions:

At December 31, 2010	Total	Europe	Argentina	Trinidad & Tobago	Venezuela	Peru	Rest of South America	North America	Africa	Asia
	Millions of euros									
Future cash inflows	57,177	360	29,900	5,426	3,338	3,992	3,470	3,227	7,464	-
Future production costs	(18,593)	(120)	(10,839)	(2,250)	(1,026)	(2,061)	(1,087)	(362)	(848)	-
Future development and abandonment costs	(6,827)	(183)	(3,203)	(1,385)	(425)	(235)	(571)	(518)	(307)	-
Future income tax expenses	(10,844)	2	(4,423)	(650)	(760)	(458)	(392)	(191)	(3,972)	-
Future net cash flows after taxes	20,913	59	11,435	1,141	1,127	1,238	1,420	2,156	2,337	-
10% annual discount for estimated timing of cash flows	(6,499)	40	(3,130)	(425)	(445)	(612)	(484)	(578)	(865)	-
Standardized measure of discounted future net cash flows (1)	**14,414**	**99**	**8,305**	**716**	**682**	**626**	**936**	**1,578**	**1,472**	**-**

At December 31, 2011	Total	Europe	(2) Argentina	Trinidad & Tobago	Venezuela	Peru	Rest of South America	North America (2)	Africa	Asia
	Millions of euros									
Future cash inflows	72,363	498	32,052	6,437	5,299	6,178	7,016	4,033	10,850	-
Future production costs	(25,993)	(145)	(14,144)	(2,610)	(2,771)	(2,608)	(2,128)	(361)	(1,226)	-
Future development and abandonment costs	(9,621)	(215)	(4,687)	(1,506)	(585)	(569)	(944)	(526)	(589)	-
Future income tax expenses	(13,162)	3	(3,344)	(902)	(678)	(968)	(939)	(621)	(5,713)	-
Future net cash flows after taxes	23,587	141	9,877	1,419	1,265	2,033	3,005	2,525	3,322	-
10% annual discount for estimated timing of cash flows	(8,887)	16	(3,440)	(573)	(532)	(1,088)	(1,136)	(792)	(1,342)	-
Standardized measure of discounted future net cash flows (1)	**14,700**	**157**	**6,437**	**846**	**733**	**945**	**1,869**	**1,733**	**1,980**	**-**

At December 31, 2012	Total	Europe	Argentina	Trinidad & Tobago	Venezuela	Peru	Rest of South America	North America	Africa	Asia
	Millions of euros									
Future cash inflows	43,468	449	-	6,544	6,388	5,087	8,468	3,608	11,474	1,450
Future production costs	(14,343)	(139)	-	(3,089)	(3,017)	(2,637)	(2,919)	(442)	(1,185)	(915)
Future development and abandonment costs	(4,916)	(229)	-	(1,615)	(678)	(233)	(906)	(535)	(545)	(175)
Future income tax expenses	(10,212)	15	-	(894)	(824)	(657)	(1,113)	(481)	(6,185)	(73)
Future net cash flows after taxes	13,997	96	-	946	1,869	1,560	3,530	2,150	3,559	287
10% annual discount for estimated timing of cash flows	(5,467)	65	-	(402)	(1,027)	(723)	(1,194)	(629)	(1,418)	(139)
Standardized measure of discounted future net cash flows (1)	**8,530**	**161**	**-**	**544**	**842**	**837**	**2,336**	**1,521**	**2,141**	**148**

(1) Includes €2,747 and €1,681 million relating to the share of minority interest of YPF, as of December 31, 2011 and 2010.
(2) At December 31, 2011, the current value of the net cash flows in “Argentina” related entirely to YPF. Moreover, in “North America” 16 million euros of the current value of the cash flows corresponded to YPF companies.

Changes in Standardized measure of discounted future net cash flows relating to proved oil and gas reserves

The detail of the changes in the standardized measure of discounted future net cash flows for 2012, 2011 and 2010 is as follows:

	Millions of euros									
	Total	Europe	Argentina	Trinidad & Tobago	Venezuela	Peru	Rest of South America	North America	Africa	Asia
Balance at 31 December 2009 (1)	9,770	14	5,656	564	388	285	579	1,222	1,062	-
										-
Changes due to sale or transfer prices or future production costs	5,074	56	2,679	370	111	130	355	501	872	-
Changes in future development costs	(1,218)	14	(747)	(55)	(4)	(88)	(120)	(194)	(24)	-
Oil and gas sales and transfers in the period	(3,887)	7	(2,021)	(373)	(121)	(56)	(246)	(417)	(660)	-
Net changes due to extensions, discoveries, and improvements in the recovery of reserves	1,718	-	1,388	-	-	217	41	-	72	-
Net changes due to purchases/sales of assets	193	-	-	-	283	-	(90)	-	-	-
Net changes due to revisions in quantity estimates	2,215	1	1,104	64	(33)	188	292	222	377	-
Previously estimated development costs incurred in the year	993	3	389	130	38	24	171	167	71	-
Effect of discounting to a different date and exchange rate effect	1,623	3	935	92	67	50	95	203	178	-
Other non-specific changes	-	-	-	-	-	-	-	-	-	-
Changes in income tax	(2,067)	1	(1,078)	(76)	(47)	(124)	(141)	(126)	(476)	-
Net change	4,644	85	2,649	152	294	341	357	356	410	-
Balance at 31 December 2010 (1)	14,414	99	8,305	716	682	626	936	1,578	1,472	-
Changes due to sale or transfer prices or future production costs	(497)	90	(4,420)	508	(31)	414	532	930	1,480	-
Changes in future development costs	(2,222)	(44)	(1,566)	(134)	20	(147)	(186)	(147)	(18)	-
Oil and gas sales and transfers in the period	(4,958)	(43)	(2,407)	(472)	(266)	(82)	(349)	(476)	(863)	-
Net changes due to extensions, discoveries, and improvements in the recovery of reserves	2,704	-	1,525	-	91	278	783	-	27	-
Net changes due to purchases/sales of assets	-	-	-	-	-	-	-	-	-	-
Net changes due to revisions in quantity estimates	2,153	10	1,934	59	27	(180)	163	(285)	425	-
Previously estimated development costs incurred in the year	1,499	33	627	173	46	119	225	203	73	-
Effect of discounting to a different date and exchange rate effect	1,763	12	1,011	84	80	90	121	191	174	-
Other non-specific changes	-	-	-	-	-	-	-	-	-	-
Changes in income tax	(156)	-	1,428	(88)	84	(173)	(356)	(261)	(790)	-
Net change	286	58	(1,868)	130	51	319	933	155	508	-
Balance at 31 December 2011 (1)(2)	14,700	157	6,437	846	733	945	1,869	1,733	1,980	-
Changes due to sale or transfer prices or future production costs	(205)	(3)	-	(99)	104	(228)	(2)	(40)	63	-
Changes in future development costs	(436)	(9)	-	(149)	(162)	59	(126)	(86)	37	-
Oil and gas sales and transfers in the period	(3,012)	(56)	-	(464)	(261)	(142)	(455)	(654)	(980)	-
Net changes due to extensions, discoveries, and improvements in the recovery of reserves	1,153	-	-	-	180	28	617	100	148	80
Net changes due to purchases/sales of assets	(6,373)	-	(6,312)	(3)	-	-	(110)	(16)	-	68
Net changes due to revisions in quantity estimates	1,034	6	-	38	(36)	(98)	185	131	808	-
Previously estimated development costs incurred in the year	936	48	-	208	178	69	226	165	42	-
Effect of discounting to a different date and exchange rate effect	392	11	(125)	57	58	70	102	96	123	-
Other non-specific changes	-	-	-	-	-	-	-	-	-	-
Changes in income tax	341	7	-	110	48	134	30	92	(80)	-
Net change	(6,170)	4	(6,437)	(302)	109	(108)	467	(212)	161	148
Balance at 31 December 2012 (1)	8,530	161	-	544	842	837	2,336	1,521	2,141	148

(1) Includes €2,741and €1,681 million relating to the share of minority interest of YPF, as of December 31, 2011 and 2010.

(2) In 2011, the net variation in the current value of the net cash flows in “Argentina” related entirely to YPF. Moreover, in “North America” 4 million euros of the variation in the current value of the cash flows related to YPF companies.