

Final Terms

MiFID II product governance / Professional investors and ECPs only target market – solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**) or in the United Kingdom (the **UK**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the **Prospectus Regulation**). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the United Kingdom may be unlawful under the PRIIPs Regulation.

Final Terms dated 1 October 2020

REPSOL INTERNATIONAL FINANCE B.V.

Legal Entity Identifier (LEI): 5493002YCY6HTK0OUR29

Issue of €850,000,000 0.125% Senior Unsecured Fixed Rate Notes due 5 October 2024

Guaranteed by Repsol, S.A.

under the Euro 10,000,000,000 Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the base prospectus dated 3 April 2020 and the Supplements dated 13 May 2020 and 30 July 2020 to the Base Prospectus dated 3 April 2020 which together constitute a base prospectus (the **Base Prospectus**) for the purposes of Regulation (EU) 2017/1129, as amended or superseded (the **Prospectus Regulation**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on http://www.repsol.com/es_en/corporacion/accionistas-inversores/informacion-financiera/financiacion/repsol-international-finance/programa-emision-continua.aspx and is available for viewing on the website of the Luxembourg Stock Exchange at www.bourse.lu.

1. (a) Series Number: 23
(b) Tranche Number: 1
(c) Date on which Notes become fungible: Not Applicable
2. Specified Currency or Currencies: Euro (€)
3. Aggregate Nominal Amount:
 - (a) Series: €850,000,000
 - (b) Tranche: €850,000,000
4. Issue Price: 99.753% of the Aggregate Nominal Amount
5. (a) Specified Denomination: €100,000 and integral multiples of €100,000 in excess thereof
(b) Calculation Amount: €100,000
6. (a) Issue Date: 5 October 2020
(b) Interest Commencement Date: Issue Date
7. Maturity Date: 5 October 2024
8. Interest Basis: 0.125% Fixed Rate
9. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their nominal amount
10. Change of Interest or Redemption/Payment Basis: Not Applicable
11. Put/Call Options:
Change of Control Put Option
Residual Maturity Call Option
Substantial Purchase Event
Make-Whole Redemption
(See paragraph 18/19/20/21 below)
12. Date approval for issuance of Notes obtained: 29 September 2020

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13.	Fixed Rate Note Provisions	Applicable
	(a) Rate of Interest:	0.125% per annum payable annually in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	5 October in each year from and including 5 October 2021 to and including the Maturity Date
	(c) Fixed Coupon Amount:	€125 per Calculation Amount
	(d) Broken Amount(s):	Not Applicable
	(e) Day Count Fraction:	Actual/Actual (ICMA)
	(f) Determination Dates:	5 October in each year
14.	Floating Rate Note Provisions	Not Applicable
15.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

16.	Call Option	Not Applicable
17.	Put Option	Not Applicable
18.	Change of Control Put Option	Applicable
	(a) Optional Redemption Date(s):	5 business days after expiration of Put Period
19.	Residual Maturity Call Option	Applicable
20.	Substantial Purchase Event	Applicable
21.	Make-Whole Redemption	Applicable
	(a) Make-Whole Redemption Rate:	The yield to maturity on the third Business Day preceding the Make-Whole Redemption Date of The Federal Republic of Germany 0.00 per cent. government bund due 18 October 2024 (ISIN: DE0001141802)

- (b) Make-Whole Redemption Margin: 0.15%
22. **Final Redemption Amount of each Note** €100,000 per Calculation Amount
23. **Early Redemption Amount**
- Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default or other early redemption: €100,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: Bearer Notes
- Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
25. New Global Note: Yes
26. Financial Centre(s): TARGET2
27. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
28. Details relating to Instalment Notes: Not Applicable

THIRD PARTY INFORMATION

Not Applicable

Signed on behalf of **Repsol International Finance B.V.:**

By:

Duly authorised

Signed on behalf of **Repsol, S.A.:**

By:

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from 5 October 2020 or as soon as possible thereafter.
- (b) Estimate of total expenses related to admission to trading: €3,000

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

- S&P Global Ratings Europe Limited (**S&P**): BBB

An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation.

(Source:

https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352)

- Moody's Deutschland GmbH (**Moody's**): Baa2

An obligation rated 'Baa' is judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier '2' indicates a mid-range ranking.

(Source:

<https://www.moody.com/ratings-process/Ratings-Definitions/002002>)

- Fitch Ratings España, S.A.U (**Fitch**): BBB

An obligation rated 'BBB' indicates that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but

adverse business or economic conditions are more likely to impair this capacity.

(Source:

<https://www.fitchratings.com/products/rating-definitions#about-rating-definitions>)

Each of S&P, Moody's and Fitch is established in the EU. Each of S&P, Moody's and Fitch is registered under Regulation (EC) No 1060/2009 as amended by Regulation (EC) No. 513/2011 (the "**CRA Regulation**"). A list of registered credit rating agencies is published at the European Securities and Market Authority's website: www.esma.europa.eu.

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue/offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Guarantor and any of their affiliates in the ordinary course of business for which they may receive fees.

4. **REASONS FOR THE OFFER AND ESTIMATE PROCEEDS**

(a) Reasons for the offer: The net proceeds of the issue of Notes will be on-lent by the Issuer to, or invested by the Issuer in, other companies within the Repsol Group for use by such companies for their general corporate purposes.

(b) Estimated net proceeds: €845,775,500

5. **YIELD**

Indication of yield: 0.187%

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

- (a) ISIN: XS2241090088
- (b) Common Code: 224109008
- (c) FISN: As set out on the website of the Association of National Number Agencies (“ANNA”) or alternatively sourced from the responsible national numbering agency that assigned the ISIN.
- (d) CFI Code: As set out on the website of the Association of National Number Agencies (“ANNA”) or alternatively sourced from the responsible national numbering agency that assigned the ISIN.
- (e) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg, the relevant addresses and the identification number(s): Not Applicable
- (f) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
- (g) Delivery: Delivery against payment
- (h) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

7. DISTRIBUTION

- (a) Method of distribution: Syndicated
- (b) If syndicated:
- (A) Names of Managers: Banco Santander, S.A.
Barclays Bank PLC
Crédit Agricole Corporate and Investment Bank
Goldman Sachs International
J.P. Morgan Securities plc

Morgan Stanley & Co. International plc

NATIXIS

UniCredit Bank AG

(B) Stabilising Manager(s) Not Applicable
(if any)

(c) If non-syndicated, name Not Applicable
of Dealer:

(d) U.S. Selling Restrictions: Reg. S Compliance Category 2 / TEFRA D