



B #:	0961-15
Date:	06/17/2015
To:	All Participants
Category:	Dividends
From:	Supervisor, Stock Dividend Department
Attention:	Dividend Managers, Cashiers, and Reorganization Managers
Subject:	Optional Dividend: REPSOL S.A. ADR CUSIP: 76026T205 Record Date: 06/17/2015 Payable Date: 07/17/2015 Rate: \$0.527802 DTC CA Web Instruction Cut-Off: 06/23/2015 8:00 P.M. New York time

*******WARNING TIME CRITICAL*******

Repsol S.A. ADR has declared a scrip dividend which will permit shareholders to elect to receive the remuneration equivalent to EUR0.484 (Equivalent to approximately USD \$0.527802) per right in cash or additional ADRs (F/X conversion rate of approximately 1.0905). Shareholders will receive 1 free subscription right for every ADR held on close of business 06/17/2015, the record date. No rights will be issued or distributed to holders of Repsol S.A. ADR.

Note: Georgia and California residents are not eligible to participate in the scrip option.

The trading sessions which will be taken as reference for the determination of the “Share Price” of Repsol’s share (as this term is defined in the resolution approved by the General Shareholders Meeting) to be applied in the formula approved by the General Shareholders Meeting for the determination of the (i) purchase price of the rights and (ii) the provisional number of shares, will be from June 08, 2015 and up to and including June 12, 2015.

Option 1 (Cash): You may elect to receive the proceeds from the sale of rights back to Repsol S.A. ADR, which will purchase the rights at the fixed price of EUR0.484 (Equivalent to approximately USD \$0.527802) per right; effectively allowing the conversion of those rights into cash (USD), with the result that the amount will depend on the Euro/Dollar Exchange Rate. This option is subject to the 20% Spanish withholding tax. **(Default)**

Option 2 (ADR’s): You may elect to receive approximately one (1) new Repsol, S.A. ADR for every 34 ADR’s held as of the record date. Cash will be allocated in lieu of fractions for this event. This Option is not subject to Spanish withholding tax.

Option 3 (Proceeds): You may elect to receive the proceeds from the sale of rights in the open market in Spain. The proceeds you will receive for such sale will depend upon market prices and the Euro/Dollar Exchange Rate. All Repsol S.A., ADR holders electing this option will receive the same amount of consideration per Right. This Option is not subject to Spanish withholding tax.

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Participants not responding to any of the above options by 06/23/2015, 8:00 P.M., New York City time, will receive the option to elect for proceeds from the sale of rights back to Repsol. SA ADR subject to 20% Spanish Withholding Tax. **(Option #1)**

Participants should refer to the CA Web Browser for the event details including the associated options and DTC instruction deadline date and time. Participants should also confirm record date position information through the CA Web Entitlements tab and must enter tax relief instructions through the CA Web Instructions tab.

If there are any questions regarding DTC's Important Notice, or the processing of related instructions via CA Web, participants should contact DTC's Customer Help Line at (888) 382-2721.

If there are any questions regarding the Globe Tax Important Notice participants should contact Aina Moreno at Globe Tax at (212) 747-9100.

***Important Legal Information:** The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages. To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.*

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REPSOL has announced an optional dividend and BNY Mellon acts as Depository for the Depository Receipt (“DR”) program.

On ADR Pay Date, all holders will receive this dividend net of the full Spanish statutory withholding tax rate of 20%.

Subsequent to the payment date on which the dividend less the 20% withholding tax will be paid, beneficial owners may reclaim the difference between the statutory rate and the beneficial owner’s rate of entitlement by submitting the required documentation to GlobeTax. This issue is **NOT** eligible through CA Web. There will be one “Quick Refund” filing deadline and the Standard Long-Form filing deadline entitling beneficiaries up to four years from the Spanish payment date to file for reclaim.

DIVIDEND EVENT DETAILS	
COUNTRY OF ISSUANCE	SPAIN
COMPANY	REPSOL
CUSIP#	76026T205
DEPOSITARY	BNY MELLON
DR RECORD DATE	JUNE 17, 2015
DR PAY DATE	JULY 17, 2015
ORD PAY DATE	JULY 8, 2015
ORD GROSS DIVIDEND RATE	0.484€
RATIO	1 ORD : 1 DR
STATUTORY WHT RATE	20%

FEES & DEADLINES					
FILING METHOD	PAYMENT METHOD	FEE	MINIMUM FEE PER BENEFICIAL OWNER	CUSTODIAL FEE	FINAL SUBMISSION DEADLINE (ESP & DOCUMENTATION)
QUICK REFUND	CHECK	Up to \$0.0075 per DR	\$25.00 Tax Relief Fee	Up to 30 EUR	JULY 15, 2015; 5:00 P.M. EST
STANDARD LONG-FORM	CHECK	Up to \$0.0075 per DR	\$25.00 Tax Relief Fee	Up to 30 EUR	MAY 1, 2019

ELIGIBILITY MATRIX

RATE DESCRIPTION	RECLAIM RATE	ELIGIBLE RESIDENTS	DOCUMENTATION REQUIRED
UNFAVORABLE - 20%	0%	NON-TREATY COUNTRIES	NONE
FAVORABLE - 18%	2%	BELARUS, KYRGYZSTAN, TAJIKISTAN, TURKMENISTAN, UKRAINE	<ol style="list-style-type: none"> 1. EXHIBIT I (COVER LETTER) 2. ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I 3. CERTIFICATE OF RESIDENCY 4. DIVA SCREENSHOT
FAVORABLE - 15%	5%	ALL U.S. ENTITIES	<ol style="list-style-type: none"> 1. EXHIBIT I (COVER LETTER) 2. ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I 3. IRS FORM 6166 4. DIVA SCREENSHOT
FAVORABLE - 15%	5%	ALGERIA, ARGENTINA, AUSTRALIA, AUSTRIA, BOLIVIA, BRAZIL, BULGARIA, CANADA, CROATIA, CUBA, CZECH REPUBLIC, ECUADOR, ESTONIA, FINLAND, FRANCE, HUNGARY, ICELAND, INDIA, INDONESIA, IRELAND, ITALY, JAPAN, KAZAKHSTAN, LITHUANIA, LUXEMBOURG, MACEDONIA, MEXICO, MOROCCO, NEW ZEALAND, NORWAY, PHILIPPINES, POLAND, PORTUGAL, ROMANIA, RUSSIAN FEDERATION, SLOVAKIA, SLOVENIA, SOUTH AFRICA, SOUTH KOREA, TUNISIA, TURKEY, UNITED ARAB EMIRATES, VIETNAM	<ol style="list-style-type: none"> 1. EXHIBIT I (COVER LETTER) 2. ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I 3. CERTIFICATE OF RESIDENCY 4. DIVA SCREENSHOT
FAVORABLE - 15%	5%	BELGIUM, GERMANY, SWEDEN, SWITZERLAND, THE NETHERLANDS	<ol style="list-style-type: none"> 1. EXHIBIT I (COVER LETTER) 2. ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I 3. PETICION DE REDUCCIÓN (QUICK REFUND) 4. PETICION DE DEVOLUCION (STANDARD LONG-FORM) 5. DIVA SCREENSHOT
FAVORABLE - 12%	8%	COSTA RICA, EGYPT, EL SALVADOR	<ol style="list-style-type: none"> 1. EXHIBIT I (COVER LETTER) 2. ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I 3. CERTIFICATE OF RESIDENCE 4. DIVA SCREENSHOT
FAVORABLE - 10%	10%	ALBANIA, ARMENIA, BOSNIA-HERZEGOVENA, CHILE, CHINA, <i>DOMINICAN REPUBLIC</i> , GEORGIA, GREECE, HONG KONG, IRAN, ISRAEL, JAMAICA, LATVIA, MOLDOVA, <i>NIGERIA</i> , PAKISTAN, PANAMA, <i>SENEGAL</i> , SERBIA, THAILAND, TRINIDAD AND TOBAGO, UNITED KINGDOM, VENEZUELA	<ol style="list-style-type: none"> 1. EXHIBIT I (COVER LETTER) 2. ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I 3. CERTIFICATE OF RESIDENCY 4. DIVA SCREENSHOT
FAVORABLE - 5%	15%	BARBADOS, COLOMBIA, <i>CYPRUS</i> , KUWAIT, MALAYSIA, MALTA, SAUDI ARABIA, SINGAPORE, URUGUAY	<ol style="list-style-type: none"> 1. EXHIBIT I (COVER LETTER) 2. ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I 3. CERTIFICATE OF RESIDENCY 4. DIVA SCREENSHOT
EXEMPT - 0% (LONG FORM ONLY)	20%	BENEFICIARIES LISTED IN EXHIBIT II PENSION FUNDS OF PANAMA, SWITZERLAND, UNITED KINGDOM	<ol style="list-style-type: none"> 1. EXHIBIT I (COVER LETTER) 2. ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I 3. INCORPORATION DOCUMENT (FOR BENEFICIARIES ON EXHIBIT II ONLY) 4. CERTIFICATE OF RESIDENCE (FOR LISTED PENSION FUNDS ONLY) 5. DIVA SCREENSHOT

Note: Georgia and California residents are not eligible to participate in the scrip option.

DESCRIPTION OF VARIOUS DOCUMENTATION (QUICK & STANDARD RECLAIMS)

DOCUMENT NAME	DESCRIPTION	ORIGINAL / COPY	SIGNATURE REQUIREMENT
EXHIBIT I (COVER LETTER)	- LISTING OF BENEFICIAL OWNER INFORMATION (NAME, ADDRESS, TAX IDENTIFICATION NUMBER, NUMBER OF SHARES)	ORIGINAL	DTC REPRESENTATIVE
IRS FORM 6166	- ISSUED BY THE INTERNAL REVENUE SERVICE, STATING THE NAME AND TAX PAYER IDENTIFICATION NUMBER OF THE BENEFICIAL OWNER - MUST MENTION THE UNITED STATES – SPAIN INCOME TAX CONVENTION - MUST STATE THE TAX YEAR OF THE DIVIDEND'S <u>LOCAL</u> PAY DATE OR BE DATED 1 YEAR PRIOR TO THE DIVIDEND'S <u>LOCAL</u> PAY DATE	ORIGINAL	IRS REPRESENTATIVE
CERTIFICATE OF RESIDENCY	- CERTIFIED BY TAX ADMINISTRATION OF BENEFICIARY'S COUNTRY OF RESIDENCE, STATING (IN ENGLISH OR SPANISH) THE NAME AND TAX PAYER IDENTIFICATION NUMBER OF THE BENEFICIAL OWNER - MUST MENTION THE TREATY BETWEEN THE COUNTRY OF RESIDENCE AND SPAIN - MUST STATE THE TAX YEAR OF THE DIVIDEND'S <u>LOCAL</u> PAY DATE OR BE DATED 1 YEAR PRIOR TO THE DIVIDEND'S <u>LOCAL</u> PAY DATE	ORIGINAL	RELEVANT TAX AUTHORITY
PETICION DE REDUCCION & PETICION DE DEVOLUCION	- CERTIFIED BY TAX ADMINISTRATION OF BENEFICIARY'S COUNTRY OF RESIDENCE, STATING (IN ENGLISH OR SPANISH) THE NAME AND TAX PAYER IDENTIFICATION NUMBER OF THE BENEFICIAL OWNER - MUST MENTION THE TREATY BETWEEN THE COUNTRY OF RESIDENCE AND SPAIN - MUST STATE THE TAX YEAR OF THE DIVIDEND'S <u>LOCAL</u> PAY DATE OR BE DATED 1 YEAR PRIOR TO THE DIVIDEND'S <u>LOCAL</u> PAY DATE	ORIGINAL	RELEVANT TAX AUTHORITY
INCORPORATION DOCUMENT	- A COPY OF THE STATUES OF THE ENTITY WHERE IT IS MENTIONED THAT IT IS A SUPRANATIONAL ORGANIZATION.	COPY	ENTITY'S REPRESENTATIVE
DIVA SCREEN SHOT	- A COPY OF A DIVA SCREEN SHOT INDICATING THE DTC PARTICIPANT'S RECORD DATE POSITION	COPY	DTC REPRESENTATIVE

ESP

powered by **GLOBETAX**

BNY Mellon offers ESP powered by GlobeTax, an electronic withholding tax submission system. This system allows for the secure and simple transfer of beneficial owner level data from the Participant to GlobeTax and creates applicable documentation on the Participants behalf.

Submit the data online through the web site below, print the documents on letterhead, sign them, and mail them to GlobeTax along with the necessary required documents.

These claims should be submitted through the following website. (Requires a one-time registration)
<https://esp.globetax.com/>

Please contact Ms. Aina Moreno at 212-747-9100 or via e-mail at Aina_Moreno@globetax.com if you have any questions about this process.

FREQUENTLY ASKED QUESTIONS (FAQs)

QUICK REFUND QUESTIONS

QUESTION	ANSWER
IS THE QUICK REFUND PROCESS FREE OF CHARGE?	NO. THIS TAX QUICK REFUND ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY AND OUTSIDE THE TERMS AND CONDITIONS OF ANY APPLICABLE DEPOSIT AGREEMENT. FEES WILL BE CHARGED FOR THIS SERVICE OF UP TO THIS SERVICE OF UP TO \$0.0075 PER DEPOSITARY RECEIPT WITH A MINIMUM OF \$25.00, AND ANY OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO BNY MELLON OR ITS AGENTS, INCLUDING THE CUSTODIAN OR TO TAX AUTHORITIES OR REGULATORS. FEES PAID TO BNY MELLON MAY BE SHARED WITH ITS AGENTS.
WHAT ARE THE MINIMUM AMOUNT OF SHARES NECESSARY IN ORDER TO BE ELIGIBLE FOR RECLAIM?	YES, 4,000 SHARE MINIMUM FOR QUICK REFUND RECLAIMS.
HOW LONG DOES IT TAKE TO RECEIVE PAYMENT ON QUICK REFUND RECLAIMS?	APPROXIMATELY 10-12 WEEKS FROM THE QUICK REFUND DEADLINE

FREQUENTLY ASKED QUESTIONS (FAQs)

GENERAL QUESTIONS

QUESTION	ANSWER
IS THE LONG FORM PROCESS FREE OF CHARGE?	NO. THIS TAX ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY AND OUTSIDE THE TERMS AND CONDITIONS OF ANY APPLICABLE DEPOSIT AGREEMENT. FEES WILL BE CHARGED FOR THIS SERVICE OF UP TO \$0.0075 PER DEPOSITARY RECEIPT WITH A MINIMUM OF \$25.00, AND ANY OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO BNY MELLON MAY BE SHARED WITH THEIR AGENTS. INCLUDING THE CUSTODIAN OR TO TAX AUTHORITIES OR REGULATORS. FEES PAID TO BNY MELLON MAY BE SHARED WITH THEIR AGENTS.
WHAT ARE THE MINIMUM AMOUNT OF SHARES NECESSARY IN ORDER TO BE ELIGIBLE FOR LONG FORM RECLAIM?	APPROXIMATELY 4,000 SHARES FOR LONG FORM RECLAIMS
HOW LONG DOES IT TAKE TO RECEIVE PAYMENT ON STANDARD LONG-FORM RECLAIMS?	APPROXIMATELY 1 YEAR
CAN I SUBMIT ONE IRS FORM 6166 OR CERTIFICATE OF RESIDENCY FOR THE SAME BENEFICIARY FOR MULTIPLE PAY DATES?	YES. AS LONG AS THE 6166 IS DATED WITHIN ONE YEAR OF THE DIVIDEND IT MAY BE USED AGAIN. YOU CAN ACCESS THIS INFORMATION VIA ESP SUBMISSIONS.
WHAT IS THE DIFFERENCE BETWEEN THE PETICION DE REDUCCION AND THE PETICION DE DEVOLUCION?	THE FORMS ARE SIMILAR, HOWEVER, THE PETICION DE REDUCCION IS FOR THE QUICK REFUND PROCESS AND THE PETICION DE DEVOLUCION IS FOR THE STANDARD LONG-FORM PROCESS
HOW LONG DO I HAVE TO RECLAIM ON THIS DIVIDEND?	UNTIL MAY 1, 2019 . ANYTHING RECEIVED BETWEEN THE MARKET DEADLINE AND THE DIVIDEND'S LOCAL PAY DATE WILL BE TREATED ON A BEST EFFORTS BASIS.
WILL GLOBETAX ACCEPT CLAIMS FILED DIRECTLY TO THEM BY BENEFICIAL OWNERS?	GLOBE TAX ONLY ACCEPTS CLAIMS FILED BY THE DTC PARTICIPANT WHO WAS HOLDING THE SECURITIES THROUGH DTC AND ONLY TO THE EXTENT THAT DTC HAS REPORTED THESE HOLDINGS TO US AS VALID.

CONTACT DETAILS

PRIMARY CONTACT	AINA MORENO
INTERNATIONAL PHONE	1-212-747-9100
INTERNATIONAL FAX	1-212-747-0029
EMAIL ADDRESS	AINA_MORENO@GLOBETAX.COM
COMPANY	GLOBETAX
STREET ADDRESS	90 BROAD STREET, 16 TH FLOOR
CITY/STATE/ZIP	NEW YORK, NY 10004
ADDITIONAL CONTACTS	JONATHAN STAAKE

Warning and Disclaimer:

BNY Mellon will not be responsible for the truth or accuracy of any submissions received by it and all Participants and holders, whether or not following the procedures set forth herein or otherwise submitting any information, agree to indemnify and hold harmless BNY Mellon and its agents for any and all losses, liabilities and fees (including reasonable fees and expenses of counsel) incurred by any of them in connection herewith or arising herefrom. BNY Mellon and its agents will be relying upon the truth and accuracy of any and all submissions received by them in connection with the tax relief process and shall hold all participants and DR holders liable and responsible for any losses incurred in connection therewith or arising there from. There is no guarantee that the applicable tax authorities will accept submissions for relief. Neither BNY Mellon nor its agents shall be responsible or liable to any holders of DRs in connection with any matters related to, arising from, or in connection with the tax relief process described herein.

All tax information contained in this Important Notice is based on a good faith compilation of information obtained and received from multiple sources. The information is subject to change. Actual deadlines frequently vary from the statutory deadlines because of local market conditions and advanced deadlines set by local agents. To mitigate risk it is strongly advised that DTC Participants file their claims as soon as possible as the depository and/or their agents will not be liable for claims filed less than six months before the specified deadline. In the event that local market rules, whether implemented by a local agent or a Tax Authority, conflict with the information provided in the important notice, either prior to or after publication, the local market rules will prevail.

EXHIBIT II- THE LIST OF THE TAX-EXEMPT ENTITIES

African Development Bank
Asian Development Bank
European Bank for Reconstruction and Development
European Central Bank
European Investment Bank
European Monetary Institute
European Patent Organization
European Space Agency
European Union
Inter-American Development Bank
International Atomic Energy Agency
International Bank of Reconstruction and Development (IBRD)
International Civil Aviation Organisation
International Development Association
International Financial Corporation
International Fund for Agricultural Development
International Labour Organisation (ILO)
International Maritime Organisation
International Monetary Fund (IMF)
International Oil Council
International Telecommunications Union
North Atlantic Treaty Organization (NATO)
Spanish Red Cross
United Nations Children's Fund (UNICEF)
United Nations (UN)
United Nations Refugee Agency
United Nations Education, Science and Culture Organisation (UNESCO)
United Nations Food and Agricultural Organisation
United Nations World Food Program
Universal Postal Union
World Health Organisation (WHO)
World Intellectual Property Organisation (WIPO)
World Tourism Organisation (WTO)
World Trade Organisation
World Weather Organisation