

IPIC Launches Public Takeover Bid on 100% of CEPSA's Share Capital

- **TOTAL has undertaken to tender all of the shares it owns in CEPSA in this offer, representing 48.83% of the share capital**
- **The offer price has been set at €28 per share, plus a dividend of €0.50 which will be paid out to shareholders before the settlement of the bid**
- **The transaction is conditional on obtaining all the required approvals and clearances from the Spanish Securities Market Commission (CNMV) and the competition authorities**

The Abu Dhabi sovereign wealth fund, International Petroleum Investment Company (**IPIC**), which currently owns 47.06% of CEPSA's share capital, has announced today, through a significant event filed with the Spanish Securities Market Commission (CNMV), that it will launch a public takeover bid on the entire share capital of CEPSA.

The offer price will be €28 per share, which assumes a €0.50 dividend that CEPSA will pay out prior to the settlement of the takeover bid (otherwise, the price would be adjusted so that the amount received by shareholders who accept the offer, adding up the price plus the dividend, would be €28.50 per share). As a result, the total deal would be valued at approximately €3,970 million if the offer were to be accepted by all shareholders.

TOTAL has irrevocably undertaken to tender all of the shares it owns in this offer, equivalent to 48.83% of CEPSA's share capital. These shares are held by TOTAL through its subsidiary Odival.

The takeover bid, apart from requiring authorization from the Spanish Securities Market Commission, CNMV, must also obtain the necessary approvals and clearances from the competition authorities.

As stated in the announcement released, following the settlement of the offer, IPIC intends to launch a compulsory acquisition ("Squeeze-Out") of the remaining shares of CEPSA, with the consequent delisting of the Company on the stock exchange.

CEPSA's Board of Directors, once the takeover bid is authorized, will convene, as required by law, to issue a report on the tender offer.

International Petroleum Investment Company (IPIC) is a wholly-owned entity of the Government of the Emirate of Abu Dhabi, whose mission is to invest in energy industries across the globe. At June 30, 2010, IPIC's consolidated assets amounted to \$48.2 billion.

IPIC first became a shareholder of CEPSA 23 years ago, in 1988, when it acquired a 10% stake in the Company. In September 2009, IPIC purchased the shares owned by Banco Santander and Unión Fenosa (32.53% and 5%, respectively), raising its shareholding to 47.06%.

As a result of this current transaction, IPIC will acquire the 48.83% stake held by TOTAL plus the remaining free-float shares, which amount to 4.104% of the capital, in order to become the sole shareholder of Compañía Española de Petróleos, S.A., with a 100% stake.



Press Release

“IPIC will maintain the Spanish character of CEPSA, which it hopes to build up and expand in Spain and internationally in order to make it one of the leading companies in this country, relying on its current strengths”.

The Spanish Government and the CNMV have been informed of the transaction and highlighted the strong ties and relationship between Abu Dhabi and Spain, as well as the prestige, solidity and reliability that characterizes the sovereign fund IPIC in all of its operations.

CEPSA is an energy group with a workforce of nearly 12,000 employees, engaged in activities that span the entire oil value chain: exploration and production of oil and gas; refining, transportation and marketing of petroleum products and natural gas; biofuels; and electric power cogeneration and sales. CEPSA additionally has a world-class chemicals division that is tightly integrated with its oil refining segment, manufacturing and selling feedstock for the production of high value-added components chiefly used in making new-generation plastics and biodegradable detergents. Not only is CEPSA a major energy player in Spain, but it is also broadening its global portfolio of operations in countries such as Algeria, Brazil, Canada, Colombia, Egypt, Panama, Peru and Portugal, selling its products around the world.

Madrid, February 16, 2011

CEPSA – Communication and Institutional Relations Division

relaciones.institucionales@cepsa.com

Tel: (34) 91 337 62 02

www.cepsa.com