

**COMPAÑÍA ESPAÑOLA DE PETRÓLEOS, S.A.U. (CEPSA) (ABSORBING COMPANY) and
CEPSA EP, S.A.U. (ABSORBED COMPANY)**

Merger Announcement

Pursuant to Article 43 of *Law 3/2009 of April 3^d on Structural Modifications of Commercial Companies* (hereinafter, "SML"), it is hereby announced that on July 31, 2019, the Sole Shareholder of COMPAÑÍA ESPAÑOLA DE PETRÓLEOS, S.A.U. (CEPSA) (Absorbing Company) and CEPSA EP, S.A.U. (Absorbed Company) resolved to approve the merger by absorption of the wholly-owned subsidiary, CEPSA EP, S.A.U., the absorbed company, by COMPAÑÍA ESPAÑOLA DE PETRÓLEOS S.A.U. (CEPSA), the absorbing company, in fulfillment of the Joint Merger Plan drafted on June 25, 2019, which has been made available on the corporate website of the Absorbing Company (www.cepsa.com) and filed with the Commercial Registry of Madrid. In accordance with the Joint Merger Plan, the Balance Sheets at December 31, 2018 of the two participating companies were approved as the Merger Balance Sheets.

By virtue of the approved merger, COMPAÑÍA ESPAÑOLA DE PETRÓLEOS S.A.U. (CEPSA) shall acquire, by means of universal succession, all of the assets and liabilities belonging to CEPSA EP, S.A.U., along with all of the rights and obligations thereof, leading to the dissolution, without the need for prior liquidation, of CEPSA EP, S.A.U. As the Absorbed Company is directly and wholly-owned by the Absorbing Company, the provisions of Article 49.1 of the SML shall apply.

The shareholders and creditors of the two participating companies are hereby notified of their right, as provided for under Article 43 of the SML, to obtain the full text of the resolutions adopted, as well as the Merger Balance Sheets. The creditors of the merging companies are likewise hereby notified of their right to challenge the merger within one month of the date of publication of the last public announcement of the Merger resolution, pursuant to Articles 43 and 44 of the SML.

Madrid, July 31, 2019

Ignacio Pinilla Rodríguez

Secretary of the Board of Directors of COMPAÑÍA ESPAÑOLA DE PETRÓLEOS, S.A.U. (CEPSA)

Luis Travesedo Loring

Joint and Several Director of CEPSA EP, S.A.U.