Cepsa Finance, S.A.

Annual financial statements and directors' report for the annual period ended December 31, 2023, together with the independent auditor's report

Deloitte.

Deloitte, S.L.
1, Plaza Pablo Ruiz Picasso
Picasso Tower
28020 Madrid
Spain

Tel: +34 915 14 50 00
www.deloitte.es

INDEPENDENT AUDITOR'S REPORT ON ANNUAL FINANCIAL STATEMENTS

To the single shareholder of Cepsa Finance, S.A. (Single shareholder company):

Opinion

We have audited the annual financial statements of Cepsa Finance, S.A. (Single shareholder company) (hereinafter, "the Company"), which comprise the statement of financial position as at December 31, 2023, and the statement of profit or loss, the statement of changes in equity, the statement of cash flows and the notes for the annual period then ended.

In our opinion, the accompanying annual financial statements present fairly, in all material respects, the equity and financial position of the Company as at December 31, 2023, and the results of its operations and cash flows for the annual period then ended in accordance with the provisions of the financial reporting framework applicable (as identified in Note 2), and in particular, with the principles and accounting criteria therein contained.

Basis for opinion

We conducted our audit in accordance with prevailing legislation regulating the audit of financial statements in Spain. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of annual financial statements* section of our report.

We are independent of the Company in accordance with the ethical requirements, including those regarding independence, that are applicable to our audit of the financial statements in Spain pursuant to legislation regulating the audit of financial statements. We have not provided any services other than the audit of financial statements, nor have any situations or circumstances arisen, under the aforementioned regulations, which would have affected the required independence such that it would have been compromised.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of the most significance in our audit of the financial statements for the annual reporting period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not express a separate opinion on these matters.

Recognition of material transactions: financing activities	
Description	**Procedures applied in the audit**
As stated in note 1 of the accompanying annual financial statements, the Company's primary activity consists in raising funds by issuing financial instruments, including debt securities, in national and international markets. As disclosed in notes 5 and 7 of the accompanying annual financial statements, as at December 31, 2023, has three loans granted to the single shareholder and has issued three long-term bonds; these transactions, effectively and respectively, represent all assets and liabilities presented in the statement of financial position as at December 31, 2023. Considering the significance of the amounts involved and the materiality of the accrual of income and expenses relating to this financing, we have considered this as a key matter in our audit.	The audit procedures performed in connection with this matter have included, inter alia, revising the debt instruments issued in order to verify the appropriate amortization, interest payment and classification of said debt securities. Furthermore, we have revised the loans agreements entered with the single shareholder to verify the appropriate amortization, interest payment and classification of those receivables. We have also performed recalculations to verify the appropriate recognition of finance income and expenses respectively associated with said receivables and bonds. We have also assessed the conformity of the disclosures presented in the accompanying notes with the requirements of the applicable financial reporting regulatory framework.

Other information: Directors' report

Other information comprises, solely, the Directors' Report for the annual period ended December 31, 2023, the preparation of which is the responsibility of the directors of the Company, and which does not form an integral part of the financial statements.

Our audit opinion on the financial statements does not encompass the Directors' Report. Our responsibility regarding the information contained in the Directors' Report is defined in the legislation regulating the audit of financial statements and consists of assessing and reporting on the consistency of this information with the financial statements, based on knowledge of the Company obtained during the audit of the aforementioned financial statements and without including any information other than that obtained as evidence during the audit. It is also our responsibility to assess and report on whether the content and presentation of this part of the Directors' Report are in accordance with applicable legislation. If, based on the work we have performed, we conclude that there are material misstatements, we are required to report them.

Based on the work performed, as described in the preceding paragraph, we have checked that the information contained in the Directors' Report is consistent with that disclosed in the financial statements for the annual period ended December 31, 2023, and that the content and presentation of the report are in accordance with applicable legislation.

Responsibility of directors for the annual financial statements

Directors are responsible for the preparation of the accompanying financial statements in order to present fairly the equity, financial position, and results of operations of the Company in accordance with the provisions of the financial reporting framework applicable to the Company in Spain, and for such internal control as they determine necessary to enable the preparation of financial statements free of material misstatement, whether due to fraud or error.

In preparing the financial statements, directors are responsible for evaluating the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless directors intend to either liquidate the Company or to cease operations, or have no other realistic alternative but to do so.

Auditor's responsibility for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but it does not guarantee that an audit conducted in accordance with the prevailing legislation regulating the audit of financial statements in Spain will always detect an existing material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Annex I to this Auditor's Report includes a more detailed description of our responsibilities in connection with the audit of the annual financial statements. That description, which is included in two following pages, is an integral part of our auditor's report.

DELOITTE, S.L.
Registered under No. S0692 in R.O.A.C.

AUDITORS
INSTITUTE OF SPANISH CHARTERED PUBLIC ACCOUNTANTS

DELOITTE, S.L.

2024 No. 01/24/00589
EUR 96.00

CORPORATE SEAL:
Auditor's report on financial statements subject to Spanish or international auditing standards

[Illegible signature]

Daniel Carrasco Pérez
Registered under No. 17,491 in R.O.A.C.

March 13, 2024

Annex I to our auditor's report

In addition to the information included in our auditor's report, we included in this Annex a description of our responsibilities in connection with the audit of the annual financial statements.

Auditor's responsibilities for the audit of the annual financial statements

As part of an audit in accordance with the prevailing legislation regulating the audit of financial statements in Spain, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the annual financial statements, whether due to fraud or error, design and perform audit procedures to respond to those risks and obtain sufficient and appropriate audit evidence to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, deliberate omissions, intentional misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, and not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by directors.

- Conclude on the appropriateness of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, conclude on whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the annual financial statements, including the disclosures, and whether the annual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with directors of the Company, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

From the matters communicated to the directors of the Company, we determine those matters that were of most significance in the audit of the annual financial statements as at and for the annual period ended December 31, 2023, and which therefore are the key audit matters.

We describe these matters in our auditor’s report unless laws or regulations preclude public disclosure about the matter.

ANNUAL FINANCIAL STATEMENTS
CEPSA FINANCE, S.A.U.

For Financial Year 2023

Table of Contents

CEPSA

CEPSA FINANCE, S.A.

STATEMENT OF FINANCIAL POSITION AS AT DECEMBER 31, 2023

EUR

Assets	**Notes**	**12/31/2023**	**12/31/2022**
Non-current assets		1,389,190,000	1,389,190,000
Non-current investments in group companies and associates	Notes 5.1 & 10.2	1,389,190,000	1,389,190,000
Current assets		25,069,062	22,567,005
Current investments in group companies and associates	Notes 5.2 & 10.2	25.069.062	22.567.005
Total assets		**1,414,259,062**	**1,411,757,005**

EUR

Equity and Liabilities	**Notes**	**12/31/2023**	**12/31/2022**
Equity		1,590,359	186,294
Shareholders' equity		**1,590,359**	**186,294**
Capital		**100,000**	**100,000**
Registered capital	Note 6.1	100,000	100,000
Reserves		**86,294**	**20,000**
Legal and statutory reserves	Note 6.2	20,000	20,000
Other reserves		66,294	-
Profit for the period	Note 3	**1,404,065**	**12,057,926**
Interim dividend		**-**	**(11,991,632)**
Non-current liabilities		1,395,292,400	1,393,376,257
Non-current payables	**Note 7.1**	**1,395,017,893**	**1,392,937,301**
Non-current deferred income	**Notes 7.1 & 10.2**	**274,507**	**438,956**
Current liabilities		17,376,303	18,194,454
Current payables	**Note 7.2**	**16,905,458**	**16,921,208**
Current payables to group companies and associates	**Notes 7.2 & 10.2**	**468,022**	**1,261,233**
Trade and other payables		**2,823**	**12,013**
Suppliers, Group companies	Note 10.2	1,096	-
Other suppliers		1,727	13
Other payables to Government Agencies	Note 8.1	-	12,000
Total Equity and Liabilities		**1,414,259,062**	**1,411,757,005**

The accompanying Notes 1 to 14 are an integral part of the Statement of Financial Position as at December 31, 2023.

CEPSA

CEPSA FINANCE, S.A.

STATEMENT OF PROFIT OR LOSS FOR FINANCIAL YEAR 2023

			EUR
	Notes	**12/31/2023**	**12/31/2022**
Continuing Operations			
Net Revenue	**Note 9.1**	**23,482,979**	**24,065,174**
Finance income, interest received, Holding company		23,482,979	24,065,174
Other operating expenses	**Note 9.2**	**(37,671)**	**(339,056)**
External services		(37,671)	(334,541)
Taxes		-	(4,515)
Net operating income/(expenses)		**23,445,308**	**23,726,118**
Finance expenses	**Note 9.3**	**(21,573,222)**	**(22,633,884)**
Payables to group companies and associates		(257,631)	(5,181)
Payables to third parties		(21,315,591)	(22,628,703)
Impairment of, and Gains/(Losses) on disposal of financial instruments	**Note 9.4**	**-**	**14,985,000**
Gains/(losses) on disposal of financial instruments		-	14,985,000
Net finance income/(expenses)		**(21,573,222)**	**(7,648,884)**
Profit/(loss) before tax		**1,872,086**	**16,077,234**
Income tax	**Note 8**	(468,021)	(4,019,308)
Profit/(loss) for the year		**1,404,065**	**12,057,926**

The accompanying Notes 1 to 14 are an integral part of the Statement of Profit or Loss for financial year 2023.

CEPSA

STATEMENT OF RECOGNIZED INCOME AND EXPENSES FOR FINANCIAL YEAR 2023

EUR

	FY 2023	FY 2022
Profit/(loss) for the year (I)	*1,404,065*	*12,057,926*
Total recognized income and expenses (I+II+III)	*1,404,065*	*12,057,926*

The accompanying Notes 1 to 14 are an integral part of the Statement of Recognized Income and Expenses for financial year 2023.

STATEMENT OF CHANGES IN EQUITY FOR FINANCIAL YEAR 2023

EUR

	Capital	Reserves	Profit/(loss) for the year	Interim dividend	Total
Balance as at January 1, 2022	***100,000***	***160,961***	***1,306,074***		***1,567,035***
Total recognized income and expenses	**-**	**-**	***12,057,926***	**-**	***12,057,926***
Transactions with equity holders	-	-	-	*(11,981,632)*	*(11,981,632)*
Distribution of dividends	-	-	-	(11,981,632)	(11,981,632)
Other changes in equity	**-**	***(140,961)***	***(1,306,074)***	**-**	***(1,447,035)***
BALANCE AS AT DECEMBER 31, 2022	***100,000***	***20,000***	***12,057,926***	***(11,981,632)***	***186,294***
Balance as at January 1, 2023	***100,000***	***20,000***	***12,057,926***	***(11,981,632)***	***186,294***
Total recognized income and expenses	**-**	**-**	***1,404,065***	**-**	***1,404,065***
Other changes in equity	**-**	***66,294***	***(12,057,926)***	***11,981,632***	**-**
BALANCE AS AT DECEMBER 31, 2022	***100,000***	***86,294***	***1,404,065***	**-**	***1,590,359***

The accompanying Notes 1 to 14 are an integral part of the Statement of Changes in Equity for financial year 2023.

CEPSA

STATEMENT OF CASH FLOWS

	2023	EUR 2022
Cash flows from/used in operating activities (I)	**-**	***(1,088,570)***
Profit/(loss) for the year before tax	***1,872,086***	***16,077,234***
Adjustments for:	***(1,909,757)***	***(16,416,290)***
Gains/(losses) on derecognition and disposal of financial instruments	-	(14,985,000)
Finance income	(23,482,979)	(24,065,174)
Finance expenses	21,573,222	22,633,884
Changes in operating assets and liabilities	***(3,616,818)***	***(518,414)***
Other cash flows from/used in operating activities	***3,654,489***	***(231,100)***
Interest paid	(19,708,511)	(19,999,999)
Interest received	23,831,021	23,788,208
Income tax received/(paid)	(468,021)	(4,019,309)
Cash flows from/used in investing activities (II)	**-**	***99,900,000***
Proceeds from sales of investments	***-***	***99,900,000***
Group companies and associates	-	99,900,000
Cash flows from/used in financing activities (III)	**-**	***(98,811,429)***
Proceeds from and payments for financial liability instruments	***-***	***(85,372,762)***
Redemption and repayment of other payables	-	(85,372,762)
Dividends paid and interest paid on other equity instruments	***-***	***(13,438,667)***
Dividends	-	(13,438,667)
Effect of exchange rate fluctuations (IV)	***-***	***-***
Net increase/(decrease) in cash and cash equivalents (I+II+III+IV)	***-***	***-***
Cash and cash equivalents at beginning of period	-	-
Cash and cash equivalents at end of period	-	-

The accompanying Notes 1 to 14 are an integral part of the Statement of Cash Flows for financial year 2023.

Notes for the annual period ended December 31, 2023
CEPSA FINANCE, S.A.U.

1. Activities of the Company

CEPSA FINANCE, S.A.U. (hereinafter, the "Company") was incorporated, with indefinite duration, in a public deed dated September 27, 2018, authorized by Mr. Carlos Solis Villa Notary Public in and for Madrid and recorded under number 1,709 in his protocol, and was registered with the Companies Register in and for Madrid under the 1st entry on Page number M-677920, in folio 141 of volume 38,084 of the 8th Section of the Companies Book, with T.I.N. A-88202015. Initial capital contributions were made in cash.

The Company has its registered offices in 28046-Madrid, at Cepsa Tower, 259-A Paseo de la Castellana.

The Company's object consists in the following activities:

- To create, incorporate, or be in any way involved in the management and/or oversight of businesses and companies, including the businesses and companies of the same Group to which it belongs.
- To provide funding for companies and/or projects or businesses of companies, including any companies of the same Group to which it belongs.
- To borrow and/or to lend amounts of cash and to raise funds by issuing any kind if financial instruments, including any kind of debt securities, for placement thereof in both domestic and international markets.
- To provide with advice, and to render professional financial advisory services, to undertakings and companies of the same Group to which it belongs and to third parties.
- To provide guarantees binding the Company and to pledge or mortgage its assets to secure the Company or third-parties obligations, including those of the companies of the same Group to which it belongs.
- To purchase, dispose of, manage, and operate registered assets and, generally, any properties.
- To trade currencies, securities, and, generally, any assets.
- To develop and market patents, trade names, licenses, know-how and any other industry property rights.
- To conduct any other financial activities in connection with the above-mentioned activities, for the conduction of which the Company is duly authorized and qualified.

The Company may conduct the activities included in its object fully or partially in an indirect manner through the ownership of shares in companies with similar or analogous object, including the incorporation, membership and management of corporations, joint ventures, or any other legal persons, or through any other legally admitted way.

The Company is a member of CEPSA Group, whose parent company is Compañía Española de Petróleos, S.A. (CEPSA), with registered offices in 28046-Madrid, at Cepsa Tower, 259-A Paseo de la Castellana. The parent company prepares and presents consolidated financial statements.

CEPSA Group consolidated financial statements for the annual period 2022 were authorized for issue by the Directors of CEPSA at the meeting of the Board held on March 2, 2023. CEPSA Group consolidated financial statements for the annual period 2022 were approved without any changes by the Annual General Meeting of March 3, 2023, and were subsequently filed with the Companies Register of Madrid.
CEPSA Group consolidated financial statements for the annual period 2023 have been authorized for issue on March 7, 2024, and will be submitted to the approval of CEPSA Annual General Meeting.

2. Basis of presentation of Annual Financial Statements

2.1 Financial reporting regulatory framework applicable to the Company

These annual financial statements have been prepared by the Joint and Several Directors in accordance with the financial reporting regulatory framework applicable to the Company, which is established in:

a) Companies Act, Code of Commerce and other existing commercial legislation;

b) General Chart of Accounts, as approved by Royal Decree 1514/2007, and as subsequently amended by Royal Decree 602/2016 and Royal Decree 1/2021, and its respective sectoral adaptations.

c) Mandatory standards approved by the Spanish Institute of Accounting and Auditing in the implementation of the General Chart of Accounts, and its supplementary standards;

d) Any other accounting regulations applicable in Spain.

2.2 Fair presentation

The accompanying annual financial statements have been prepared on the basis of the accounting records of the Company and are presented in accordance with the financial reporting regulatory framework applicable to the Company, and in particular, with the accounting principles and criteria therein contained, in order to fairly present the Company's equity, financial position and the results of its operations and cash flows during the reporting period.

These annual financial statements have been authorized for issue by the Joint and Several Directors, will be submitted to the approval of the Single Shareholder, and are expected to be approved without any change. The annual financial statements for financial year 2022 were authorized for issue by Directors on March 27, 2023, and were approved without changes by the Single Shareholder's decision of May 10, 2023.

2.3 Non-mandatory accounting principles applied

No non-mandatory accounting principles have been applied. Additionally, the Joint and Several Directors have prepared the accompanying annual financial statements taking into account all mandatory accounting principles and standards having a significant impact on the annual financial statements. All mandatory accounting principles have been applied.

2.4 Critical issues regarding uncertainty measurement and estimation

In preparing the accompanying annual financial statements, the Joint and Several Directors of the Company have used estimates for measurement of certain assets, liabilities, revenues, expenses and commitments recognized in the annual financial statements. These estimates mainly relate to:

- Assessment of eventual impairment losses of certain assets (see note 4.1)
- Calculation of Corporate Income Tax (see note 4.2)

Although the above-mentioned estimates have been made on the basis of the best available information at the end of the reporting period, future events may cause these estimates to be adjusted (upwards or downwards) in future periods; where appropriate, any such adjustments will made prospectively.

Going concern accounting principle

At December 31, 2023, Company has net current assets amounting to EUR 7,692,759 (net current assets amounting to EUR 4,372,551 at December 31, 2022).

Directors of the Company consider that there are no uncertainties within the time horizon that may imply a material impairment of the Company's ability to meet its legal and financial obligations in the foreseeable future and, accordingly, have applied the going concern principle in preparing the annual financial statements.

2.5 Comparative information

In compliance with the provisions of commercial laws, in addition to the figures for the reporting period, directors of the Company present for each item in the statement of financial position, statement of profit or loss, statement of changes in equity and statement of cash flows, the figures from the preceding reporting period. Additionally, the quantitative disclosures presented in the notes include comparative information from the preceding reporting period, except where any accounting standard specifically provides that comparative information is not required.

Accounting principles have been consistently applied in 2023 and 2022; consequently, there are no operations or transactions recognized using different accounting principles that may lead to discrepancies in the understanding of comparative information of both reporting periods.

2.6 Aggregation of items

Certain items from the Statements of Financial Position and Profit or Loss are presented in aggregate in order to facilitate their understanding, although, to the extent that it is significant, disaggregate information has been presented in the relevant Notes.

2.7 Changes in accounting policies

In 2023, there have been no changes in accounting policies applied during financial year 2022.

2.8 Correction of errors

During the preparation of the accompanying annual financial statements, no material error has been identified that had led to the restatement of comparative information from financial year 2022.

CEPSA

3. Distribution of profit

The proposal for distribution of profit for the annual period ended December 31, 2023, prepared by the Joint and Several Directors of the Company and that will be submitted to the approval of the Single Shareholder is as follows:

Basis of distribution	EUR
Profit/(loss)	1,404,065
Application	**EUR**
Voluntary reserves	1,404,065
Total amount applied	1,404,065

3.1 Limitations to the distribution of dividend

The Company is legally required to allocate 10% of profit for the year to the legal reserve until the amount of that reserve has reached, at least, 20% of share capital. Unless and until the legal reserve exceeds the threshold of 20% of share capital, the legal reserve may not be distributed to shareholders.

Once all legal or statutory requirements have been met, dividend can only be distributed using profit for the year or unrestricted reserves when, and only when, the value of the Company's equity does not, or will not, as a result of that distribution be lower than its share capital. In this regard, any profits recognized directly in equity may not be distributed either directly or indirectly. If the Company has previous periods' losses resulting in the value of its equity being lower than the value of its share capital, profit for the year shall be applied to offsetting those losses.

Distribution of dividend is also prohibited unless the amount of available reserves is, at least, equal to the amount of research and development expenses presented as assets in the statement of financial position.

4. Recognition and measurement standards

In accordance with the recognition and measurement standards laid down in the General Chart of Accounts, the main recognition and measurement standards applied by the Company in the preparation of its annual financial statements for 2023 are as follows:

4.1 Financial instruments

4.1.1. Financial assets

Classification

Financial assets held by the Company are classified in the following categories:

Financial assets at amortized cost: A financial asset will be included in this category, even when it is admitted to trading on an organized market, if the company maintains the investment with the aim of collecting cash flows derived from the execution of the contract, and the contractual conditions of the

financial asset give rise to the collection of cash flows on specified dates which relate only to the principal and interest of the principal amount outstanding.
As a general rule, this category includes the following assets:

i) Trade receivables: financial assets arising from sales of goods or services with deferred payment completed during the normal course of business, and
ii) Non-trade receivables: financial assets arising from lending operations or from credits granted by the Company with fixed or determinable payments.

Initial measurement

Financial assets are initially measured at the fair value of the consideration given plus any directly attributable transaction costs.

Subsequent measurement

Loans, receivables and investments held to maturity are measured at amortized cost less accumulated impairment losses.

With regard to impairment allowances for trade and other receivables, CEPSA FINANCE, S.A.U. determines that an asset is impaired when it is more than six months past due from the date of maturity, when legal actions are initiated by the Company's Legal Counsel to seek collection thereof, or when the customer has legally entered into an arrangement with creditors.

CEPSA FINANCE, S.A.U. derecognizes a financial asset when the contractual rights over the cash flows of the financial asset expire or have been transferred and substantially all risks and rewards of ownership have been transferred, as in firm asset sales.

Conversely, in transfers of financial assets where the Company retains substantially all risks and rewards of ownership, CEPSA FINANCE, S.A.U. does not derecognize a financial asset, but recognizes a financial liability for the consideration received.

4.1.2. Financial liabilities

Financial liabilities assumed or incurred by the Company are classified in the following category:

a) Financial liabilities at amortized cost: Debts and trade payables arising from purchases of goods and services during the normal course of business of Company, or non-trade payables that are not derivative instruments and arise from loans or credits granted to the Company.

These liabilities are initially measured at the fair value of the consideration received, adjusted for any directly attributable transaction costs. After initial measurement, these liabilities are measured at amortized cost.

Assets and liabilities are separately presented in the statement of financial position and are presented on a net basis when, and only when, the company has a currently enforceable right to offset the recognized amounts and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

The Company derecognizes a financial liability when the relevant obligation has been extinguished.

4.2 Income tax

Income Tax expense (income) comprises both current tax expense (income) and deferred tax expense (income).

Current tax is the amount of tax payable by the Company as a result of Income tax settlements for the reporting period. Deductions and other tax relief applicable to payable taxes, excluding withholdings and payments on account, and tax loss carryforwards applied in the current reporting period are accounted for as a reduction in current tax.

Deferred tax expense or income, recognized either in profit or loss or directly in equity, relates to the recognition and derecognition of deferred tax liabilities and assets. Deferred tax assets include temporary differences, defined as the amount expected to be payable or recoverable arising from the difference between the carrying amounts of assets and liabilities and their tax base, as well as tax loss carryforwards and tax credits arising from unused tax deductions. These amounts are recognized applying to the relevant temporary difference or tax credit the tax rates expected to prevail at the time of their recovery or settlement.

Deferred tax liabilities are recognized for all taxable temporary differences, except for those arising upon initial recognition of goodwill or upon initial recognition of an asset or liability in a transaction that is not a business combination and affected neither accounting profit nor taxable income.

Deferred tax assets are only recognized to the extent that it is probable that future taxable income will be available to enable their application.

Deferred tax assets and liabilities arising from transactions charged or credited directly in equity items are also recognized directly in equity.

At the end of each reporting period, the Company reassesses any previously recognized deferred tax assets, and adjusts their carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilized. Additionally, at the end of each reporting period the Company reassesses any unrecognized deferred tax assets and recognizes a deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

4.3 Revenue and expenses

Revenue and expenses are recognized using the accrual principle of accounting, i.e., when the actual flow of goods and services they represent occurs, irrespective of the timing of the related monetary or financial flows. Revenue is measured at the fair value of the consideration received, less any discounts, rebates and taxes.

Revenue from sales of services is recognized on the basis of the degree of satisfaction of performance obligations as at the reporting date, provided the outcome of the transaction can be reliably estimated.

Interest received from financial assets is recognized using the effective interest rate method. Dividends are recognized when the shareholder's right to receive them is declared. In any case, interest and dividends from financial assets that have accrued after acquisition are recognized as income in the Statement of Profit or Loss.

In particular, in accordance with decisions and resolutions issued by the Spanish Institute of Accounting and Auditing (I.C.A.C.), Net Revenue may include dividends received from subsidiaries as well as gains arising from the sale of investments, as the Company is a holding company whose object includes holding equity interests in the capital of group companies, and providing financing to its investees.

CEPSA

4.4 Related party transactions

All related-party transactions are conducted by CEPSA FINANCE, S.A.U. on an arm's length basis. Additionally, transfer prices are appropriately supported; accordingly, the Joint and Several Directors of the Company believe there are no significant risks associated to related-party transactions from which significant future liabilities may arise.

4.5 Current / non-current distinction

Current assets are:

- Assets that are expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle, which is typically one year;
- Assets that are expected to mature, be disposed of or be realized within twelve months of the reporting date;
- Financial assets held for trading, other than financial derivatives with a settlement period exceeding twelve months, and
- Cash and cash equivalents.

Any other assets are classified as non-current.

Similarly, current liabilities are:

- Liabilities that are expected to be settled in the Company's normal operating cycle;
- Financial liabilities held for trading, other than financial derivatives with a settlement period exceeding twelve months; and
- Generally, any other liabilities maturing or due to be settled within twelve months of the reporting date are also classified as current.

Any other liabilities are classified as non-current.

4.6 Statement of cash flows

The Company presents information of cash flows from operations using the so-called "indirect method", according to which the statement begins with the "Profit for the period before taxes" as presented in the Statement of Profit or Loss, that is subsequently adjusted for the effects of non-cash transactions and accruals occurred during the reporting period, as well for profit or loss items associated with cash flows from operations classified as investing or financing activities.

5. Financial assets

5.1 Non-current financial assets

At the end of 2023 and 2022, the carrying amounts of non-current financial assets classified in each category are as follows:

EUR

Non-current financial assets	**Receivables/Derivatives/Other**		**Total**	
	2023	2022	2023	2022
Financial assets at amortized cost	1,389,190,000	1,389,190,000	1,389,190,000	1,389,190,000
Total	*1,389,190,000*	*1,389,190,000*	*1,389,190,000*	*1,389,190,000*

This item entirely relates to "Non-current investments in group companies and associates", in particular, to three loans granted to the parent company (CEPSA) maturing on February 17, 2025, February 16, 2026, and February 14, 2028 (see note 10.2) and amounting to EUR 497,442 thousand, EUR 496,378 thousand and 395,370 thousand, respectively.

5.2 Current financial assets

At the end of 2023 and 2022, the carrying amounts of current financial assets classified in each category are as follows:

EUR

Non-current financial assets	Receivables/Derivatives/Other		Total	
	2023	2022	2023	2022
Financial assets at amortized cost	25,069,062	22,567,005	25,069,062	22,567,005
Total	*25,069,062*	*22,567,005*	*25,069,062*	*22,567,005*

The most relevant amount of these assets relates to finance income accrued and not yet received from the three loans granted to the parent company (CEPSA): EUR 22,025,738 in 2023 and EUR 20,538,229 in 2022 (see note 10.2).

No impairment losses have been recognized in 2023 and 2022 for these items.

6. <u>Equity and Shareholders' equity</u>

6.1 Share capital and share premium

At the end of 2023 and 2022, the Company's share capital amounted to EUR 100,000, and was represented by 100,000 ordinary registered shares of a single class and series. All shares were fully subscribed and paid-up and were represented by securities of EUR 1 each, sequentially numbered 1 to and including 100,000.

All shares are owned by Compañía Española de Petróleos, S.A.

Shares in the Company are not listed in any Stock Exchange.

6.2 Legal reserve

In compliance with the provisions of the Law on Corporations, the Company must allocate 10% of profit for the period to the legal reserve, until the amount thereof is equal to, at least, 20% of share capital. The legal reserve may be used to increase capital, subject to the limit of the amount of the legal reserve exceeding 10% of share capital following the increase. Excluding capital increases, unless and until the amount of the legal reserve equals 20% of share capital, the legal reserve may solely be used to offset losses, provided the company has no other available reserves.

At December 31, 2023, the Company had fully funded the legal reserve to the amount of EUR 20,000.

6.3 Dividends

During 2023, no distribution of any dividends whatsoever was approved.

CEPSA

7. Financial liabilities

7.1 Non-current financial liabilities

At the end of 2023 and 2022, the carrying amounts of non-current financial liabilities classified in each category are as follows:

EUR

Non-current financial liabilities	Debt with financial institutions		Derivatives/Other		Total	
	2023	2022	2023	2022	2023	2022
Bonds	1,395,017,893	1,392,937,301	-	-	1,395,017,893	1,392,937,301
Other financial liabilities at amortized cost	-	-	274,507	438,956	274,507	438,956
Total	*1,395,017,893*	*1,392,937,301*	*274,507*	*438,956*	*1,395,292,400*	*1,393,376,257*

The main item included under "Non-current financial liabilities" relates to the three bonds issued by the Company: one bond issued in 2019 amounting to EUR 500 million, and two bonds issued in 2020 each amounting to EUR 500 million, with annual coupons of 1.00%, 0.75% and 2.25%, respectively. The maturity dates of these bonds are February 16, 2025, February 12, 2028, and February 13, 2026, respectively, and their current carrying amounts are EUR 499,251 thousand, EUR 397,631 thousand and EUR 498,135 thousand, respectively. All these bonds are listed on the Irish Stock Exchange.

During 2023, no write-down has been registered as a result of repurchases of these bonds. In 2022, the Company partially repurchased EUR 99,900 thousand from the second bond, and accordingly wrote down the carrying amount thereof.

The other item included under "Non-current financial liabilities" at December 31, 2023, relates to EUR 274,507 advance interest received under the loans granted to the Single Shareholder maturing on the above-mentioned dates (EUR 438,956 at December 31, 2022) (see note 10.2).

7.2 Current financial liabilities

At the end of 2023 and 2022, the carrying amounts of current financial liabilities classified in each category are as follows:

EUR

Current financial liabilities	Debt with financial institutions		Derivatives/Other		Total	
	2023	2022	2023	2022	2023	2022
Financial liabilities at amortized cost	16,905,458	16,921,208	468,022	1,261,233	17,373,480	18,182,441
Total	*16,905,458*	*16,921,208*	*468,022*	*1,261,233*	*17,373,480*	*18,182,441*

As previously stated, the Company issued three bonds with annual coupons in 2019 and 2020. This issues have been issued investment grade ratings by the three major international rating agencies —Moody's, S&P and Fitch— and their annual coupon rates are 1.00%, 0.75% and 2.25%, respectively.

7.3 Information on the average period of payment to suppliers

In compliance with the requirement laid down in the Third Additional Provision of Act 15/2010, of July 5, as amended by Act 31/2014, of December 3, by the new requirement introduced by Act 18/2022, of September 28, and by the Spanish Institute of Accounting and Auditing Resolution of January 29, 2016, regarding the information to be presented in the Notes of Annual Financial Statements in connection with average period of payment to suppliers in commercial transactions, the information relating to payments made and payments outstanding, as well as the related ratios, is as follows:

	Number of days	
	2023	**2022**
Average period of payment to suppliers	45.5	22.4
Ratio of paid transactions	40.2	22.4
Ratio of outstanding transactions	146.9	21.6

		EUR
	2023	**2022**
Total payments made	54,120	335,610
Total payments outstanding	2,824	11
Total payments made within the statutory period	38,270	335,610
Percentage of total payments made	71%	100%

	Number of invoices	
	2023	**2022**
Number of invoices paid within the statutory period	28	27
Total number of invoices paid	31	27
Percentage of total number of invoices paid	90%	100%

The statutory period for payment to suppliers laid down in the transitional provisions of Act 15/2010 (as amended by the second final provision of Act 31/2014) is 60 days.

8. Government Agencies and Taxation

CEPSA FINANCE, S.A.U. income tax returns are filed in Spain under the consolidated income tax regime by Tax Group 4/89, the head of which is Compañía Española de Petróleos, S.A., the parent company of the Group.

8.1 Current balances with Government Agencies

As at the end of 2023, the Company did not have any outstanding balances with Government Agencies, whereas as at the end of 2022 the Company had a current balance of EUR 12,000 receivable from Government Agencies.

8.2 Reconciliation of accounting profit and taxable profit

The reconciliation of revenue and expenses for the reporting period and the taxable profit for Income Tax purposes is as follows:

Financial year 2023	EUR Total
Accounting profit after taxes	1,404,065
Income Tax	468,021
Taxable profit	*1,872,086*

Financial year 2022	EUR Total
Accounting profit after taxes	12,057,926
Income Tax	4,019,308
Taxable profit	*16,077,234*

8.3 Reconciliation of accounting profit and income tax expense

The reconciliation of accounting profit and income tax expense is as follows:

	2023	EUR 2022
Accounting profit before taxes	1,872,086	16,077,234
Tax paid at 25% rate	468,021	4,019,308
Total income tax expense recognized in profit or loss	*468,021*	*4,019,308*

Given that the Company pays taxes under tax group 4/89, the Company has recognized a payable to the parent company under the item "Current payables to group companies and associates".

8.4 Annual periods open to inspection and assessment by Tax Authorities

Under current regulations, taxes may not be finally settled unless and until the relevant returns filed had been inspected by Tax Authorities or unless and until the applicable statute of limitations period had elapsed.

Tax Authorities inspection of CEPSA Tax Group's annual periods 2017-2020 in connection with Corporate Income Tax, Valued Added Tax and Withholdings on account of Personal Income tax and Non-Resident Personal Income Tax were initiated in July 2022 and are currently ongoing. Additionally, tax years 2021 and following are open to inspection.

The Company's income tax returns are filed in Spain under the consolidated income tax regime by CEPSA Tax Group.

The Joint and Several Directors of the Company believe that Corporate Income tax and other applicable tax returns have appropriately being settled; accordingly, if any discrepancies should arise in connection with the interpretation of current regulations for the tax treatment given to transactions, any eventually arising liabilities, should these liabilities materialize, would not have any significant impact on the accompanying annual financial statements.

8.5 Transfer prices

The Joint and Several Directors and tax advisors of the Company consider that related-party transactions have been conducted on an arm's length basis, that transfer prices are adequately supported, and that there are no significant associated risks from which significant future liabilities may arise for the Company.

9 Revenue and expenses

9.1 Net revenue

In 2023 and 2022, the breakdown of Net Revenue by activities and geographical markets is as follows:

		EUR
Activities	**2023**	**2022**
Finance income, interest received, Holding company	23,482,979	24,065,174

		EUR
Geographical markets	**2023**	**2022**
Spain	23,482,979	24,065,174

9.2 Other operating expenses

In 2023 and 2022, the balance presented under the item "Other operating expenses" in the Statement of Profit or Loss relates, mainly, to external services and, to a lesser extent, to Taxes:

		EUR
Operating expenses	**2023**	**2022**
External services	(37.671)	(334.541)
Taxes	-	(4,515)
Total operating expenses	*(37,671)*	*(339,056)*

9.3 Finance expenses

The amount of finance expenses, calculating using the effective interest rate method, is as follows:

		EUR
Finance expenses	**2023**	**2022**
Application of the effective interest rate method	(21,573,222)	(22,633,884)
Exchange differences	-	-
Total finance expenses	*(21,573,222)*	*(22,633,884)*

9.4 Gains/(losses) on disposal of financial instruments

In 2023, the Company has recognized no gains or losses on disposal of financial instruments, whereas in 2022, the Company recognized EUR 14,985 thousand as gains arising from the partial repurchase and cancellation of ordinary bonds from the second issue, completed in September 2022, for a nominal amount of EUR 99,900 thousand (see note 7.1).

		EUR
Gains/(losses) on disposal of financial instruments	**2023**	**2022**
Gains/(losses) on disposal of financial instruments	-	14,985,000

10 Related party transactions and balances

10.1 Transactions with group companies, associates and other related parties

The Company completes related party transactions under general market conditions.

With regards to loans to group companies, the average annual interest rate applied in loans granted to subsidiaries in 2023 and 2022 has been similar to the Company's average borrowing cost in similar transactions.

The breakdown of transactions completed with related parties in 2023 and 2022 is as follows:

EUR

2023	Parent Company	Total
Net revenue	23,482,979	**23,482,979**
Finance expenses	(257,631)	**(257,631)**
Total	23,225,348	**23,225,348**

EUR

2022	Parent Company	Total
Net revenue	24,065,174	**24,065,174**
Finance expenses	(5,181)	**(5,181)**
Total	24,059,993	**24,059,993**

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10.2 Balances with group companies, associates and related parties

In 2023 and 2022, the breakdown of balances with related parties is as follows:

EUR

2023	Parent Company	Total
Non-current investments	**1,389,190,000**	**1,389,190,000**
Loans to companies	1,389,190,000	1,389,190,000
Current investments	**25,069,062**	**25,069,062**
Loans to companies	25,069,062	25,069,062
Non-current deferred income	**(274,507)**	**(274,507)**
Current payables	**(468,022)**	**(468,022)**
Trade payables	**(1,096)**	**(1,096)**
Total	1,413,515,437	1,413,515,437

EUR

2022	Parent Company	Total
Non-current investments	**1,389,190,000**	**1,389,190,000**
Loans to companies	1,389,190,000	1,389,190,000
Current investments	**22,567,005**	**22,567,005**
Loans to companies	22,567,005	22,567,005
Non-current deferred income	**(438,956)**	**(438,956)**
Current payables	**(1,261,233)**	**(1,261,233)**
Total	1,410,056,814	1,410,056,814

The item "Loans to companies" comprises non-current investments in group companies/associates presented in the Statement of Financial Position, and includes current account agreements entered into with the Parent Company.

The item "Current payables" comprises current debts with group companies/associates presented in the Statement of Financial Position, and includes the current account agreement entered into with the Single Shareholder and the income tax expense payable to the parent company (see note 8.3).

10.3 Directors' compensation

In 2023 and 2022, the Joint and Several Directors of CEPSA FINANCE, S.A.U. have neither received nor accrued any compensation whatsoever in their capacity as directors of the Company; furthermore, directors have no other credits or debits with the Company.

As a fully-owned subsidiary of CEPSA, the Company does not have any employee considered as Senior Management; Senior Management positions are exclusively reserved to Compañía Española de Petróleos, S.A.

Dated June 16, 2023, the Single Shareholder accepted, as recorded in the minutes of Single Shareholder decisions, the resignation of Mr. Gonzalo Saenz Muñoz as Joint and Several Director of the Company, as requested in a letter presented to the Company on that date.

Dated November 6, 2023, the Single Shareholder appointed, as recorded in the minutes of Single Shareholder decisions, Mr. Luc Jean Jacques Steuns as Joint and Several Director of the Company. Mr. Steuns, who was attending the meeting, thanked the Single Shareholder for the confidence in him and accepted the appointment.

The Directors and Officers Liability Insurance policy taken out by CEPSA Group was extended for a further 12 months on December 23, 2023, with a net annual premium of EUR 145 thousand for the entire group. This premium is paid by CEPSA as policy holder and cannot be broken down by individuals, as in addition to covering the Group's Directors and Officers, the policy also provides coverage for any employees discharging similar management functions on behalf of the company.

10.4 Information on Directors' conflicts of interest

Neither at the end of 2023 nor as at the date of authorization for issue of these Annual Financial Statements, in compliance with the provisions of the Companies Act, none of the Joint and Several Directors of the Company have reported any direct or indirect conflict of interest that they, or their related partes, may have with the interest of the Company.

10.5 Agreements entered into with the Single Shareholder

The Company has entered into several agreements with its Single Shareholder, Compañía Española de Petróleos, S.A.:

- A Credit Facility, with a maximum limit of EUR 5,000,000, under which the Single Shareholder has drawn down EUR 4,632,479 as at December 31, 2023. The purpose of this credit facility is to provide finance for the Company's operating assets and liabilities; accordingly, the facility may have a credit or debit balance. The facility matures on October 31, 2024, and establishes an agreed interest rate of 1-month Euribor plus a 1.75% spread for both debit and credit balances.
- A Credit Facility, with a balance and maximum limit of EUR 497,442,500, under which the Single Shareholder has drawn down the entire amount as at December 31, 2023. The purpose of this credit facility is the management of the Company's funding; accordingly, the facility may solely have a debit balance for the Company. The facility matures on February 17, 2025, and establishes an agreed interest rate of 1.2827%.
- A Credit Facility, with a balance and maximum limit of EUR 395,370,000, under which the Single Shareholder has drawn down the entire amount as at December 31, 2023. The purpose of this credit facility is the management of the Company's funding; accordingly, the facility may solely have a debit balance for the Company. The facility matures on February 12, 2028, and establishes an agreed interest rate of 0.9720%.
- A Credit Facility, with a balance and maximum limit of EUR 496,377,500, under which the Single Shareholder has drawn down the entire amount as at December 31, 2023. The purpose of this credit facility is the management of the Company's funding; accordingly, the facility may solely have a debit balance for the Company. The facility matures on February 16, 2026, and establishes an agreed interest rate of 2.5309%.

11 Environmental information

Given its activity, the Company has no environmental liabilities, expenses, assets, provisions or contingent liabilities that might be material in connection with its equity, financial position or the results of its operations. Accordingly, no specific environmental disclosure is included in the notes.

12 Other information

12.1 Personnel

In 2023 and 2022, CEPSA FINANCE, S.A.U. has had no employees.

CEPSA

12.2 Auditor's fees

In 2023, the agreed fees invoiced by DELOITTE, the statutory auditor of the Company, for the audit of financial statements have amounted to EUR 6,593.

13 Management of risks associated with the Company's activity

13.1 Main risks associated with the Company's activity

The activities of the Company are conducted in environments where the evolution of a number of external factors may affect the way operations are conducted as well as the results of those operations.

In particular, the Company is exposed to the following risks arising from the use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

In this Note, the Company discloses information about its exposure to each of the above-mentioned risks, as well as about the objectives, policies and procedures for risk measurement and management. Additional quantitative disclosures are presented below.

13.2 Risk management model

CEPSA Group, acting through the Audit Committee, the Risk Committee, other ad-hoc Committees and each Area General Manager, regularly monitors and controls risks and, where appropriate, adjust its risk profile to the prevailing circumstances.

i. Credit risk

Credit risk is the risk that one party to a financial instrument or purchase agreement will cause a financial loss for the other party by failing to discharge an obligation. The Company is exposed to credit risk in its operating activities (mainly in connection with trade receivables) and in its financing activities, including deposits with banks and financial institutions, foreign currency transactions and other financial instruments.

The carrying amount of financial assets recognized in the Balance Sheet as of December 31, 2023, represents the Company's maximum exposure to credit risk.

In order to mitigate the risk arising from cash and financial debt, the Company only operates with reputable and highly solvent international and Spanish financial institutions. Additionally, the Company analyzes counterparty risk when arranging investments and the purchase of financial instruments.

ii. Liquidity risk

Liquidity risk refers to the ability of the Company to access to funding at reasonable market prices, as well as to its ability to meet the financial needs required for the appropriate conduction of its operations.

The Company continuously monitors its financial position, prepares short-term cash flows forecasts and a long-term financial planning reflected in both the annual budget and the strategic plan.

The Company regularly assesses risk concentration in connection with the refinancing of its debt and has concluded that risk concentration is low.

iii. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed to market risk arising from interest rate that has an impact on its net finance income/(expense).

Exposure to interest rate risk is mainly associated with loans t floating rates.

In order to manage and mitigate this risk, the Company has obtained financing through the issuance of fixed interest rate bonds.

14. Events after the reporting period

Between the end of the reporting period and the date of authorization for issue of these financial statements, no significant events have occurred other than those presented in these financial statements.

Cepsa Finance, S.A.U., Directors' Report for the annual period ended December 31, 2023

The comments regarding the environment in which the various businesses have developed, as well as the comments regarding the activities of Cepsa Finance, S.A.U. in its various operating areas and the risks associated with those activities, are presented in Cepsa Group Directors' Report.

Similarly, the information contained in said Report regarding significant events after the reporting period and the expected performance of the consolidated Group, are fully applicable to Cepsa Finance, S.A.U.

Situation of the Company and evolution of its business

CEPSA FINANCE, S.A.U. (hereinafter, the "Company") was incorporated, with indefinite duration, in a public deed dated September 27, 2018, authorized by Mr. Carlos Solis Villa Notary Public in and for Madrid and recorded under number 1,709 in his protocol, and was registered with the Companies Register in and for Madrid under the 1st entry on Page number M-677920, in folio 141 of volume 38,084 of the 8th Section of the Companies Book, with T.I.N. A-88202015. Initial capital contributions were made in cash.

The Company has its registered offices in 28046-Madrid, at Cepsa Tower, 259-A Paseo de la Castellana.

The Company's object consists in the following activities:

- To create, incorporate, or be in any way involved in the management and/or oversight of businesses and companies, including the businesses and companies of the same Group to which it belongs.

- To provide funding for companies and/or projects or businesses of companies, including any companies of the same Group to which it belongs.

- To borrow and/or to lend amounts of cash and to raise funds by issuing any kind if financial instruments, including any kind of debt securities, for placement thereof in both domestic and international markets.

- To provide with advice, and to render professional financial advisory services, to undertakings and companies of the same Group to which it belongs and to third parties.

- To provide guarantees binding the Company and to pledge or mortgage its assets to secure the Company or third-parties obligations, including those of the companies of the same Group to which it belongs.

- To purchase, dispose of, manage, and operate registered assets and, generally, any properties.

- To trade currencies, securities, and, generally, any assets.

- To develop and market patents, trade names, licenses, know-how and any other industry property rights.

- To conduct any other financial activities in connection with the above-mentioned activities, for the conduction of which the Company is duly authorized and qualified.

The Company may conduct the activities included in its object fully or partially in an indirect manner through the ownership of shares in companies with similar or analogous object, including the incorporation, membership and management of corporations, joint ventures, or any other legal persons, or through any other legally admitted way.

The statement of financial position of the Company reflects a significant debt with bondholders that reverted into a credit facility granted to the single shareholder. Since both items are referenced to the same market reference, we believe that the Company will positively perform, both now and during the coming 2024.

Results

As at December 31, net revenue in 2023 has amounted to EUR 23,482,979.

Profit before taxes in 2023 has amounted to EUR 1,872,086. After deducting income tax expense, profit after taxes has amounted to EUR 1,404,065.

Financial and asset position

As at December 31, 2023, Cepsa Finance, S.A.U. total assets amounted to EUR 1,414,259,062, of which EUR 1,389,190,000 related to the net value of non-current assets. Equity amounted to EUR 1,590,358, or 0.1% of total assets.

As at December 31, 2023, the Company has net current assets amounting to EUR 7,692,759 (net current assets amounting to EUR 4,372,551 as at December 31, 2022).

Capital structure and shares

At the end of 2023 and 2022, the Company's share capital amounted to EUR 100,000, and was represented by 100,000 ordinary registered shares of a single class and series. All shares were fully subscribed and paid-up and were represented by securities of EUR 1 each, sequentially numbered 1 to and including 100,000.

All shares are owned by Compañía Española de Petróleos, S.A.

Shares in the Company are not listed in any Stock Exchange.

Own shares

As at December 31, 2023, the Company did not hold own shares, and had not concluded any transaction with own shares during the reporting period.

Research and development

During the reporting period, the Company has not carried any research and development activities.

Average period of payment to suppliers

During the reporting period, the average period of payment to suppliers has been 45.5 días, well within the statutory 60-day period required by Act 15/2010, of July 5, establishing measures to combat late payment in commercial transactions (see note 7.3).

Events after the reporting period

Between the end of the reporting period and the date of authorization for issue of these financial statements, no significant events have occurred that should be presented in this section.

Authorization for issue of Annual Financial Statements and Directors' Report for the annual financial year 2023 of CEPSA FINANCE, S.A.U.

The Annual Financial Statements —Statement of Financial Position, Statement of Profit or Loss, Statements of Changes in Equity, Statement of Chash Flows and Notes— and the Directors' Report of **CEPSA FINANCE, S.A.U.** for financial year 2023 contained in this document have been authorized for issue by the Joint and Several Directors of the Company on the date hereof, in witness whereof they have been signed by all Directors in compliance with the provisions of article 253 of the Recast Text of the Companies Act.

To the best of our knowledge, the accompanying annual financial statements, prepared in accordance with the generally accepted accounting principles, fairly present the equity, the financial position and the results of the operations of the Company, and the Directors' Report includes a true and accurate discussion of the performance, results and position of the Company, together with a description of the main risks and uncertainties to which the Company is exposed.

Madrid, March 12, 2024

[Illegible signature]	*[Illegible signature]*
Carlos Luis Villanueva Girón Joint and Several Director	Luc Jean Jacques Steuns Joint and Several Director

*Don **Esteban Veyrat Marqués**, Traductor-Intérprete Jurado de **inglés** nombrado por el Ministerio de Asuntos Exteriores, Unión Europea y Cooperación, certifica que la que antecede es traducción fiel y completa al **inglés** de un documento redactado en **castellano**.*

***Esteban Veyrat Marqués**, sworn translator of **English** authorised by the Spanish Ministry of Foreign, European Union and International Cooperation Affairs, hereby certifies that the text above is a faithful and complete **English** translation of a document written in **Spanish**.*

Madrid, March 18, 2024