

**NATIONAL SECURITIES MARKET COMMISSION**

Pursuant to Article 227 of the restated text of the Securities Market Law approved by Royal Legislative Decree 4/2015 of 23 October (*texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*), Banco de Sabadell, S.A. (Banco Sabadell), informs the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) of the following

OTHER RELEVANT INFORMATION

The Board of Directors of Banco Sabadell, in its meeting held yesterday, resolved to hold the Ordinary General Meeting of Shareholders at 18:00 on 24 March 2022, in Alicante, at the Auditorio de la Diputación de Alicante, Paseo Campoamor s/n, at second call, as it is foreseeable that it cannot be celebrated at first call, which is also scheduled at the same location and time on 23 March 2022. The Notice of Meeting and Proposed Resolutions which shall be presented in the Ordinary General Meeting of Shareholders for their approval, are duly attached.

Gonzalo Baretino Coloma
Secretary General

Alicante, 18 February 2022

BANCO DE SABADELL, SOCIEDAD ANÓNIMA

ANNOUNCEMENT OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of Banco de Sabadell, Sociedad Anónima, hereby gives notice of the Ordinary General Meeting of Shareholders to be held at 6:00 pm on 24 March 2022, at the Auditorio de la Diputación de Alicante, Paseo Campoamor, w/o number, in Alicante, at second call, since it will foreseeably not be quorate at the first call, which is also hereby scheduled at the same location at 6.00 pm on 23 March 2022.

At its meeting held on 17 February 2022, the Board of Directors resolved to enable remote proxy appointment and voting prior to the General Meeting, as well as the systems and procedures necessary for shareholders and their proxies to attend the General Meeting by remote means, in accordance with the provisions of the Articles of Association and the Regulations of the General Meeting of Shareholders.

The General Meeting will be held under the following:

AGENDA

1. Examination and approval, where appropriate, of the Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Net Equity, Cash Flow Statements, and Notes to the Annual Accounts) as well as the Directors' Report of Banco de Sabadell, Sociedad Anónima, and those of its Consolidated Group, approval of the corporate management and the actions carried out by the directors of Banco de Sabadell, Sociedad Anónima, All the foregoing with reference to the year ended 31 December 2021.
2. Approval of the Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima.
3. Examination and approval, as the case may be, of the proposal for allocation of the results and distribution of the dividend of 0.03 euros per share in respect of the financial year ended 31 December 2021.
4. Appointment of Directors.
 - 4.1 Ratification and appointment of Mr Luis Deulofeu Fuguet as Independent Director, at the proposal of the Appointments and Corporate Governance Committee.

- 4.2 Re-election of Mr Pedro Fontana García as Independent Director, at the proposal of the Appointments and Corporate Governance Committee.
 - 4.3 Re-election of Mr George Donald Johnston III as Independent Director, at the proposal of the Appointments and Corporate Governance Committee.
 - 4.4 Re-election of Mr José Manuel Martínez Martínez as Independent Director, at the proposal of the Appointments and Corporate Governance Committee.
 - 4.5 Re-election of Mr David Martínez Guzmán as Proprietary Director, at the proposal of the Board of Directors.
5. Delegation to the Board of Directors, within the limits stipulated by law, of the power to increase the share capital, once or several times, with the power to exclude pre-emptive subscription rights in the event that the increase or increases do not exceed, in aggregate, 10% of the share capital, which shall be computed together with the shares inherent in the securities to be issued under the delegation which is the subject of item six on the Agenda.
 6. Delegation to the Board of Directors of the power to issue, once or several times, securities convertible into shares, preferred participations, as well as warrants or other similar securities which may directly or indirectly entitle to the subscription of shares or otherwise confer a share in the corporate profits; as well as the power to increase the share capital by the necessary amount, within the legally established limits, and with the power to exclude pre-emptive subscription rights in the event that the increase or increases do not exceed, in aggregate, 10% of the share capital (which limit shall not apply to perpetual securities which may be convertible into shares qualifying as equity instruments under the solvency rules applicable from time to time), which shall be computed together with the shares to be issued under the delegation which is the subject of item five on the Agenda.
 7. Approval of the cap on variable remuneration for the members of the Group's Identified Staff.
 8. Approval of an information supplement on the Director Remuneration Policy for the financial years 2021, 2022 and 2023.
 9. Delegation of powers to formalise the foregoing resolutions.
 10. Consultative vote on the Annual Report on Directors' Remuneration for 2021.

Right to attend

Shareholders who are the holders of at least one thousand (1,000) shares registered in their name in the central registry of uncertified securities of the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal* (IBERCLEAR) five days prior to the date on which the General Meeting is scheduled are entitled to attend the said meeting. Pursuant to Article 38 of the Articles of Association, shareholders who do not reach this minimum may group together to form such a minimum and delegate any of them or any other person, even if not a shareholder, who, in accordance with the provisions of the aforementioned article of the Articles of Association, may attend the meeting.

Proxy and remote voting prior to the General Meeting

Shareholders may appoint a proxy or vote by remote communication means prior to this General Meeting as set out as follows.

Delivery by hand or post

Shareholders may appoint a proxy or cast their vote remotely by completing and signing a proxy card or, as the case may be, a remote voting card delivering the completed card to any Banco Sabadell Group branch, at the entrance to the General Meeting itself or by post to the following address: Acción Banco Sabadell, Avenida de Elche, 178, 03008 Alicante.

Proxy cards that do not state the name of the appointed proxy are deemed to be granted to the Chairman of the General Meeting or, if the Chairman has a potential conflict of interest, to the Secretary of the General Meeting. The appointment of a proxy who has not received express and specific instructions as to how to vote and who has a potential conflict of interest, is deemed to be passed to the Chairman of the General Meeting or, if the Chairman has a potential conflict of interest, to the Secretary of the General Meeting.

In the event that no express instructions are given in another direction by stipulating them specifically through marking a cross in the corresponding box of the relevant items on the Agenda, it will be understood that the specific instructions have been received to vote in favour of the motions proposed by the Board of Directors. Where any item not on the Agenda is put to a vote, a proxy will vote on such new motions at their discretion, except when the shareholder has instructed the proxy by expressly marking the relevant box. Likewise, it will be understood that a conflict of interest exists for all Directors in relation to items 8 and 10 on the Agenda, and for directors affected by the proposals under items 4

and 7 on the Agenda and any proposals not on the Agenda relating to the separation or the implementation of corporate liability action.

In the case of Agenda items 8 and 10 and of items not on the Agenda, proxy cards that do not state the name of the proxy or that appoint Directors and that do not contain express instructions will be deemed to be granted to the Secretary of the General Meeting, who will vote as he or she deems appropriate. The same will apply to proxy cards without express instructions for items 4 and 7 on the Agenda in favour of the Directors concerned.

Electronic means

Shareholders may exercise these rights through electronic communication channels by following the instructions for proxy appointment and remote voting prior to the General Shareholders' Meeting available in the "General Shareholders' Meeting" section of the corporate website (www.grupobancosabadell.com).

Shareholders who are users of the Banco Sabadell Group's distant banking service (BS Online and BS Mobile) may carry out such proxy appointment or, as the case may be, remote voting via that service, exclusively through Internet, by using their personal identity code.

Shareholders who are not users of the distant banking service who wish to appoint a proxy or, as the case may be, vote remotely by electronic means, may do so through the corporate website (www.grupobancosabadell.com). They must confirm their identity by a current electronic National Identity Document (DNIe in its Spanish initials) or a recognised electronic certificate, that has not been recorded as having been cancelled, issued by the Spanish *Entidad Pública de Certificación Española* (CERES in its Spanish initials), an agency of the Spanish *Fábrica Nacional de la Moneda y Timbre*.

Appointing a proxy or voting remotely by electronic means may be cancelled by express revocation by the shareholder by the same means.

We would remind you of the possibility of delegating by electronic means to the Chairman of the Board of Directors or another member of the Board of Directors, with express voting instructions, if you see fit.

Where any item not on the Agenda is put to a vote, a proxy will vote on such new motions at their discretion, except when the shareholder has expressly instructed the proxy by marking the relevant box.

In-person attendance at the General Meeting

Shareholders or proxies wishing to attend this General Meeting in person must use the attendance card or, as the case may be, the proxy voting card provided by the Secretary of the Board of Directors, duly completed and signed, which shall state the number of votes to which they are entitled at a rate of one for every one thousand (1,000) shares.

Online attendance at the General Meeting

The following are the identification requirements, time and form for electronic attendance at the General Meeting, the instructions for which, approved by the Board of Directors, are available in the "General Meeting of Shareholders" section of the corporate website (www.grupobancosabadell.com).

Pre-registering to attend the General Meeting online

In order to ensure the proper management of the online attendance systems, shareholders who are entitled to attend or their proxies (if any) who wish to remotely attend the General Meeting must register in advance through the online attendance application between 08:00 am (CET) on 9 March 2022 and 5:30 pm (CET) on 22 March 2022.

Shareholders or their proxies may register in advance through the corporate website (www.grupobancosabadell.com) and must confirm their identity with a current electronic National Identity Document (DNIe in its Spanish initials) or a recognised electronic certificate that is not recorded as having been cancelled, issued by the Spanish *Entidad Pública de Certificación Española* (CERES in its Spanish initials), an agency of the Spanish *Fábrica Nacional de Moneda y Timbre* or, in the case of users of the Banco Sabadell Group's distant banking service (BS Online and BS Mobile) who are using that service, exclusively through Internet, by using their personal identity code.

Under this pre-registration procedure, a shareholder or proxy must create a password for use to connect to the online attendance app on the day of General Meeting.

Online attendance at the General Meeting

Following completion of the pre-registration procedure for online attendance of the General Meeting, the shareholder or proxy must connect to the online attendance application through the corporate website (www.grupobancosabadell.com) between 4.00 pm and 5.30 pm (CET) on 23

March 2022, the day of the General Meeting at first call, or between 4.00 pm and 5.30 pm (CET) on 24 March 2022, the day of the General Meeting at second call, using their identification document number and the password created in their application to pre-register or, in the case of users of the Banco Sabadell Group's distant banking service (BS Online and BS Mobile) who are using that service, exclusively through Internet, by using their personal identity code. For legal persons, the identity document will be the proxy's identity document.

If, as is likely to be the case, the required quorum is not reached at first call, notice of that will be given in the online attendance application with confirmation of the second call for the General Meeting. To attend it, it will be necessary to log in again as indicated.

Attendees will not be allowed to connect outside those times.

Shareholders or proxies who have not satisfied the pre-registration requirements as set out and in time will not be able to attend the General Meeting remotely.

Participation

Statements addressed to the meeting, requests for information and, as the case may be, any motions in appropriate cases, must be submitted by a shareholder or his/her its proxy in online attendance at General Meeting who wishes to speak at the General Meeting in exercise of his/her right to information in writing via the link provided for that purpose in the online attendance application at the time at which they connect on the day on which General Meeting is held until such time as the Chairman declares that the General Meeting is validly constituted. The maximum length of written submissions is 4,000 characters, and each registered attendee may make only one submission. Shareholders or their proxies who wish their intervention to be noted in the minutes of General Meeting should expressly state in the heading of the text of their intervention.

Requests for information or clarifications that are stated in that manner, will be responded to in writing within seven days following the General Meeting, without prejudice to the possibility of such being done in the course of the meeting itself.

Vote

Votes on motions relating to items on the Agenda may be cast via the voting procedure set up for this purpose in the online attendance application. Those attending the General Meeting may vote from the time at which they connect on the day of the General Meeting until the time when, after the reading of motions

by the Secretary of the General Meeting, voting on the motions begins at the venue where the in-person meeting is being held.

When an attendee does not state how they wish to vote, they shall in any event be deemed to vote in favour of the motions proposed by the Board of Directors on each Agenda item.

In relation to motions on matters which by law are not required to appear on the Agenda, online attendees may cast their votes from the time at which the Chairman of General Meeting indicates they may do so, following the reading of any such motions.

Rules on proxy appointments and remote voting prior to the General Meeting and online attendance at the Meeting

1. Proxy appointments and votes by remote communication means must be received by Banco de Sabadell, Sociedad Anónima, before 11:59 pm on the day before the General Meeting is to be held.
2. To access the General Meeting in person, shareholders who are natural persons must show their attendance card and National Identity Card (DNI in its Spanish initials) or another appropriate legal document. Proxies representing shareholders that are legal persons must provide proof of their status with the appropriate legal documents. Proxies appointed to vote by a shareholder must also identify themselves by showing the appropriate legal documents. When attending remotely, an attendee must identify himself/herself as described in the instructions for online attendance at General Meeting.
3. Proxy appointments and votes by remote communication means can be revoked at any time provided that they are expressly revoked and via the same means by which they were made, within the time for making an appointment or exercising the right to vote, without prejudice to the terms set out under points 8 and 9.
4. Where a shareholder appoints several proxies for the same shares, the most recent proxy received by Banco de Sabadell, Sociedad Anónima, will take preference, regardless of the means employed for the proxy appointment.
5. If a shareholder casts their vote several times for the same shares, the most recent vote received by Banco de Sabadell, Sociedad Anónima, will take preference, regardless of the means employed for casting the vote.
6. A shareholder who votes remotely will be deemed to be present for the purposes of the constitution of General Meeting. If Banco de Sabadell, Sociedad Anónima, receives a duly signed proxy card and a remote voting card, the remote vote will take preference if a vote has been marked for all

or some of the items on the Agenda. If no vote is marked, the appointment of a proxy will be deemed to be valid so long as it otherwise fulfils the necessary requirements.

7. In-person attendance at the General Meeting will render online attendance by a shareholder or their proxy ineffective.
8. The in-person or online attendance of the shareholder at the General Meeting, as well as attendance resulting from a vote cast remotely prior to the holding of the General Meeting, entails the revocation of any proxy granted, regardless of the date and means employed.
9. The in-person or online attendance of a shareholder at the General Meeting entails the revocation of a vote cast by remote means of communication.
10. Each shareholder has sole responsibility for the proper use of their electronic National Identity Card (DNIe in its Spanish initials) and their electronic signature creation data and the safekeeping of the electronic certificate for exercise of their proxy or remote voting rights or online attendance at the General Meeting; and, in the case of users of the Banco Sabadell Group's distant banking service (BS Online and BS Mobile), the safekeeping of their personal identity code.
11. Banco de Sabadell, Sociedad Anónima, reserves the right to modify, suspend, cancel or restrict the mechanisms for proxy and voting by electronic means and for online attendance when required or forced to do so for technical or security reasons. Banco de Sabadell, Sociedad Anónima, will bear no liability for any harm or loss suffered by any shareholder as a result of outages, overloads, communication cable failures, connection failures, any failing of the postal service provided by the Post Office or any other circumstance of the same or a similar nature which is beyond the control of Banco de Sabadell, Sociedad Anónima, that may hinder or prevent a shareholder in or from appointing a proxy or casting a vote by remote communication means or remotely attending the General Meeting. If for technical reasons not attributable to Banco de Sabadell, Sociedad Anónima, it is not possible to remotely attend the General Meeting as described in this document or if there is a temporary or permanent interruption to communications during the meeting, a shareholder may not use claim that such circumstances constitute an unlawful prevention of the exercise of his/her rights.

Right to information

Pursuant to the provisions of the Capital Companies Law, the Articles of Association and the Regulations of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, as and from the date of publishing this notice of the General Meeting of Shareholders, all shareholders are entitled to examine the documents listed below at the registered office in Alicante at Avenida Óscar Esplá,

37, and to obtain copies of them from Banco de Sabadell, Sociedad Anónima, in hand or by mail, immediately and free of charge:

1. The motions submitted by the Board of Directors of Banco de Sabadell, Sociedad Anónima, to the General Meeting for approval.
2. The Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow Statements, and Notes to the Annual Accounts) as well as the Directors' Report of Banco de Sabadell, Sociedad Anónima, and those of its Consolidated Group for the year ended 31 December 2021, and the corresponding auditors' report.
3. The Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima.
4. The Annual Report on Corporate Governance 2021 of Banco de Sabadell, Sociedad Anónima.
5. The current Articles of Association of Banco de Sabadell, Sociedad Anónima.
6. The current Regulations of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima.
7. The current Regulations of the Board of Directors of Banco de Sabadell, Sociedad Anónima.
8. List of the full names, ages, nationalities and addresses of the directors of Banco de Sabadell, Sociedad Anónima, and the date on which they were first appointed.
9. CVs of the persons whose ratification and appointment, or re-appointment, as Directors is submitted to the General Meeting of Shareholders for approval.
10. Reports of the Appointments and Corporate Governance Committee in relation to its proposals to the Board of Directors to submit to the General Meeting of Shareholders the ratification and appointment of Mr Luis Deulofeu Fuguet and the re-election of Mr Pedro Fontana García, Mr George Donald Johnston III and Mr José Manuel Martínez Martínez as Independent Directors.
11. Report of the Appointments and Corporate Governance Committee preceding the proposal of the Board of Directors to the General Shareholders'

Meeting for the re-election of Mr David Martínez Guzmán as Proprietary Director.

12. Supporting reports of the Board of Directors, assessing the competence, experience and merits in relation to the proposal of the Appointments and Corporate Governance Committee for the ratification and appointment of Mr Luis Deulofeu Fuguet and the re-election of Mr Pedro Fontana García, Mr George Donald Johnston III and Mr José Manuel Martínez Martínez as Independent Directors.
13. Report of the Board of Directors on its proposal to the General Shareholders' Meeting for the re-election of Mr David Martínez Guzmán as Proprietary Director.
14. Report presented by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in relation to the delegation to the Board of Directors of the power to increase the share capital on one or more occasions, with the power, where appropriate, to exclude pre-emptive subscription rights in the event that the increase or increases do not exceed, in aggregate, 10% of the share capital.
15. Report presented by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in relation to the delegations to the Board of Directors of the power to issue on one or more occasions securities convertible into shares of Banco de Sabadell, Sociedad Anónima, preferred participations, as well as warrants or other similar securities that may give the right, directly or indirectly, to the subscription of shares of Banco de Sabadell, Sociedad Anónima, or otherwise confer a share in the corporate profits, as well as the power to increase the share capital by the necessary amount, within the legally established limits, with the power, where appropriate, to exclude pre-emptive subscription rights in the event that the increase or increases do not exceed, in the aggregate, 10% of the share capital (this limit shall not apply to perpetual securities which may be convertible into shares qualifying as equity instruments under the solvency rules applicable from time to time).
16. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in support of the proposal to approve the cap on the variable remuneration for the members of the Identified Staff, which includes the list of the aforementioned members of the Identified Staff of Banco de Sabadell, Sociedad Anónima.
17. Information supplement on the Director Remuneration Policy for the financial years 2021, 2022 and 2023.

18. Report by the Remuneration Committee on the reasoned proposal to approve the information supplement on the Director Remuneration Policy for the financial years 2021, 2022 and 2023.
19. Annual Report on Director Remuneration 2021.
20. In compliance with article 511.3 of the Capital Companies Law, in relation to the issue of perpetual securities which may be convertible into ordinary shares of Banco de Sabadell, Sociedad Anónima: (a) the Report of the directors of Banco de Sabadell, Sociedad Anónima, in relation to said issue of perpetual securities which may be convertible into shares with exclusion of pre-emptive subscription rights, resolved by the Board of Directors on 30 September 2021 and (b) the Report of an independent expert other than the auditor on the issue of preferred participations which may be convertible in the case of articles 414, 417 and 511 of the consolidated text of the Capital Companies Law, dated 30 September 2021.

As from the publication of this notice of meeting and until the General Meeting is held, shareholders may access the following documents on the website of Banco de Sabadell, Sociedad Anónima, (www.grupobancosabadell.com), in the section "Shareholders and Investors": the notice of the meeting; the total number of shares and voting rights; the documents listed above that are made available to shareholders, and the other documents and reports published on the website of Banco de Sabadell, Sociedad Anónima; the Articles of Association; the Regulations of the General Meeting of Shareholders, and the proxy rules, as well as the instructions for granting a proxy and remote voting prior to the General Meeting and the instructions for online attendance at the General Meeting.

For the same period of time, shareholders will have access to the Electronic Shareholders' Forum of Banco de Sabadell, Sociedad Anónima, which they may use under the terms and conditions set out in the website in accordance with the Electronic Shareholders' Forum Regulations.

Shareholders may apply in writing for clarifications of the matters on the Agenda and of the information provided to the Spanish National Securities Market Commission since the last General Meeting, and of the auditor's report, until the fifth day before the General Meeting by following the instructions in the document entitled "Right to information", which is available on the company's website (www.grupobancosabadell.com); such questions will be answered before the meeting.

Shareholders representing at least three per cent of the share capital may request the publication of a supplement to the notice of the General Meeting, to include

new items on the Agenda and may submit reasoned proposals for resolutions on matters already included on the Agenda or which should be included therein, by means of reliable notification to be received at the registered office of Banco de Sabadell, Sociedad Anónima, located in Alicante, Avenida Óscar Esplá, number 37, within five days of the publication of this notice of meeting. The procedures for the exercise of those shareholder rights are duly set out on the website of Banco de Sabadell, Sociedad Anónima.

There will also be a sign-language interpreter for people with hearing disabilities who attend the General Meeting at the Auditorio de la Diputación de Alicante in person.

Measures due to the health situation

On the day of the General Shareholders' Meeting, the measures adopted or that may be adopted by the authorities for the benefit of protecting the health of the shareholders and their representatives, the employees of Banco de Sabadell, Sociedad Anónima, and the other persons participating in the holding of the General Meeting of Shareholders in the Auditorio de la Diputación de Alicante shall be respected.

Role of the Notary in the General Meeting

In accordance with Article 203 of the Capital Companies Law and Article 15.2 of the Regulations of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, the directors will engage a notary to minute the General Meeting.

Data protection

The personal data contained in this document, which the shareholders or their representatives, as the case may be, provide to Banco de Sabadell, Sociedad Anónima to exercise their right to attend, grant proxy and vote and participate at the General Meeting or which are provided by the banks and securities firms at which such shareholders have deposited their shares, through IBERCLEAR, will be processed, by Banco de Sabadell, Sociedad Anónima, as data controller, for the purposes of managing and overseeing the shareholders' status and for giving notice of the General Meeting, holding it and publicising it, as well as to fulfil the obligations established by law. This processing is necessary for those purposes and the legal basis of that processing lies in the shareholder's status as such and the fulfilment of legal obligations. The data will be provided to the notary who will attend the General Meeting, as provided by law, and may be provided to third parties in exercise of the right to information established by law or made

accessible to the public insofar as they appear on documentation available on the corporate website (www.grupobancosabadell.com) or are made public at the General Meeting.

The General Meeting may be recorded and broadcast audiovisually and be made available to the public, partly or wholly, via the corporate website of Banco de Sabadell, Sociedad Anónima, (www.grupobancsabadell.com) and in accredited media outlets. Attendance at the General Meeting implies that the attendee accepts and consents expressly, unequivocally and conclusively to the recording, processing, reproduction, distribution, public communication, viewing and divulgence on the institution's corporate channels and by the media of Banco de Sabadell, Sociedad Anónima and of third parties, of their voice, likeness and any other personal data that may be captured or expressed in the course of the General Meeting of Shareholders.

The legal basis for the treatment of data consisting of likeness or voice is both the existence of a legitimate interest on the part of the Company to record and broadcast the General Meeting that is recognised in the rules and principles of transparency and good corporate governance that are applicable to it, as well as the consent of the person attending the General Meeting while having other alternative means for the exercise of his/her rights at his/her disposal.

Personal data will be retained for as long as the shareholder retains their status as such and for six (6) years thereafter solely to address any legal or contractual actions except where, exceptionally, the statute of limitations period for such legal or contractual actions is greater.

Personal data subjects may, in the terms established in the current data protection regulations, exercise the rights of access, rectification, opposition, limitation of processing, portability, deletion, and any other right recognised by law in connection with data protection, in accordance with the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (General Data Protection Regulation)) and of Organic Law 3/2018, of 5 December, on the Protection of Personal Data and the safeguarding of digital rights, by writing to the registered offices of Banco de Sabadell, Sociedad Anónima, located in Alicante (03007), Avenida Óscar Esplá, 37, or to the following e-mail address: ejercicioderechosprotecdatos@bancsabadell.com. Personal data subjects may submit any claim or request related to personal data protection to the Spanish Data Protection Agency (www.aepd.es) and may contact the Data Protection Officer of the Banco Sabadell group at the following e-mail address: DataProtectionOfficer@bancsabadell.com.

Where the attendance card/proxy card contains personal data referring to natural persons other than the holder or where a third party other than the shareholder attends the General Meeting, the shareholder must inform them of the content of the preceding paragraphs in connection with the processing of personal data and fulfil any other requirements that are applicable for the proper transfer of the personal data to Banco de Sabadell, Sociedad Anónima, without the latter having to perform any additional actions vis-à-vis the interested parties. The legal basis for this processing of third parties' personal data is the same as described above for shareholders.

Secretary of the Board of Directors
Miquel Roca i Junyent

Alicante, 17 February 2022

The English version is a translation of the original in Spanish and is provided for information purposes only. In case of discrepancy, the original version in Spanish shall prevail.

MOTION WITH REGARD TO AGENDA ITEM ONE.

Approve the Annual Accounts - Balance Sheet, Profit and Loss Account, Statements of Changes in Equity, Cash Flow Statements, and Notes to the Annual Accounts- as well as the Directors' Report of Banco de Sabadell, Sociedad Anónima, and of its consolidated group, all in respect of the year ended 31 December 2021; and the corporate management and actions carried out by the directors of Banco de Sabadell, Sociedad Anónima, during the year commencing on 1 January 2021 and ending on 31 December of the same year.

MOTION WITH REGARD TO AGENDA ITEM TWO.

To approve the Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima, for the financial year 2021, which has been drawn up by the Board of Directors in accordance with the Commercial Code and the revised text of the Capital Companies Law approved by Royal Legislative Decree 1/2010, of 2 July.

MOTION WITH REGARD TO AGENDA ITEM THREE.

To approve the proposal of the Board of Directors for allocation of the results and distribution of the dividend, consisting of distributing the profit obtained as follows:

To voluntary reserves	159,603,522.30 Euros
To legal reserve	0.00 Euros
To Canary Islands investment reserve	0.00 Euros
To dividend distribution	168,808,941.03 Euros
Dividend payable as and from 01/04/2022	0.03 Euros per share

MOTIONS WITH REGARD TO AGENDA ITEM FOUR.

1. First motion under Agenda item four.

At the proposal of the Appointments and Corporate Governance Committee, ratify the appointment, by co-option approved by the Board of Directors, of Mr. Luis Deulofeu Fuguet, with tax ID no. 40952786K, with the status of Independent Director, and, in accordance with the provisions of article 50 of the Articles of Association, approve his appointment as a member of the Board of Directors for a term of four years from this date, with the status of Independent Director.

2. Second motion under Agenda item four.

At the proposal of the Appointments and Corporate Governance Committee, and in accordance with the provisions of Article 50 of the Articles of Association, re-appoint Mr Pedro Fontana García, with tax ID no. 37648959Y, as a member of the Board of Directors for a term of four years, with the status of Independent Director.

3. Third motion under Agenda item four.

At the proposal of the Appointments and Corporate Governance Committee, and in accordance with the provisions of article 50 of the Articles of Association, to re-elect Mr George Donald Johnston III, a British national, with NIE Y3531706R, as member of the Board of Directors for a period of four years, with the status of Independent Director.

4. Fourth motion under Agenda item four.

At the proposal of the Appointments and Corporate Governance Committee, and in accordance with the provisions of Article 50 of the Articles of Association, re-appoint Mr José Manuel Martínez Martínez, with tax ID no. 22394123N, as a member of the Board of Directors for a term of four years, with the status of Independent Director.

5. Fifth motion under Agenda item four.

At the proposal of the Board of Directors, with the favourable report of the Appointments and Corporate Governance Committee, and in accordance with the provisions of article 50 of the Articles of Association, to re-elect Mr David Martínez Guzmán, a British national, NIE Y3452909W, as member of the Board of Directors for a period of four years, with the status of Proprietary Director.

MOTION WITH REGARD TO AGENDA ITEM FIVE.

Revoking the delegation conferred in resolution four adopted by the General Meeting of Shareholders of 19 April 2018 in the amount no used, to empower the Board of Directors of Banco de Sabadell, Sociedad Anónima, as broadly as may be necessary in law, so that, in accordance with the provisions of article 297.1.b) of the Capital Companies Law, it may increase the share capital on one or several occasions and in the amount, dates, conditions and other circumstances that the Board of Directors may decide, with powers to be replaced by the Director or Directors that the Board of Directors deems appropriate, up to the maximum limit and during the maximum term provided by law, being able to establish the characteristics of the shares, and freely offer the new shares not subscribed within the preferential subscription period(s), establish at its discretion that, in the event of incomplete subscription, the capital increase shall be without effect (in the absence of such provision, the provisions of article 507 of the Capital Companies Law shall apply) and redraft the article of the Articles of Association relating to share capital. This power may only be exercised to the extent that the Board of Directors, adding together the amount of the capital increase or increases made on the basis of this authorisation and those made to cover the conversion of convertible bonds, preferred participations, warrants and other securities similar to these issued under the authorisations granted by this General Meeting of Shareholders, does not exceed the limit referred to above.

The delegation includes the power of the Board of Directors to set all the terms and conditions of the capital increase or increases, if any, resolved on the basis of this delegation in accordance with the limits set forth in article 297.1.b) of the Capital Companies Law, in particular, if appropriate, the issue premium on the new shares, the issue of preferred share, non-voting shares or redeemable shares and other securities or financial instruments referenced to or related to the shares of Banco de Sabadell, Sociedad Anónima, which involve an increase in share capital, and the power to apply for admission, continued listing and delisting of the shares issued or any other procedures necessary for the new shares subject to the capital increase or increases to be admitted to trading on the national and, where appropriate, foreign stock exchanges on which the shares of Banco de Sabadell, Sociedad Anónima are admitted to trading at any time, in accordance with the procedures laid down in each of said stock exchanges. It also includes the power, where appropriate, to totally or partially exclude pre-emptive subscription rights in relation to share issues that may be resolved pursuant to this delegation when the interests of the company so require under the conditions set forth in article 506 of the Capital Companies Law. In the event that pre-emptive subscription rights are excluded, the agreed share capital increase, together with the amount of the capital increase(s) that would have been carried out excluding such rights to cover the conversion of convertible debentures, preferred participations, warrants and other similar securities that may be issued under the authorisations of this delegation of powers granted by this General Meeting of Shareholders, may not exceed 10% of the share capital (this limit shall not apply to perpetual securities which may be

convertible into shares qualifying as equity instruments under the solvency regulations applicable from time to time).

If, in use of the aforementioned powers, the Board of Directors decides to suppress pre-emptive subscription rights in relation to a specific capital increase that it may decide to carry out under this authorisation, it shall issue, at the time of deciding the increase, a report detailing the specific reasons in the company's interest that justify such measure, accompanied, if legally required or if the Board of Directors decides to obtain it voluntarily, by the report of an independent expert as provided for in article 308 of the Capital Companies Law. These reports will be made available to the shareholders and communicated to the first General Meeting of Shareholders be held after the resolution to increase the share capital, in accordance with the provisions of the aforementioned article 506 of the Capital Companies Law.

The Board of Directors is expressly empowered, as broadly as legally possible, with powers to be replaced by any Director or Directors that the Board of Directors deems appropriate and, without prejudice to any delegations or powers of attorney already existing, to correct, clarify, interpret, complete, identify or specify, as the case may be, the resolutions adopted and, in particular, to correct any defects, omissions or errors that may be detected.

Likewise, the Board of Directors is expressly empowered, as broadly as legally possible, with an express power to be replaced by the Director or Directors that the Board of Directors deems appropriate and, without prejudice to any existing delegations or powers of attorney, to carry out all actions and formalities that may be necessary or merely appropriate to achieve the execution and successful completion of the capital increase or increases that may be agreed under this delegation and, in particular, and merely by way of example, the following:

- (i) draw up, sign and file with the Spanish National Securities Market Commission, if necessary, the prospectus relating to the capital increase or any equivalent document, in accordance with the provisions of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC, its delegated regulations and other applicable regulations, assuming responsibility for its content, as well as drafting, signing and filing any supplements thereto as may be required, requesting their approval and registration by the Spanish National Securities Market Commission and reporting any inside information, other relevant information and any other that may be necessary or advisable;
- (ii) draft, if any, the International Offering Memorandum or international prospectus in order to facilitate the dissemination of the information relating to the capital increase to international shareholders and investors, assuming responsibility for its content;

- (iii) draft, sign and submit any additional or complementary documentation or information that may be necessary to the Spanish National Securities Market Commission, the Governing Bodies of the Stock Exchanges, the Stock Exchange Company or any other competent domestic or foreign authority or body, in order to obtain authorisation, verification and subsequent execution of the capital increase;
- (iv) appear before the Notary Public of its choice and execute the resolution to increase capital in a public deed, as well as take such actions as may be necessary and approve and formalise such public and private documents as may be necessary or advisable for the full effectiveness of the resolution to increase capital in any of its aspects and contents and, in particular, to correct, clarify, interpret, complete, specify or identify, if appropriate, the resolution adopted and, in particular, to correct any defects, omissions or errors that may be detected in the verbal or written assessment of the Mercantile Registry;
- (v) negotiate, sign and execute such public and private documents as may be necessary in connection with the capital increase in accordance with standard practice in this type of transaction, including, in particular, an underwriting and/or placement agreement, which may include, in turn and among other provisions, the representations and guarantees of Banco de Sabadell, Sociedad Anónima, which are customary in this type of contract, agency contracts, protocols or pre-agreements referring to the aforementioned underwriting or placement contracts, as well as those that may be appropriate for the successful completion of the capital increase, agreeing the commissions and other terms and conditions it deems appropriate, and indemnification of the underwriters, if any;
- (vi) drafting and publishing such notices as may be necessary or desirable; and
- (vii) declare the capital increase closed, if incomplete, once the subscription period has ended and the disbursements of the shares finally subscribed have been made, and redraft the article of the Articles of Association relating to share capital, executing such public and private documents as may be appropriate for the implementation of the capital increase.

MOTION WITH REGARD TO AGENDA ITEM SIX.

Revoking the delegation conferred in resolution five adopted by the General Meeting of Shareholders of 19 April 2018 in the amount not used, to delegate to the Board of Directors of Banco de Sabadell, Sociedad Anónima, in accordance with the general rules on bond issues and pursuant to the provisions of articles 285 to 290, 297, 511, the 15th Additional Provision of the Capital Companies Law and article 319 of the Mercantile Registry Regulation, the power to issue debentures, bonds, preferred participations and any other similar securities representing part of a borrowing convertible into newly issued shares of Banco de Sabadell, Sociedad Anónima, as well as warrants or other similar securities that may directly or indirectly give the right to subscribe shares of Banco de Sabadell, Sociedad Anónima, whether newly issued or otherwise confer a share in the company's profits, in accordance with the following conditions:

1. The issue of the securities which the Board of Directors is empowered to issue under this resolution may be effected on one or more occasions, at any time, within a maximum period of five (5) years from the date of adoption of this resolution.
2. The maximum total amount in nominal value of the issue(s) of securities to be agreed under this delegation agreement shall be two billion euros (€ 2,000,000,000.00) or its equivalent in another currency.
3. On the basis of the delegation of powers agreed herein and by way of illustration only and without limitation, the Board of Directors shall determine, for each issue: its amount, always within the aforementioned overall quantitative limit; the form of disbursement; the place of issue - domestic or foreign - and the currency and, if foreign, its equivalence in euros; the name, whether bonds or debentures - including subordinated -, preferred participations or any other legally admissible name, including capital instruments as provided for in articles 51 to 55 or 62 to 65 of Regulation (EU) no. 575/2013 of 26 June (CRR); the date(s) of issue; the fact that the securities are necessarily, contingently or voluntarily convertible and, if voluntarily convertible, at the option of the holder of the securities or the Bank; the number of securities and their nominal value, which in the case of instruments giving the right to subscribe shares shall not be less than the nominal value of the shares; in the case of warrants and similar securities, the issue price, which in the case of instruments giving the right to subscribe shares shall not be less than their nominal value; the anti-dilution clauses; the exercise price - which may be fixed or variable - and the procedure, term and other conditions applicable to the exercise of the right to subscribe the underlying shares or, as the case may be, the exclusion of such right; the interest rate, fixed or variable, payable at the discretion of Banco de Sabadell, Sociedad Anónima, subject to conditions or mandatory, dates and procedures for payment of the coupon where applicable; the perpetual or redeemable nature and, in the latter case, the redemption period and maturity date; the type of redemption, premiums and lots, the security, including mortgages; the form of representation, by

means of securities, book entries or any other system permitted by law; the subscription system; the system of priority of the securities and any subordination clauses; the legislation applicable to the issue, whether domestic or foreign; request, as the case may be, admission to trading on regulated markets or multilateral trading systems, whether organised or not, domestic or foreign, of the securities to be issued, in accordance with the requirements of prevailing law and regulations in each case; and, in general, any other conditions of the issue, as well as, if appropriate, appointing the Commissioner and approving the fundamental rules governing the legal relations between Banco de Sabadell, Sociedad Anónima, and the Syndicate of Holders of the securities issued, in the event that the constitution of said Syndicate of Holders is necessary.

Furthermore, the Board of Directors is authorised, when it sees fit, and subject, if applicable, to obtaining the appropriate authorisations and the approval of the meetings of the relevant Syndicates of Security holders, to change the terms and conditions of the securities issued, including in particular their respective maturity dates and the interest rate, if any, payable on the securities included in each of the issues made under this authorisation.

4. For the purpose of determining the basis and terms of the conversion, it is agreed to establish the following criteria:

4.1 Debentures, bonds, participations or other similar securities convertible into shares:

- i. The securities (whether bonds, debentures, preferred participations or any others permitted by Law) issued under this resolution shall be convertible into new shares of Banco de Sabadell, Sociedad Anónima, in accordance with a fixed conversion ratio (determined or determinable) to be set by the Board of Directors or consisting of a variable ratio, the latter being empowered to determine whether they are necessarily, voluntarily or contingently convertible and, in the event that they are voluntarily convertible, at the option of the holder or of the issuer, with the frequency and during the period established in the issue resolution, which may not exceed thirty (30) years from the date of issue. This maximum period shall not apply to securities of a perpetual nature.
- ii. The Board of Directors may also establish, in the event that the issue is convertible and exchangeable, that the issuer reserves the right to choose at any time between conversion into new shares or their exchange for outstanding shares of Banco de Sabadell, Sociedad Anónima, specifying the nature of the shares to be delivered at the time of conversion or exchange, and may choose to deliver a combination of newly issued shares with pre-existing shares of Banco de Sabadell, Sociedad Anónima, and, if so, to settle the difference in cash. In any

event, the issuer must respect the equal treatment of all holders of the securities it converts and/or exchanges on the same date.

- iii. For the purposes of conversion, in the case of a fixed conversion ratio, the securities representing part of a borrowing shall be valued at their nominal amount (to which may be added, when so established, the interest or remuneration accrued and pending payment) and the shares at the fixed determined or determinable exchange rate specified in the resolution of the Board of Directors in which this delegation of powers is used, and, in any case, with a minimum of the greater of (i) the average exchange rate, whether arithmetic or weighted at the discretion of the Board of Directors, of the shares on the Continuous Market of the Spanish Stock Exchanges on which the shares of Banco de Sabadell Sociedad Anónima are admitted to trading, according to the closing prices, the average prices of each session or other listing reference, during a period to be determined by the Board of Directors, not exceeding three months or less than three calendar days, which may end up to the day on which the resolution to issue the reference securities is adopted by the Board of Directors, and (ii) the exchange rate of the shares on the same Continuous Market according to the closing price of the last session prior to the adoption of the resolution to issue the reference securities by the Board of Directors. In addition, a discount on this minimum price per share may be set, which may not exceed 25%. In the event that the Board of Directors determines an exchange at a discount to the share price, the resulting conversion price shall not be less than the par value of the shares and Banco de Sabadell, Sociedad Anónima may assume the necessary consideration for the granting of a discounted conversion option.
- iv. It may also be agreed to issue fixed income securities convertible into shares with a variable conversion ratio. In this case, the securities representing part of a borrowing will be valued as indicated in the preceding paragraph and the price of the shares for the purposes of conversion will be the average (either arithmetic and/or weighted) of the shares on the Continuous Market of the Spanish Stock Exchanges on which they are admitted to trading, according to the closing prices, the average prices of each session or another listing reference, during a period to be determined by the Board of Directors, not exceeding three months and not less than three calendar days, which may end up to the day prior to the beginning of the conversion period or the conversion date, as specified. In addition, a minimum and/or maximum reference price of the shares may be established for the purposes of their conversion, on such terms as the Board of Directors may deem appropriate.
- v. When the conversion takes place, the fractions of a share which, where applicable, should be delivered to the holder of the debentures, bonds, preferred participations or other similar securities shall be rounded

down to the next lower whole number and, if the terms and conditions of the issue so provide, each holder shall receive in cash the difference which may arise in such case.

- vi. In no case may the value of the share for the purposes of the conversion ratio of debentures, bonds, preferred participations or other similar securities into shares be less than their nominal value. Pursuant to Article 415 of the Capital Companies Law, debentures may not be converted into shares when the nominal value of the debentures is less than the nominal value of the shares.
- vii. When approving an issue of debentures, bonds, preferred participations or other similar securities convertible into shares under the authorisation conferred by the General Meeting of Shareholders, the Board of Directors shall issue a directors' report developing and specifying, on the basis of the criteria described above, the bases and terms of the conversion specifically applicable to the issue in question and, if legally required or if Banco de Sabadell, Sociedad Anónima decides to obtain it voluntarily, it shall request the report of the independent expert referred to in article 414.2 of the Capital Companies Law.

4.2 Warrants and other similar securities that may directly or indirectly entitle to subscribe newly issued shares of Banco de Sabadell, Sociedad Anónima.

The Board of Directors is empowered to determine, in the broadest terms, the criteria applicable to the exercise of the rights to subscribe shares in Banco de Sabadell, Sociedad Anónima, deriving from the securities of this class issued under the delegation granted herein, applying in relation to such issues the criteria established in section 4.1 above, with the necessary adaptations in order to make them compatible with the legal and financial regime of this class of securities.

- 5. As long as the conversion into shares of the securities that may be issued under this delegation is possible, their holders will have all the rights recognised by the legislation in force, especially the right to be protected by the appropriate anti-dilution clauses.
- 6. The delegation to the Board of Directors also includes, but is not limited to, the following powers:
 - i. The power to develop and specify the bases and terms of the conversion and/or exercise of the rights to subscribe shares deriving from the securities to be issued, taking into account the criteria established in section 4 above.
 - ii. The power of the Board of Directors, pursuant to the provisions of article 511, in relation to article 417 of the Capital Companies Law and

Additional Provision 15 of the aforementioned Law, in those issues paid for by means of cash contributions, to exclude, in whole or in part, the pre-emptive subscription rights of the shareholders, when this is required in order to raise financial resources on the domestic or international markets or in any other way justified by the interests of Banco de Sabadell, Sociedad Anónima. In any event, if the Board of Directors decides to suppress pre-emptive subscription rights in relation to a specific issue of convertible debentures, preferred participations, warrants and other securities similar to these, which it may decide to carry out under this authorisation, it shall issue a report at the time of approving the issue and in accordance with applicable regulations, detailing the specific reasons of corporate interest justifying such measure and, if legally required or if Banco de Sabadell, Sociedad Anónima decides to obtain it voluntarily, it shall obtain the report of the independent expert as provided in section 417.2.b) of the Capital Companies Law. These reports will be made available to shareholders and communicated to the first General Meeting of Shareholders following the resolution of the issue.

- iii. The power to increase the capital by the amount necessary to meet requests for conversion and/or exercise of the right to subscribe shares. Such power may only be exercised to the extent that the Board of Directors, adding together the capital increased to cover the issue of convertible debentures, preferred participations, warrants and other securities similar thereto and the other capital increases agreed under the authorisations granted by this General Meeting of Shareholders Meeting, does not exceed the legal limit of one half of the share capital provided for in article 297.1.b) of the Capital Companies Law and 10% of such total amount of share capital in the event that the issue of convertible securities excludes shareholders' pre-emptive subscription rights. For the purposes of calculating the above limit, account shall be taken of the maximum number of shares into which the debentures, preferred participations or other securities may be converted on the basis of their initial conversion ratio, if fixed, or their minimum conversion ratio, if fixed, determinable or variable, without prejudice to any adjustments that may be made to the conversion ratio after the issue of the securities.

Pursuant to Additional Provision 15 of the Capital Companies Law, the aforementioned limit of 10% of the total share capital in the event that the issue of convertible securities excludes shareholders' pre-emptive subscription rights shall not apply to perpetual securities that may be convertible into shares computable as capital instruments in accordance with the solvency regulations applicable at any given time, the limit for which shall be that of the article 297 of the Capital Companies Law.

This authorisation to increase the capital includes the authorisation to issue and put into circulation, on one or more occasions, the shares

representing the capital necessary to carry out the conversion and/or exercise of the right to subscribe shares, as well as the authorisation to redraft the article of the Articles of Association relating to the amount of the capital and, where appropriate, to cancel that part of the capital increase which has not been necessary for the conversion and/or exercise of the right to subscribe shares. Pursuant to the provisions of article 304.2 of the Capital Companies Law, shareholders shall not have pre-emptive subscription rights in relation to capital increases of Banco de Sabadell, Sociedad Anónima, through the issue of new shares as a result of the conversion of debentures into shares.

7. The Board of Directors is authorised to apply, where appropriate, for admission to trading on official or unofficial secondary markets, whether organised or not, domestic or foreign, of the debentures, bonds, preferred participations or other similar securities convertible into shares or warrants issued on the basis of this delegation, as well as of the shares issued to effect the conversion and/or exercise thereof, and, as the case may be, the subsequent delisting if deemed appropriate, also empowering the Board of Directors, as broadly as may be necessary in law, to carry out the necessary formalities and actions for their admission to trading before the competent bodies of the various domestic or foreign securities markets.

The Board of Directors, at successive General Meeting of Shareholders held by Banco de Sabadell, Sociedad Anónima, shall inform the shareholders of the use, if any, made to date of the delegations referred to in this resolution.

The delegation to the Board of Directors includes an express power to be replaced by the Director or Directors that the Board of Directors deems appropriate, all the powers granted on the basis of this resolution, as well as the broadest powers that may be necessary in law for the interpretation, application, implementation and development of resolutions to issue securities convertible into shares that may be adopted, on one or more occasions, under this resolution and for the corresponding capital increases, also granting it powers to correct and supplement them in all that may be necessary, and, to comply with legal requirements to carry them out successfully, it can correct omissions or defects in said resolutions, pointed out by any authorities, public officials or bodies, in this country or abroad, and is also empowered to adopt such resolutions and execute such public or private documents as it may deem necessary or advisable to adapt the aforementioned resolutions for the issue of securities convertible into shares and the corresponding capital increase for the verbal or written approval of the Mercantile Registrar or, in general, of any other competent domestic or foreign authorities, officials or institutions.

MOTION WITH REGARD TO AGENDA ITEM SEVEN.

Approve the maximum limit applicable to the variable remuneration for the members of the Group's Identified Staff at an amount equivalent to two years' salary, i.e. 200%, of the annual fixed remuneration assigned to each of them, in accordance with the provisions of article 34.1.g) of Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions, and authorise the Board of Directors to include other members that the regulations or the regulators require they be part of the Group's Identified Staff and, in that event, to update the list in the information made available to shareholders at the next General Meeting of Shareholders.

There are 131 members of the Group's Identified Staff to whom the aforementioned maximum limit on variable remuneration applies, having regard to their profiles and responsibilities performed, and the need to retain the professionals whose work has a material impact on the Entity's risk profile (risk takers), as set out in the list made available to shareholders at the time notice was given of the General Meeting of Shareholders.

MOTION WITH REGARD TO AGENDA ITEM EIGHT.

Following a reasoned report by the Remuneration Committee that has been made available to shareholders on the occasion of the notice of the General Meeting of Shareholders, the Board of Directors considers it appropriate to submit, for approval by the General Meeting of Shareholders, the Director Remuneration Policy for the years 2021, 2022 and 2023, which develops and expands the information available in the current Director Remuneration Policy of Banco de Sabadell, Sociedad Anónima (Banco Sabadell, the Bank or the Entity), which was approved by the General Meeting of Shareholders on 26 March 2021.

Subsequent to the approval of the current Director Remuneration Policy, Law 5/2021 of 12 April was enacted, amending the revised text of the Capital Companies Law, approved by Royal Legislative Decree 1/2010 of 2 July, and other financial regulations, with respect to the promotion of long-term shareholder involvement in listed companies, which entered into force in general on 3 May 2021, without prejudice to certain special provisions for certain specific matters.

This regulation redrafted, inter alia, articles 529 *septdecies*, *octodecies* and *novodecies* (seventeenth, eighteenth and nineteenth) of the Capital Companies Law. In particular, certain amendments and additional contents to those previously provided for in this article were introduced in the latter, which establishes the requirements and mandatory content of the director remuneration policy. For its part, the First Transitional Provision of Law 5/2021 stipulated in its first section that the amendment to Article 529 *novodecies* (nineteenth) would enter into force six months after its publication in the Official State Gazette (i.e. on 13 October 2021) and that companies must submit the remuneration policy aligned with these amendments for approval at the first general meeting held after that date.

Although the current Director Remuneration Policy approved in March 2021 already took into account the Draft Bill that led to the aforementioned Law 5/2021, which was at that time at the end of its parliamentary processing, and substantially addresses all the requirements and content applicable to the remuneration policies of directors of listed companies as set out in the new article 529 *novodecies* (nineteenth) of the Capital Companies Law, the Board of Directors of Banco Sabadell approved at its meeting on 17 February 2022, following a favourable report from the Remuneration Committee, this proposal for an information supplement to the Director Remuneration Policy, in order to develop and extend the information available on three specific aspects introduced by the new regulation after its approval, which will improve the overall quality of its contents.

In particular, the proposed information supplement elaborates and expands on (i) the way in which the remuneration and employment conditions of the Bank's employees have been taken into account in setting the Director Remuneration Policy; (ii) how share-based remuneration contributes to the Bank's business strategy and the long-term interests and sustainability; and (iii) the decision-making process followed to determine, review and implement the Director Remuneration Policy.

The development and information supplement of these three specific aspects does not affect, nor does it alter the dispositive content of the current Director Remuneration Policy for financial years 2021, 2022 and 2023 approved by the General Meeting of Shareholders on 26 March 2021, and therefore it is not necessary to draw up a new Policy or to amend it.

On this basis, it is proposed:

To approve, in accordance with the provisions of article 529 *novodecies* (nineteenth) of the Capital Companies Law and the First Transitional Provision of Law 5/2021, the information supplement to the Banco Sabadell Director Remuneration Policy for financial years 2021, 2022 and 2023, the text of which has been made available to the shareholders on the occasion of the call to the General Meeting of Shareholders.

MOTION WITH REGARD TO AGENDA ITEM NINE.

To expressly empower the Chairman of the Board of Directors of Banco de Sabadell, Sociedad Anónima, Mr Josep Oliu Creus, the Secretary of the Board of Directors of Banco de Sabadell, Sociedad Anónima, Mr Miquel Roca i Junyent, and the Deputy Secretary of the Board of Directors of Banco de Sabadell, Sociedad Anónima, Mr Gonzalo Baretino Coloma, or whoever replaces them, as the case may be, in their respective posts of Chairman, Secretary and Deputy Secretary so that any of them, without distinction, on behalf of Banco de Sabadell, Sociedad Anónima, may:

- a) Take such steps as may be necessary to obtain the relevant authorisations or registrations from the European Central Bank, the Bank of Spain, the Ministry of Economy and Digital Transformation and their dependent bodies, and the Spanish National Securities Market Commission, and any other body. Appear before a notary for the purpose of executing the adopted resolutions in a notarised public instrument, and take all steps that may be advisable or necessary to achieve complete execution and registration thereof, as and when appropriate, in the relevant public registries and, in particular, in the Mercantile Registry of the Province; this authorisation includes the power to correct, clarify, interpret, specify or supplement, where appropriate, the adopted resolutions in any public instruments or documents that may be executed for implementation thereof and, in particular, any defects, omissions or errors, of form or content, that may impede registration of the resolutions adopted and of their consequences in the Mercantile Registry of the Province, and to incorporate, on their own authority, any modifications that may be necessary to this effect or that may be indicated verbally or in writing by the Mercantile Registrar or required by the competent authorities, with no need for further consultation with the General Meeting of Shareholders.
- b) Perform, on behalf of Banco de Sabadell, Sociedad Anónima, such legal acts as may be necessary to execute the foregoing resolutions and implement them successfully.

MOTION WITH REGARD TO AGENDA ITEM TEN.

The Board of Directors has drawn up and published the Annual Report on Director Remuneration with the content in accordance with Order ECC/461/2013, of 20 March, and in the terms set out in the Capital Companies Law and Circular 4/2013, of 12 June, as amended by Circular 3/2021, of 28 September, of the Spanish National Securities Market Commission (CNMV). That Annual Report on Director Remuneration was drawn up in a free design format as permitted by Circular 4/2013 and is accompanied by the mandatory statistical appendix, which conforms in format, content and structure to the requirements of that Circular.

As provided in article 541 of the Capital Companies Law, the 2021 Annual Report on Director Remuneration is submitted to the General Meeting of Shareholders for a consultative vote based on a proposal by the Board of Directors.

The English version is a translation of the original in Spanish and is provided for information purposes only. In case of discrepancy, the original version in Spanish shall prevail.