

**NATIONAL SECURITIES MARKET COMMISSION**

Pursuant to Article 227 of Law 6/2023 of 17 March on the Securities Markets and Investment Services (*Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión*), 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 11:00 am on 10 April 2024, 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 9 April 2024. The Announcement and Motions which shall be presented in the Ordinary General Meeting of Shareholders for their approval, are duly attached.

Gonzalo Baretino Coloma
Secretary General

Alicante, 23 February 2024



ORDINARY GENERAL MEETING OF SHAREHOLDERS

10 April 2024

Announcement

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.

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 11:00 am on 10 April 2024, at the Auditorio de la Diputación de Alicante, Paseo Campoamor, s/n, 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 11:00 am on 9 April 2024.

The Board of Directors has 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 Sheets, Profit and Loss Accounts, Statements 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 2023.
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 supplementary dividend of 0.03 euros per share in respect of the financial year ended 31 December 2023.
4. Reduction of share capital by the par value of own shares, for a maximum effective amount of €340 million and, in any event, within the maximum limit of 10% of share capital, that are acquired for cancellation.
5. Appointment of Directors
 - 5.1 Re-appointment of Ms Mireya Giné Torrens as an Independent Director, at the proposal of the Appointments and Corporate Governance Committee.
 - 5.2 Appointment of Ms Ana Colonques García-Planas as Independent Director, at the proposal of the Appointments and Corporate Governance Committee.

6. Authorisation to Banco de Sabadell, Sociedad Anónima, to acquire own shares in the secondary market, directly or via Banco Sabadell group companies, in accordance with the provisions of articles 146, 509 and concordant articles of the Capital Companies Act, establishing the limits and requirements for such acquisitions, and to resolve to reduce share capital to cancel own shares, delegating any powers to the Board of Directors.
7. Approval of the cap on variable remuneration for the members of the Group's Identified Staff.
8. Re-appointment, in accordance with the provisions of article 264 of the Capital Companies Act, of the firm KPMG Auditores, Sociedad Limitada, as auditor of the financial statements of Banco de Sabadell, Sociedad Anónima and of the consolidated financial statements of its group for 2024.
9. Delegation of powers to formalise the foregoing resolutions.
10. Consultative vote on the Annual Report on Directors' Remuneration for 2023.

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: Junta General de Accionistas, Apartado FD nº 3, 03005 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 item 10 on the Agenda, and for Directors affected by the proposals under items 5 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 item 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 5 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 "Shareholders' General Meeting" section of the corporate website (www.grupobancosabadell.com).

Shareholders who are users of the Banco Sabadell Group's distance 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 distance 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 means of a current electronic National Identity Document (DNle 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, and create an account on the Participation Platform in the 2024 General Meeting of Shareholders. Once the account has been created, the user may access the Participation Platform using their username (e-mail address) and chosen password.

A proxy appointment or voting cast remotely by electronic means may be cancelled by express revocation by the shareholder by the same means.

Shareholders who so wish may grant proxy by electronic means to the Chairman of the General Meeting of Shareholders or another member of the Board of Directors, with express voting instructions.

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.

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.

Additional information about the venue for the General Meeting of Shareholders may be found on the corporate website (www.grupobancosabadell.com) in the section entitled "Shareholders' General Meeting".

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 "Shareholders' General Meeting" 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 Participation Platform in the 2024 General Meeting of Shareholders between 08:00 am (CET) on 19 March 2024 and 5:30 pm (CEST) on 8 April 2024.

Shareholders and 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, and create an account on the Participation Platform in the 2024 General Meeting of Shareholders. Once the account has been created, the user may access the Participation Platform using their username (e-mail address) and chosen password.

Users of the Banco Sabadell Group's distance banking service (BS Online and BS Mobile) may register, exclusively through Internet, by using their personal identity code.

By virtue of this pre-registration procedure, shareholders and proxies may connect to the Participation Platform in the 2024 General Meeting of Shareholders on the day of the 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 Participation Platform in the 2024 General Meeting of Shareholders through the corporate website (www.grupobancosabadell.com) between 9:00 am and 10:30 am (CEST) on 9 April 2024, the day of the General Meeting at first call, or between 9:00 am and 10:30 am (CEST) on 10 April 2024, the day of the General Meeting at second call, in either case by using their username (e-mail address) and the password established when they created their account on the Participation Platform in the 2024 General Meeting of Shareholders.

Shareholders who are users of the Banco Sabadell Group's distance banking service (BS Online and BS Mobile) may connect using that service, exclusively through the Internet, by using their personal identity code.

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 Participation Platform with confirmation of the second call for the General Meeting. To attend the latter, 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 motions, where appropriate and as provided by law, by a shareholder or his/her its proxy attending the General Meeting online who wishes to participate at the General Meeting in exercise of his/her right to information must do so in writing via the link provided for that purpose in the Participation Platform in the 2024 General Meeting of Shareholders from the time 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 this 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 Participation Platform for online attendance. 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 period for shareholder remarks has concluded, 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 6.00 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 Act, 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 Sheets, Profit and Loss Accounts, 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 those of its Consolidated Group for the year ended 31 December 2023, and the corresponding auditors' report.

3. The Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima.
4. The Annual Report on Corporate Governance 2023 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 as of they carry out their duties.
9. CV of the persons whose re-appointment, or appointment, as Directors is submitted to the General Meeting of Shareholders for approval.
10. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima regarding the motion to reduce share capital by the par value of own shares that, for a maximum effective amount of €340 million and, in any event, within the maximum limit of 10% of share capital, are acquired for cancellation.
11. Report of the Appointments and Corporate Governance Committee in connection with its proposal to the Board of Directors to refer the re-appointment of Ms Mireya Giné Torrens as an Independent Director to the General Shareholders' Meeting.
12. Supporting report 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 re-appointment of Ms Mireya Giné Torrens as an Independent Director.
13. Report of the Appointments and Corporate Governance Committee in connection with its proposal to the Board of Directors to refer the appointment of Ms Ana Colonques García-Planas as an Independent Director to the General Shareholders' Meeting.
14. Supporting report 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 appointment of Ms Ana Colonques García-Planas as an Independent Director.

15. Report of the Board of Directors of Banco de Sabadell, Sociedad Anónima in connection with the resolution to authorise Banco de Sabadell, Sociedad Anónima to directly or indirectly acquire own shares and to the resolution to reduce share capital by cancelling own shares.
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. Annual Report on Directors' Remuneration for 2023.
18. The reports on the activities and performance of the Strategy and Sustainability Committee, the Credit Delegated Committee, the Appointments and Corporate Governance Committee, the Remuneration Committee, the Risk Committee and the Audit and Control Committee.

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.

Role of the Notary in the General Meeting

In accordance with Article 203 of the Capital Companies Act and Article 16.2 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.grupobancosabadell.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, 22 February 2024



ORDINARY GENERAL MEETING OF SHAREHOLDERS

10 April 2024

Motions

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 Sheets, Profit and Loss Accounts, 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 2023; and the corporate management and actions carried out by the Directors of Banco de Sabadell, Sociedad Anónima, during the year commencing on 1 January 2023 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 2023, which has been drawn up by the Board of Directors in accordance with the Commercial Code and the revised text of the Capital Companies Act 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	761,417,523.87 Euros
To legal reserve	0.00 Euros
To Canary Islands investment reserve	183,411.91 Euros
To dividend distribution	326,413,286.82 Euros
Interim dividend paid on 29 December 2023	0.03 Euros per share
Supplementary dividend payable from 18 April 2024	0.03 Euros per share

MOTION WITH REGARD TO AGENDA ITEM FOUR.

Approve the reduction of the share capital of Banco de Sabadell, Sociedad Anónima by the par value of the own shares that may be acquired by the institution by virtue of the share buyback programme, for at most €340 million (THREE HUNDRED AND FORTY MILLION EURO), that the Board of Directors plans to establish, all within the maximum limit of 10% of the share capital on the date of presentation of this motion (i.e., at most a nominal amount of SIXTY-EIGHT MILLION TWO THOUSAND SEVEN HUNDRED AND SIXTY-EIGHT EURO (€68,002,768), corresponding to FIVE HUNDRED AND FORTY-FOUR MILLION TWENTY-TWO THOUSAND ONE HUNDRED AND FORTY-FOUR (544,022,144) shares with a par value of 0.125 EURO (€0.125), in accordance with the regulatory authorisation obtained beforehand, by means of the cancellation of own shares acquired under the authorisation conferred in the event of approval of the motion submitted to this General Meeting of Shareholders under item six on the agenda, or any resolution

of the General Meeting of Shareholders relating to the acquisition of own shares for the purpose of cancellation, in accordance with the provisions of the applicable laws and regulations.

For these purposes, having obtained the mandatory authorisations from the competent authority, Banco de Sabadell, Sociedad Anónima plans to establish a share buyback programme before the next Ordinary General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, in accordance with the provisions of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 and Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, for an effective amount of at most €340 million. The purpose of this programme is to cancel treasury stock, contributing to the remuneration of Banco de Sabadell, Sociedad Anónima's shareholders by increasing earnings per share, as is inherent to the reduction in the number of shares.

The term of execution of this resolution shall be until the date of the next Ordinary General Meeting of Shareholders, and the part of the resolution not executed as of that date shall be rendered null and void.

Within the period of the authorisation, the capital reduction may be executed wholly or partly in the manner and at the times that the Board of Directors or, by delegation, any Director with delegated powers deems most appropriate, within the limits established in this resolution and in the law and the authorisations by the competent authorities.

The final amount of the capital reduction will be set by the Board of Directors or, by delegation, by any Director with delegated powers, within the aforementioned maximum limit, depending on the final number of own shares that are acquired and that the Board of Directors, or the Director(s) to whom such power is delegated, decides to cancel in accordance with the delegation of powers approved below.

This transaction is a nominal or accounting reduction because its execution does not entail a refund of contributions to the shareholders, since, at the time the capital reduction is executed, the shares to be cancelled are owned by Banco de Sabadell, Sociedad Anónima. At the time of executing the capital reduction, the Board of Directors may recognise, out of unrestricted reserves, a restricted reserve for cancelled capital for an amount equal to the par value of the cancelled shares, which may only be used subject to the same requirements as for the capital reduction, by application of article 335.c) of the Capital Companies Act. If that reserve is recognised, the company's creditors will not be entitled to object under Article 334 of the Capital Companies Act.

For the purposes of the provisions of Article 411 of the Capital Companies Act and in accordance with the first additional provision of Law 10/2014, of June 26, on the regulation, supervision and solvency of credit institutions, since Banco Sabadell, Sociedad Anónima is a credit institution and the other requirements set forth in the aforementioned additional provision are met, the consent of the syndicates of holders of the outstanding debentures and bonds is not required to execute the capital reduction.

Any amount by which the legal reserve account as of 31 December 2023 exceeds 20% of share capital as of that date as well as any amount by which the balance of the legal reserve exceeds 20% of share capital following execution of the capital reduction shall be reclassified to voluntary reserves once the capital reduction takes effect.

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 empowerments that already exist, to execute the capital reduction totally or partially at one or more times within the established execution period and in the form that they consider most appropriate, including, but not limited to, the following:

- (i) to specify and elaborate upon this resolution, establishing the terms and conditions of the capital reduction in all matters not provided for, including in particular, but not limited to, establishing the date or dates on which the adopted resolution to reduce share capital must be carried out, which must, in any event, be before the next Ordinary General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima;
- (ii) to determine the number of shares to be cancelled in each execution, with the possibility of being able to decide not to execute the resolution totally or partially if no own shares are ultimately acquired for the purpose of cancellation or if, shares having been acquired for that purpose, emerging circumstances, the situation of the market or the company or an event of social or economic importance prevents execution, including but not limited to a significant change in Banco Sabadell's share price, the regulatory framework applicable to the Bank or the capital requirements applying to it, the Board of Directors may elect not to execute the resolution in the company's best interests; in any event, such decisions must be reported to the next Ordinary General Meeting of Shareholders.

The Board of Directors is also expressly empowered, as broadly as legally possible, with the 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 empowerments, to carry out any actions and formalities that may be necessary or merely advisable to successfully execute any capital reduction that it is decided to perform under this delegation, including in particular, but not limited to, the following:

- (i) request and obtain from the competent authorities such authorisations, consents or permits as may be necessary for the full implementation of the capital reduction;
- (ii) declare each of the executions of the capital reduction that is ultimately decided upon to have been completed, setting, as appropriate, the definitive number of shares to be cancelled in each execution and, therefore, the amount by which the share capital of Banco de Sabadell, Sociedad Anónima must be reduced in each execution, in accordance with the limits established in this resolution; and to recognise a reserve for cancelled capital for an amount equal to the par value of the cancelled shares, for the purposes of the provisions of Article 335 of the Capital Companies Act;

- (iii) make any actions, declarations or steps that may be necessary or advisable in relation to disclosing the capital reduction and each of its executions (including any announcements that may be necessary or advisable) and any actions that need to be taken before the Comisión Nacional del Mercado de Valores (CNMV), the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear), the Spanish Stock Exchanges and, if applicable, the competent authorities and governing bodies of the markets on which the shares of Banco de Sabadell, Sociedad Anónima are listed;
- (iv) amend article 7 of the Articles of Association so as to reflect the new amount of share capital and the number of outstanding shares resulting from the implementation of the approved capital reduction;
- (v) negotiate, agree and sign such public and private documents as may be necessary or advisable for the successful completion of the capital reduction, including, but not limited to, such acts, legal transactions, contracts, declarations and operations as may be necessary;
- (vi) take such steps as may be necessary or advisable and file such documents as may be necessary with the competent bodies so that, once the shares of Banco de Sabadell, Sociedad Anónima have been cancelled and the pertinent public instrument of capital reduction has been executed and registered in the Mercantile Registry, the cancelled shares are delisted from the Spanish Stock Exchanges and the markets on which the shares of Banco de Sabadell, Sociedad Anónima are listed, the pertinent accounting records are cancelled and the treasury shares are effectively cancelled; and
- (vii) take such action as may be necessary or advisable before any public or private institution or body, whether domestic or foreign, to obtain the consent and authorisation required to render the foregoing resolutions effective and to execute and formalise the capital reduction, including declarations, supplements and the rectification of defects or omissions that might hamper or prevent the resolutions from being enforceable.

MOTIONS WITH REGARD TO AGENDA ITEM FIVE.

1.- First motion under Agenda item five.

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 Ms. Mireya Giné Torrens, with tax ID no. 38.130.578-M, as a member of the Board of Directors for a term of four years, with the status of Independent Director.

2.- Second motion under Agenda item five.

At the proposal of the Appointments and Corporate Committee, and in accordance with the provisions of article 50 of the Articles of Association, appoint Ms. Ana Colonques García-Planas, with tax ID no. 52.949.054-H, as a member of the Board

of Directors for a term of four years, with the status of Independent Director. This appointment is made to fill the vacancy currently existing on the Board.

MOTION WITH REGARD TO AGENDA ITEM SIX.

Revoke the delegation granted under resolution eight adopted at the General Meeting of Shareholders on 23 March 2023 in the part not executed, and authorise Banco de Sabadell, Sociedad Anónima so that, either directly or through any of its subsidiaries, and within a maximum period of five years as from the date of this General Meeting of Shareholders, subject to prior authorisation from the European Central Bank, it may acquire, at any time and as often as it sees fit, shares of Banco de Sabadell, Sociedad Anónima by any of the means admitted by law, including against profit for the year and/or unrestricted reserves, and that it may subsequently sell or cancel any shares thus acquired or, as appropriate, deliver them to employees or Directors of Banco de Sabadell, Sociedad Anónima as part of their remuneration or as a result of the exercise of stock options which they hold, all in accordance with the provisions of articles 146, 509 and matching articles of the Capital Companies Act.

Approve the limits or conditions of these acquisitions, as follows:

- The par value of the shares thus acquired, directly or indirectly, in addition to any shares already held by Banco de Sabadell, Sociedad Anónima and its subsidiaries, must not exceed, at any time, the legal limit established at any time by the legislation in force (currently ten per cent of share capital), complying in all cases with the limits for acquisition of own shares established by the stock market regulators in the markets on which the shares of Banco de Sabadell, Sociedad Anónima are listed.
- The acquisition, including any shares previously acquired by Banco de Sabadell, Sociedad Anónima (or by a person acting in their own name but on the bank's behalf) and held by it, must not lead to equity being less than the amount of share capital plus legal reserves and reserves that are designated as restricted under the Articles of Association.
- The shares acquired must have been fully paid.
- The acquisition price must be no less than par value and no higher than 20 per cent above the stock market price or any other price whereby the shares may be valued as of the date of their acquisition. All acquisitions of own shares must be made in accordance with the general stock market rules and regulations.

Where there are no plans to sell or deliver them, to approve the reduction of share capital by at most the equivalent of 10% of the share capital following execution of the capital reduction submitted for approval under item four on the agenda, after obtaining any necessary regulatory authorizations, by cancelling own shares of Banco de Sabadell, Sociedad Anónima, which have been acquired under this resolution, by any mechanism, for the purpose of cancellation, all in accordance with the provisions of articles 285 et seq. and 318 of the Capital Companies Act.

The term of execution of this resolution by the Board of Directors shall be until the date of the next Ordinary General Meeting of Shareholders, and the part of the resolution not executed by that date shall be rendered null and void.

Within the period of the authorisation, the capital reduction may be executed wholly or partly in the manner and at the times that the Board of Directors or, by delegation, any Director with delegated powers deems most appropriate, within the limits established in this resolution and in the law and the authorisations by the competent authorities.

The final amount of the capital reduction will be set by the Board of Directors or, by delegation, by any Director with delegated powers, within the aforementioned maximum limit, depending on the final number of own shares that are acquired and that the Board of Directors, or the Director(s) to whom such power is delegated, decides to cancel in accordance with the delegation of powers approved below.

This transaction is a nominal or accounting reduction because its execution does not entail a refund of contributions to the shareholders, since, at the time the capital reduction is executed, the shares to be cancelled are owned by Banco de Sabadell, Sociedad Anónima. At the time of executing the capital reduction, the Board of Directors may recognise, out of unrestricted reserves, a restricted reserve for cancelled capital for an amount equal to the par value of the cancelled shares, which may only be used subject to the same requirements as for the capital reduction, by application of article 335.c) of the Capital Companies Act. If that reserve is recognised, the company's creditors will not be entitled to object under Article 334 of the Capital Companies Act.

For the purposes of the provisions of Article 411 of the Capital Companies Act and in accordance with the first additional provision of Law 10/2014, of June 26, on the regulation, supervision and solvency of credit institutions, since Banco Sabadell, Sociedad Anónima is a credit institution and the other requirements set forth in the aforementioned additional provision are met, the consent of the syndicates of holders of the outstanding debentures and bonds is not required to execute the capital reduction.

The balance of the legal reserve account in excess of 20% of the share capital resulting from the execution of the reduction shall be reclassified to the voluntary reserves account once that capital reduction is completed.

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 empowerments that already exist, to execute the capital reduction totally or partially at one or more times within the established execution period and in the form that they consider most appropriate, including, but not limited to, the following:

- (i) to specify and elaborate upon this resolution, establishing the terms and conditions of the capital reduction in all matters not provided for, including in particular, but not limited to, establishing the date or dates on which the adopted resolution to reduce share capital must be carried

out, which must, in any event, be before the next Ordinary General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima;

- (ii) to determine the number of shares to be cancelled in each execution, with the possibility of being able to decide not to execute the resolution totally or partially if no own shares are ultimately acquired for the purpose of cancellation or if, shares having been acquired for that purpose, emerging circumstances, the situation of the market or the company or an event of social or economic importance prevents execution, including but not limited to a significant change in Banco Sabadell's share price, the regulatory framework applicable to the Bank or the capital requirements applying to it, the Board of Directors may elect not to execute the resolution in the company's best interests; in any event, such decisions must be reported to the next Ordinary General Meeting of Shareholders.

The Board of Directors is also expressly empowered, as broadly as legally possible, with the 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 empowerments, to carry out any actions and formalities that may be necessary or merely advisable to successfully execute any capital reduction that it is decided to perform under this delegation, including in particular, but not limited to, the following:

- (i) request and obtain from the competent authorities such authorisations, consents or permits as may be necessary for the full implementation of the capital reduction;
- (ii) declare each of the executions of the capital reduction that is ultimately decided upon to have been completed, setting, as appropriate, the definitive number of shares to be cancelled in each execution and, therefore, the amount by which the share capital of Banco de Sabadell, Sociedad Anónima must be reduced in each execution, in accordance with the limits established in this resolution; and to recognise a reserve for cancelled capital for an amount equal to the par value of the cancelled shares, for the purposes of the provisions of Article 335 of the Capital Companies Act;
- (iii) make any actions, declarations or steps that may be necessary or advisable in relation to disclosing the capital reduction and each of its executions (including any announcements that may be necessary or advisable) and any actions that need to be taken before the Comisión Nacional del Mercado de Valores (CNMV), the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear), the Spanish Stock Exchanges and, if applicable, the competent authorities and governing bodies of the markets on which the shares of Banco de Sabadell, Sociedad Anónima are listed;
- (iv) amend article 7 of the Articles of Association so as to reflect the new amount of share capital and the number of outstanding shares resulting from the implementation of the approved capital reduction;
- (v) negotiate, agree and sign such public and private documents as may be necessary or advisable for the successful completion of the capital reduction,

including, but not limited to, such acts, legal transactions, contracts, declarations and operations as may be necessary;

- (vi) take such steps as may be necessary or advisable and file such documents as may be necessary with the competent bodies so that, once the shares of Banco de Sabadell, Sociedad Anónima have been cancelled and the pertinent public instrument of capital reduction has been executed and registered in the Mercantile Registry, the cancelled shares are delisted from the Spanish Stock Exchanges and the markets on which the shares of Banco de Sabadell, Sociedad Anónima are listed, the pertinent accounting records are cancelled and the treasury shares are effectively cancelled; and
- (vii) take such action as may be necessary or advisable before any public or private institution or body, whether domestic or foreign, to obtain the consent and authorisation required to render the foregoing resolutions effective and to execute and formalise the capital reduction, including declarations, supplements and the rectification of defects or omissions that might hamper or prevent the resolutions from being enforceable.

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, 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 127 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.

In accordance with the provisions of Article 264 of the Capital Companies Act, and following a proposal submitted by the Audit and Control Committee to the Board of Directors, re-appoint the audit firm KPMG, Sociedad Limitada, with Tax ID No. B-78510153, as auditors of the Company's and of the consolidated Group's financial statements for 2024.

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, Trade and Enterprise 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 Act 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 Act, the 2023 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.