

## 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

At the Ordinary General Shareholders' Meeting of Banco Sabadell held today, the following agreements have been approved:

#### AGENDA ITEM ONE RESOLUTION

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.

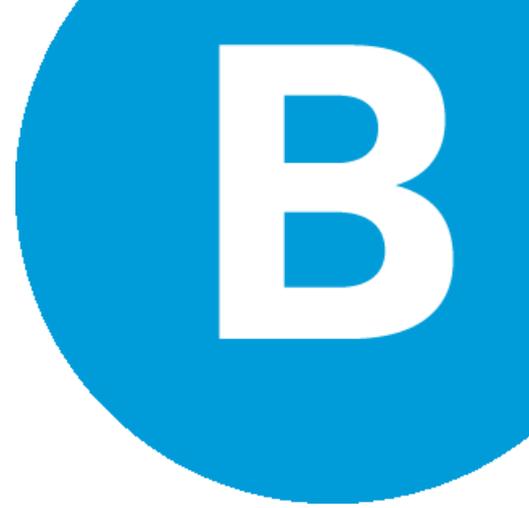
#### AGENDA ITEM TWO RESOLUTION

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.

#### AGENDA ITEM THREE RESOLUTION

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



#### **AGENDA ITEM FOUR RESOLUTION**

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.

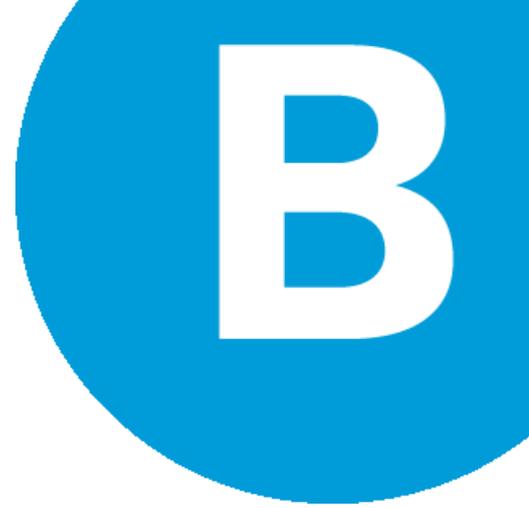
For these purposes, having obtained the mandatory authorisations from the competent authority, Banco de Sabadell, Sociedad Anónima plans to establish a share buyback programme before the next Ordinary General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, in accordance with the provisions 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.

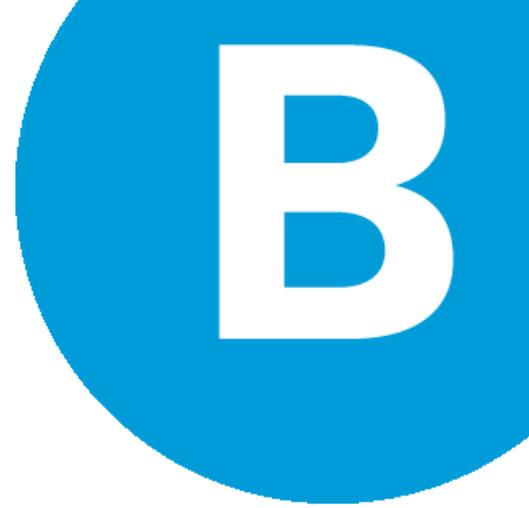
For the purposes of the provisions of Article 411 of the Capital Companies Act and in accordance with the first additional provision of Law 10/2014, of June 26, on the regulation, supervision and solvency of credit institutions, since Banco Sabadell, Sociedad Anónima is a credit institution and the other 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:

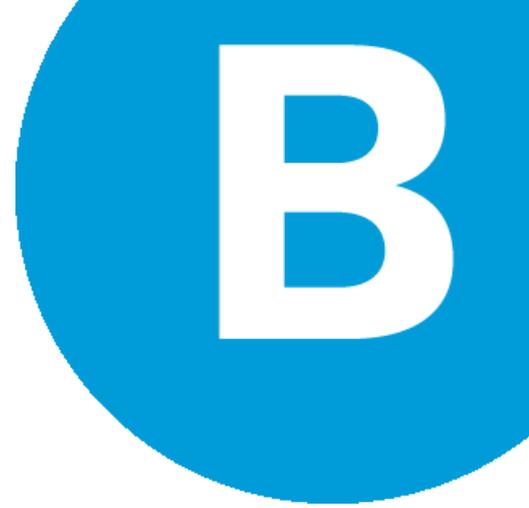
- (i) to specify and elaborate upon this resolution, establishing the terms and conditions of the capital reduction in all matters not provided for, including in particular, but not limited to, establishing the date or dates on which the adopted resolution to reduce share capital must be carried out,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



## **AGENDA ITEM FIVE RESOLUTION**

### **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.

## **AGENDA ITEM SIX RESOLUTION**

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.

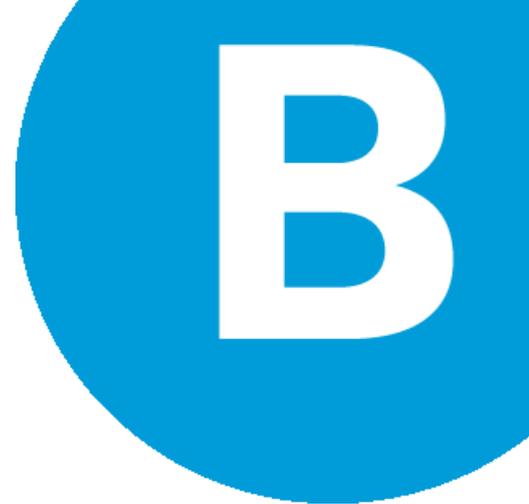
The term of execution of this resolution by the Board of Directors shall be until the date of the next Ordinary General Meeting of Shareholders, and the part of the resolution not executed by that date shall be rendered null and void.

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.

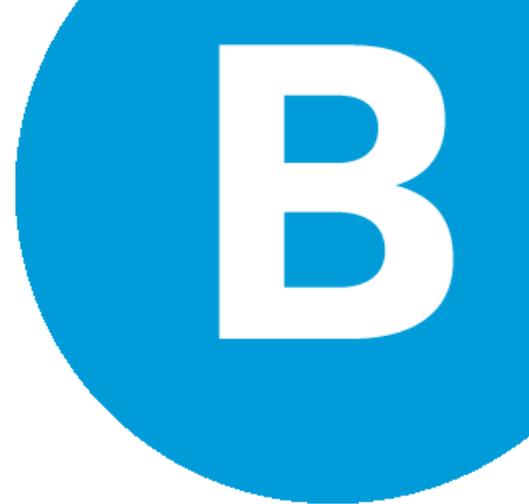
The balance of the legal reserve account in excess of 20% of the share capital resulting from the execution of the reduction shall be reclassified to the voluntary reserves account once that capital reduction is completed.

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

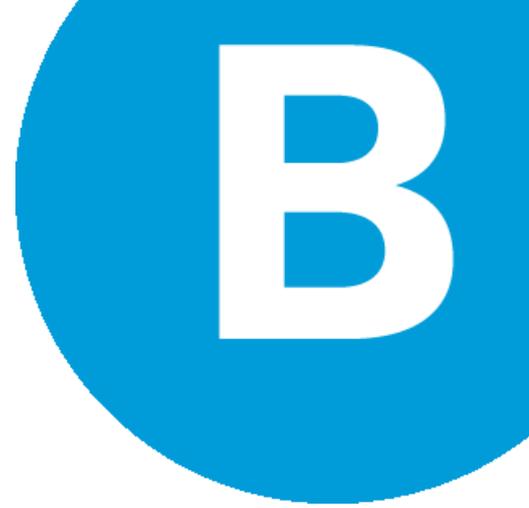


cancelled capital for an amount equal to the par value of the cancelled shares, for the purposes of the provisions of Article 335 of the Capital Companies Act;

- (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.

#### **AGENDA ITEM SEVEN RESOLUTION**

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.

#### **AGENDA ITEM EIGHT RESOLUTION**

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.

#### **AGENDA ITEM NINE RESOLUTION**

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.

**AGENDA ITEM TEN RESOLUTION**

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.

Gonzalo Baretino Coloma  
Secretary General

Alicante, 10 April 2024

*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.*