**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 Meeting of Shareholders of Banco Sabadell held today, the following agreements have been approved:

AGENDA ITEM ONE RESOLUTION

Approve the separate and consolidated financial statements (Balance Sheets, Profit and Loss Accounts, Statements of Recognized Revenues and Expenses, Statements of Changes in Net Equity, Cash Flow Statements, and Notes to the Financial Statements) as well as the Directors' Report of Banco de Sabadell, Sociedad Anónima, and of its Consolidated Group, all for the year ended 31 December 2025; approve the corporate management and the actions carried out by the directors of Banco de Sabadell, Sociedad Anónima in the annual period that commenced on 1 January 2025 and concluded on 31 December of that same year.

AGENDA ITEM TWO RESOLUTION.

Approve the Consolidated Non-Financial Information Statement and Sustainability Information of Banco de Sabadell, Sociedad Anónima and subsidiaries for 2025, which was authorised by the Board of Directors in accordance with the Commercial Code and the consolidated text of the Capital Companies Law enacted by Legislative Royal Decree 1/2010, of 2 July.

AGENDA ITEM THREE RESOLUTION.

Approve the Board of Directors's proposal for allocation of the results and dividend distribution, consisting of distributing profit as follows:

Voluntary reserve	€1,011,865,873.59
Legal reserve	€0.00
Reserve for investments in the Canary Islands	€282,526.88
Dividends	€699,664,419.78
that have been made effective as follows:	
Paid on account 29 August 2025	€0.07 per share
Paid on account on 29 December 2025	€0.07 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 acquired by the company and, where applicable, those acquired subsequent to this resolution, pursuant to the share buyback programme implemented by the Board of Directors for an effective amount of up to €435 million (FOUR HUNDRED AND THIRTY-FIVE MILLION EUROS) (the “First Buyback Programme 2026”), all within the limit of 10% of the share capital on the date of formulating this proposal (i.e., up to a maximum nominal amount of SIXTY-TWO MILLION, SEVEN HUNDRED AND NINETY-FIVE THOUSAND, NINE HUNDRED AND SEVENTY-ONE EUROS AND SIXTY-THREE CENTS (€62,795,971.63), corresponding to FIVE HUNDRED AND TWO MILLION, THREE HUNDRED AND SIXTY-SEVEN THOUSAND, SEVEN HUNDRED AND SEVENTY-THREE (502,367,773) shares, each with a par value of €0.125, in accordance with the regulatory authorisation previously obtained, through the cancellation of own shares that have been acquired and, where applicable, those that are acquired subsequent to this resolution, within the framework of the aforementioned First Buyback Programme 2026.

For these purposes — having obtained the mandatory authorisation from the competent authority, and pursuant to the resolution approved under item six of the agenda of the Ordinary General Meeting of Shareholders of 10 April 2024 — on 9 February 2026, Banco de Sabadell, Sociedad Anónima established and commenced the First Buyback Programme, 2026 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 up to €435 million. The purpose of this programme is to purchase own shares for their cancellation through a capital reduction, which is submitted for approval by this Ordinary General Meeting of Shareholders. This First Buyback Programme 2026 supplements the interim cash dividends, paid in August and December 2025, through the distribution of capital in excess of the 13% CET1 ratio at the end of the 2025 financial year.

The term of execution of this capital reduction will be until the date of the next Ordinary General Meeting of Shareholders, notwithstanding the duration of the regulatory authorisations, at which point the part not executed shall be rendered null and void.

Within the period of validity of the resolution, 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 acquired under the First Buyback Programme 2026 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 capital reduction does not entail a refund of contributions to the shareholders since, at the time the capital reduction is executed, the shares to be cancelled will be 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 Law. If that reserve is recognised, the company's creditors will not be entitled to object under Article 334 of the Capital Companies Law.

For the purposes of the provisions of Article 411 of the Capital Companies Law 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 de 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 capital 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:

- a) 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;
- b) to determine the number of shares to be cancelled in each execution, with the option 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 the share price of Banco de Sabadell, S.A., 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:

- a) requesting and obtaining from the competent authorities such authorisations, consents or permits as may be necessary for the full implementation of the capital reduction;
- b) to 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 Law, and assign to voluntary reserves any amount by which the legal reserve exceeds 20% of the share capital as a result of the capital reduction;
- c) 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, before the competent authorities and governing bodies of the markets on which the shares of Banco de Sabadell, Sociedad Anónima are listed;
- d) to 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;
- e) to 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;
- f) to 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 own shares are effectively cancelled; and
- g) to 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.

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 company, pursuant to the share buyback programme that the Board of Directors plans to establish, for an effective amount of up to €365 million (THREE HUNDRED AND SIXTY-FIVE MILLION EUROS) (the “Second Buyback Programme 2026”), all within the maximum limit of 10% of the share capital resulting from the completion of the capital reduction submitted for approval under item four of the agenda, in accordance with the regulatory authorisation previously obtained, through the cancellation of own shares acquired under the Second Buyback Programme 2026 pursuant to the authorisation granted by the resolution approved under item six of the agenda of the Ordinary General Meeting of Shareholders of 10 April 2024, or, where applicable, any resolution of the General Meeting relating to the acquisition of own shares for the purpose of cancellation, in accordance with the provisions of applicable legislation and regulations.

For these purpose, having obtained the mandatory authorisation from the competent authority, Banco de Sabadell, Sociedad Anónima plans to establish the Second Buyback Programme 2026, 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 up to €365 million. The purpose of this Second Buyback Programme 2026 is to purchase own shares for their cancellation. This Second Buyback Programme 2026 supplements the interim cash dividends, paid in August and December 2025.

The term of execution of this capital reduction will be until the date of the next Ordinary General Meeting of Shareholders, notwithstanding the duration of the regulatory authorisations, at which point the part not executed shall be rendered null and void.

Within the period of validity of the resolution, 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 under the Second Buyback Programme 2026 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 capital reduction does not entail a refund of contributions to the shareholders since, at the time the capital reduction is executed, the shares to be cancelled will be 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 Law. If that reserve is recognised, the company's creditors will not be entitled to object under Article 334 of the Capital Companies Law.

For the purposes of the provisions of Article 411 of the Capital Companies Law 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 de 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 capital 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:

- a) 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;
- b) 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 the share price of Banco de Sabadell, Sociedad Anónima, 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:

- a) requesting and obtaining from the competent authorities such authorisations, consents or permits as may be necessary for the full implementation of the capital reduction;
- b) to 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 Law, and assign to voluntary reserves any amount by which the legal reserve exceeds 20% of the share capital as a result of the capital reduction;
- c) 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, before the competent authorities and governing bodies of the markets on which the shares of Banco de Sabadell, Sociedad Anónima are listed;
- d) to 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;
- e) to 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;
- f) to 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 own shares are effectively cancelled; and



- g) to 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 SIX RESOLUTION.

1.- First motion under Agenda item six.

At the proposal of the Board of Directors, on the basis of the favourable report of the Appointments Committee, ratify the appointment by co-option, approved by the Board, of Mr. Marc Armengol Dulcet, with Tax ID No. 46606365-Q, as an Executive Director, and approve, in accordance with the provisions of Article 50 of the Articles of Association, his appointment as a member of the Board of Directors for a period of four years from this date, with the status of Executive Director.

2.- Second motion under Agenda item six.

At the proposal of the Board of Directors, on the basis of the favourable report of the Appointments Committee, ratify the appointment by co-option, approved by the Board, of Mr. Carlos Ventura Santamans, with Tax ID No. 34732583-F, as an Executive Director, and approve, in accordance with the provisions of Article 50 of the Articles of Association, his appointment as a member of the Board of Directors for a period of four years from this date, with the status of Executive Director.

3.- Third motion under Agenda item six.

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. Luis Deulofeu Fuguet, with tax ID no. 40952786-K, as a member of the Board of Directors for a term of four years, with the status of Independent Director.

4.- Fourth motion under Agenda item six.

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. 37648959-Y, 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 six.

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. George Donald



Johnston III, a British national, with tax ID no. Y3531706R, as a member of the Board of Directors for a term of four years, with the status of Independent Director.

AGENDA ITEM SEVEN RESOLUTION.

Revoking the delegation conferred in resolution six adopted by the General Meeting of Shareholders of 23 March 2023 in the amount not 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. That power may be exercised only if the sum of the capital increase(s) performed by the Board of Directors under this authorisation and those performed to cater for the conversion of convertible bonds, preferred securities, or warrants and analogous securities performed under authorisations granted by this General Meeting of Shareholders does not exceed the aforementioned limit.

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 to 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:

- a) drawing up, signing and filing with the Spanish National Securities Market Commission, if necessary, the prospectus relating to the capital increase or any exemption or 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;
- b) drafting, if necessary, the International Offering Memorandum to facilitate dissemination of the information about the capital increase to international shareholders and investors, and assuming liability for its content;
- c) drafting, signing and presenting any documentation or additional or supplementary information as may be necessary before the Spanish National Securities Market Commission (CNMV), the Stock Exchange Governing Companies, Sociedad de Bolsas and



any other competent authority or body, Spanish or foreign, to obtain authorisation, vetting and subsequent implementation of the capital increase;

- d) appearing before the Notary Public of its choice and executing the resolution to increase capital in a public deed, as well as taking such actions as may be necessary and approving and formalising 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;
- e) negotiating, signing and granting such public and private documents as may be necessary in connection with the capital increase in accordance with standard practice for this type of transaction, including, in particular, an underwriting and/or placement contract, which may include among its provisions the declarations and guarantees by Banco de Sabadell, Sociedad Anónima that are habitual in this type of contract, agency agreements, protocols and draft agreements relating to such underwriting/placement contracts, and any that may be advisable for the implementation of the capital increase, reaching an agreement on fees and other terms and conditions it considers appropriate, including any compensation for the underwriters;
- f) drafting and publishing such notices as may be necessary or desirable; and
- g) declaring the capital increase closed, if incomplete, once the subscription period has ended and the disbursements of the shares finally subscribed have been made, and redrafting 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.

AGENDA ITEM EIGHT RESOLUTION.

Revoking the delegation conferred in resolution seven adopted by the General Meeting of Shareholders of 23 March 2023 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:

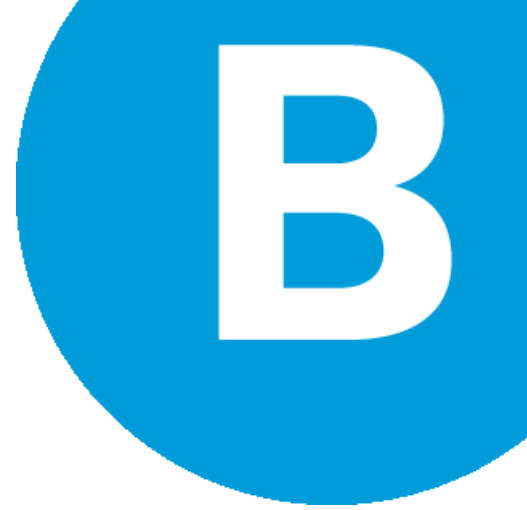
1. The issue of the securities which the Board of Directors is empowered to issue under this resolution may be effected on one or more occasions, at any time, within a maximum period of five (5) years from the date of adoption of this resolution.



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.

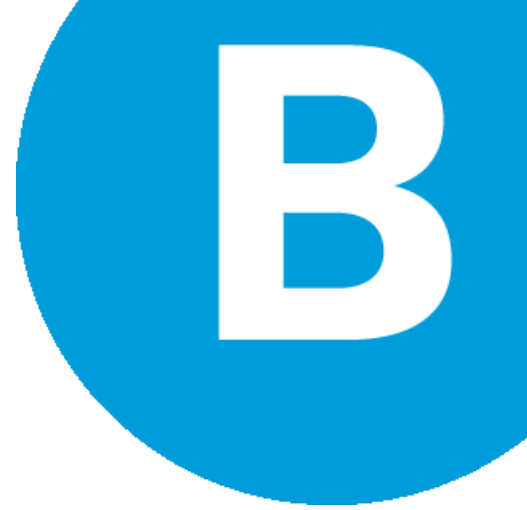
Furthermore, the Board of Directors is authorised, when it sees fit, and subject, if applicable, to obtaining the appropriate authorisations and the approval of the meetings of the relevant Syndicates of Security holders, to change the terms and conditions of the securities issued, including in particular 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:

- a) 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.
- b) Where the issue is convertible and exchangeable, the Board of Directors may also establish that the issuer reserves the right to choose at any time between conversion into new shares or exchange for existing shares of Banco de Sabadell, Sociedad Anónima, specifying the nature of the shares to be delivered at the time of conversion or exchange, and it may even choose to deliver a combination of new and existing shares of Banco de Sabadell, Sociedad Anónima and even settle the difference in cash. In any event, the issuer shall apply equal treatment to all holders of securities that are converted and/or exchanged on the same date.
- c) 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. Additionally, a discount not exceeding 25% may be established with respect to that minimum share price. 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.



- d) 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.
 - e) 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.
 - f) 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.
 - g) 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:
 - a) 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.
 - b) 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. Those reports will be made available to shareholders and disclosed to the first General Meeting of Shareholders held after the decision to issue.
 - c) The power to increase capital in the amount needed to meet requests for conversion and/or exercise of the right to subscribe for shares. That power may be exercised only if the sum of the capital increase performed to cater for the issuance of convertible notes, preferred securities, or warrants and analogous securities and any other capital increases decided upon under authorisations granted by this General Meeting of Shareholders does not exceed the legal limit of one-half of the share capital as provided in article 297.1.b) of the Capital Companies Law, or 10% of the total amount of share capital in the case of issues of convertible securities which override the shareholders' pre-emptive subscription right. 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 capital increases related 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 capital includes the power to issue and place in circulation, at one or more times, the shares necessary to cater for the conversion and/or exercise of the right to subscribe for shares, as well as the power to redraft the article in the Articles of Association relating to the share capital figure and, if necessary, the power to cancel any part of that capital increase that is not necessary for the conversion into shares and/or the exercise of the right to subscribe for shares. As provided in article 304.2 of the Capital Companies Law, shareholders shall not have pre-emptive subscription rights in capital increases of Banco de Sabadell, Sociedad Anónima made to issue new shares for the conversion of notes.

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.

At subsequent General Meetings of Shareholders of Banco de Sabadell, Sociedad Anónima, the Board of Directors shall inform shareholders of any use it has made of the delegations given 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.

AGENDA ITEM NINE 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' 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 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 143 members of the Group's Identified Staff to whom the aforementioned maximum limit on variable remuneration applies, having regard to their profiles and responsibilities, 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 TEN RESOLUTION.

The Board of Directors of Banco de Sabadell, S.A. (hereinafter, Banco Sabadell, the Bank or the Institution), 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 scheduled for 6 May 2026, considers it appropriate to submit, for approval by the General Meeting of Shareholders, the Director Remuneration Policy (the Remuneration Policy or the Policy), which will be in force from the date of its approval and for the following three years, i.e., 2027, 2028 and 2029, and that replaces in all its terms the Policy approved by the General Meeting of Shareholders on 23 March 2023.

Since the current Remuneration Policy is in the last year of its validity and, in accordance with article 529 novodecies of the Legislative Royal Decree 1/2010, of 2 July, approving the consolidated text of the Capital Companies Law (the Capital Companies Law), which provides that the director remuneration policy is valid for at most three years, it is necessary to propose a new remuneration policy.

Furthermore, the new Policy must be submitted for approval by the General Meeting of Shareholders in 2026, insofar as the aforementioned Article 529 novodecies establishes that proposals for new director remuneration policies must be submitted to the General Meeting of Shareholders prior to the end of the last year of application of the previous policy, and the General Meeting of Shareholders may determine that the new policy be applicable from the date of approval and during the following three financial years.



Based on the regulatory authorisation and in order for the Director Remuneration Policy to be adapted immediately to the Bank's current needs, the Institution will apply the amendments introduced therein as soon as they are approved, without having to wait until 2027.

The Director Remuneration Policy establishes a system for remunerating the directors based on a distinction between the directors' remuneration for performing their functions as members of the Board of Directors and the remuneration for performing executive functions.

The system for remunerating directors in their capacity as members of the Board of Directors consists generally of (i) fixed remuneration for membership of the Board of Directors, which is updated, and (ii) per diems for attending at most 11 meetings of the Board, whose amounts remain unchanged in the new Remuneration Policy, without prejudice to the exceptional power of the Board to authorise the payment of per diems in connection with extraordinary meetings of the body.

The additional amount established for the Chairman of the Board is maintained to remunerate the functions he performs as Chairman of the Bank, of the Board of Directors and of the General Shareholders' Meeting, and as the highest representative of the Bank.

The additional amount established for the Deputy Chairman and Lead Independent Director is also maintained.

As for the amounts payable to directors for chairing or membership of the Board committees, the new Policy updates only the amounts that were approved under the framework of the former Director Remuneration Policy and were already being applied to the remuneration for the chairman and members of the Audit and Control Committee, the Appointments and Corporate Governance Committee and the Risk Committee.

In addition to the remuneration assigned to the executive directors for membership of the Board, they also receive remuneration for performing executive functions that complies with the provisions of the Articles of Association, (ii) is coherent with the contracts signed with the executive directors and with standard market practice in comparable companies, (iii) is compatible with proper, healthy, effective management of the Institution's risks, and (iv) in particular, conforms to the prudential and capital adequacy regulations applicable to Banco de Sabadell. The maximum amounts of the short-term and long-term variable remuneration for all executive directors are updated in line with the current composition of the Board of Directors and the appointment of a Director General Manager with the status of executive. The remaining detailed amendments to the Director Remuneration Policy of Banco Sabadell, as compared with the policy currently in force, approved by the General Shareholders' Meeting held on 23 March 2023 are reflected in section 3 of the aforementioned Policy. On this basis, it is proposed: To approve, in accordance with the provisions of article 529 novodecies of the Capital Companies Law, the Banco Sabadell Director Remuneration Policy for application from the date of its approval, where applicable, without having to wait until 2027, and for the following three years, i.e., 2027, 2028 and 2029, the text of which has been made available to the shareholders on the



occasion of giving notice of the General Meeting of Shareholders, which envisages the maximum amount of annual remuneration to be paid to the directors for discharging their duties. This policy replaces in all its terms the current policy approved by the General Meeting of Shareholders on 23 March 2023.

Additionally, empower the Board of Directors to interpret, elaborate upon, formalise and execute this resolution to the fullest extent required by law, adopting such resolutions and signing such public or private documents as may be necessary or advisable to give it full effect, with the power to adapt the Director Remuneration Policy of Banco Sabadell, when they deem it necessary and at the proposal of the Remuneration Committee, to the circumstances that may arise, the rules established in the applicable legislation, the recommendations or best practices in this connection and the specific requirements of the supervisors, provided that this does not entail a substantial change of its terms and conditions such as to require it to be submitted again to the General Meeting of Shareholders in accordance with the applicable legislation; and, in particular, to:

- a) Implement and establish the specific conditions of the remuneration system for executive directors in all matters not provided for in the Director Remuneration Policy, including in particular, but not limited to, the appointment and removal of directors, establishing their variable remuneration and its terms, establishing any cases of early settlement, and declaring that any conditions upon which such settlement is contingent have been fulfilled.
- b) Adapt the contents and conditions of the Remuneration Policy to any corporate transactions or exceptional circumstances that arise during its term, referring both to Banco Sabadell and the companies in its group, as well as to the indicators selected to determine the variable remuneration, in order for it to subsist in the same terms and conditions.
- c) Adapt the content of the Remuneration Policy to any requirements, comments or requests by the competent supervisory authorities and, in particular, make adjustments to the deferral percentages and periods for annual variable remuneration that is applicable to executive directors of Banco Sabadell, and to the lock-up period for the shares or the rules for calculating them.
- d) Interpret the rules for the system of settlement and payment of the short-term variable remuneration and the long-term remuneration applicable to executive directors of Banco Sabadell.
- e) In general, perform such actions and sign such documents as may be necessary or advisable to render the Remuneration Policy valid and effective and to implement, elaborate upon and execute it.

**AGENDA ITEM ELEVEN RESOLUTION.**

In accordance with the provisions of Article 264 of the Capital Companies Law, and following a proposal submitted by the Audit and Control Committee to the Board of Directors, re-appoint the audit firm KPMG Auditores, Sociedad Limitada, with Tax ID No. B- 78510153, as auditors of the annual accounts of the Company and of the consolidated annual accounts of its group for 2026.

AGENDA ITEM TWELVE RESOLUTION.

To expressly empower the Chairman of the Board of Directors of Banco de Sabadell, Sociedad Anónima, Mr Josep Olliu 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, Commerce and Business 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 THIRTEEN 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 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 2025 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
Secretario General

Sabadell, 6 May 2026

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.