



## **General Meeting of Shareholders**

### **Proxies at General Meetings of Shareholders**

Article 10 of the Regulation of the General Meeting of Shareholders of Banco de Sabadell, S.A. sets out shareholders' rights to attend meetings and to grant proxy.

The right to attend and the corresponding right to vote may be delegated by the shareholder to any other duly-identified person.

Holders of a general power of attorney for the shareholder in the form of a public instrument with the power to administer all of the shareholder's assets in Spanish territory are also entitled to represent the shareholder.

Minors must be represented by their legal guardians or representatives, and corporations or companies by their legal representatives, in which case the identity of such person must be specified.

The delegation of the right to attend and vote must be indicated at the bottom or on the back of the attendance card, which must contain or be attached to the Agenda. Proxies must be signed by the shareholder, provided that the shareholder's signature is authenticated or is recognized by the Bank. The shareholder may give express instructions regarding his vote for each item on the Agenda. In the absence of express instructions, the proxy shall be entitled to vote as they see fit, except in the event of a conflict of interest.

If a shareholder sends the company an attendance card with a duly signed proxy form but without identifying the proxy, the proxy will be exercised by the Chairman of the Board of Directors or, if he is not a shareholder, by another Director who is a shareholder.

Before his appointment, the proxy must inform the shareholder in detail whether there is a conflict of interests. If the conflict arises after the appointment of the proxy and the shareholder principal has not been warned of its possible existence, he must be informed of it immediately. In both cases, absent specific voting instructions for each item on which the proxy must vote on behalf of the shareholder, the proxy must abstain.



Where the proxy has a conflict of interests, unless the shareholder indicates otherwise it shall be assumed that the shareholder has also designated as representatives, jointly and severally, in the following order, the Chairman of the General Meeting and, if he has a conflict of interests, the person designated by the Chairman.

Without prejudice to the provisions of article 187 of the Capital Companies Act, if a proxy is granted in accordance with the terms of the preceding section either to the Board of Directors or its Chairman, without express voting instructions, the shareholder shall be deemed to have decided to vote in favour of all the motions proposed by the Board of Directors.

In accordance with the provisions of article 10.10 of the aforementioned Regulation of the General Meeting of Shareholders of Banco de Sabadell, S.A., the meeting on 24 February 2005 deemed that Banco de Sabadell, S.A.'s electronic banking system provides the legally required assurance of authenticity and security for the authorisation of proxies by electronic means; accordingly, as from that date, it may be used for that purpose for the Shareholders' Meetings of Banco de Sabadell, S.A. and, consequently, this option is stated in the meeting notices.

Proxies or delegations shall be granted for a specific General Meeting and shall only be valid for that meeting; they may be revoked in any event. Attendance in person by the principal at the Meeting shall have the effect of revoking any proxies.