

BANCO DE SABADELL, SOCIEDAD ANONIMA

ANNOUNCEMENT OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of BANCO DE SABADELL, Sociedad Anónima, hereby gives notice of the Ordinary General Meeting of Shareholders to be held at 18:00 hours on 31 March 2016, at Fira Sabadell, Calle Tres Creus 202, entering via Plaza de la Sardana in the city of Sabadell, at second call, since it will foreseeably not be quorate at the first call, which is also hereby scheduled for the same location and time, on 30 March 2016, with the following:

AGENDA

1. Examine and approve, where appropriate, the Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of changes in net equity for the year, Cash flow statement and Notes to financial statements) and the Directors' Report of Banco de Sabadell, Sociedad Anónima, which includes the Annual Report on Corporate Governance, and those of its Consolidated Group, the distribution of income and approval of corporate management. All the foregoing with reference to the year ended 31 December 2015.
2. Allocate capitalisation reserve pursuant to Act 27/2014 of 27 November on Corporate Income Tax, charged to voluntary reserves.
3. Shareholder remuneration:
 - 3.1. Approval of flexible shareholder remuneration (scrip dividend) amounting to approximately 0.05 euro per share in the form of a capital increase charged to reserves for a reference market value of an estimated 271,962,250 euro at most, for the assignment free of charge to shareholders of new ordinary shares, with an offer to shareholders to purchase their rights to allocation free of charge at a guaranteed fixed price of approximately 0.05 euro per share. Express provision for the possibility of incomplete subscription. Delegate to the Board of Directors, with powers to sub-delegate, the execution of the bonus issue and the establishment of its conditions in all aspects not envisaged by the Meeting.
 - 3.2. Approval of supplementary shareholder remuneration in the amount of 0.02 euro per share, consisting of a distribution in kind out of voluntary reserves consisting of the share issue premium, through the delivery to shareholders of shares of the Company which are held in treasury stock.

4. Approve amendments to the Articles of Association of Banco de Sabadell, Sociedad Anónima to introduce technical improvements and adapt them to new regulations:
 - 4.1. Amendment of Articles 38 and 39 to adapt the right of attendance of the General Meeting of Shareholders to the number of shares.
 - 4.2. Derogation of Article 9 and amendment of Articles 41, 42, 55, 57, 60 and 88 to introduce technical improvements.
 - 4.3. Amendment of Articles 44 and 61 to adapt these to new legal provisions.
 - 4.4. Authorisation to the Board of Directors to consolidate the text of the Articles of Association and re-number all articles as necessary and modify any possible cross-references in the Article.
5. Approve the amendment of the Regulations of the General Shareholders' Meeting to adapt the wording of some articles to the proposed new wording of the Articles of Association: Articles 7, 9, 10 and 14 are amended. Authorisation to the Board of Directors to consolidate the text of the Regulations of the Shareholders' Meeting and include cross-references included in the Regulation when re-numbering the provisions of the Articles of Association.
6. Take cognizance of the amendment to the Regulations of the Board of Directors to adapt the wording of some articles to the proposed new wording of the Articles of Association: amendments to Articles 5, 8, 11, 12, 13, 14 and 25 and derogation of Article 16-bis.
7. Approve an increase in the members of the Designated Group to which the cap on variable remuneration applies.
8. Approve a complementary long-term incentive based on the increase in value of the shares of Banco de Sabadell, Sociedad Anónima for Executive Directors, Senior Management and other executives of the Banco Sabadell Group.
9. Delegate to the Board of Directors, within the limits provided by law, the power to increase capital one or more times, with the power to override pre-emptive subscription rights where the increase or increases, together, do not exceed 20% of the capital stock.
10. Delegate to the Board of Directors the power to issue securities which may be converted and/or exchanged for shares, preference shares, as well as warrants and similar securities that may entitle the holder, directly or indirectly, to subscribe for or acquire shares or that may, in some other way, assign shares in company profits; as well as the power to increase capital in the amount necessary, and to override the pre-emptive subscription right where the increase or increases, together, do not exceed 20% of the capital stock.

11. Authorise Banco de Sabadell, Sociedad Anónima, to acquire own shares in the secondary market, directly or via Banco Sabadell Group companies, in accordance with the provisions of Articles 146 and 509 and related articles of the Capital Companies Act, establishing the limits and requirements for such acquisitions, and with the express faculty to reduce capital to amortise own shares, delegating to the Board of Directors the corresponding necessary powers.
12. Approve the Directors' remuneration policy.
13. Consultative vote on the Annual Report on Director Remuneration envisaged in Article 541 of the Capital Companies Act.
14. Re-appoint, in accordance with the provisions of Article 264 of the Capital Companies Act, the firm PricewaterhouseCoopers, Auditores, Sociedad Limitada, as auditor of the financial statements of Banco de Sabadell, Sociedad Anónima and of the consolidated annual accounts of its group, corresponding to the year 2016.
15. Delegate powers to formalise the foregoing resolutions.

Attendance and proxies

Shareholders with a minimum of 800 shares are entitled to attend the Meeting. Those who fail to meet that number may either pool their shares to meet this minimum requirement established in the Articles of Association or be represented by another shareholder with the same objective of attaining the required minimum.

Shareholders who wish to attend this Meeting must use the attendance/proxy card provided by the Secretary to the Board of Directors.

Shareholders may appoint a proxy by completing and signing the proxy section of the attendance/proxy card and handing it in at any Banco Sabadell Group office or at the Meeting reception desk. Additionally, shareholders who use Banco Sabadell Group's distance banking services (Banco Sabadell Online and Banco Sabadell Móvil) may register their proxy using that service, exclusively via the internet, using their personal login, as detailed on the attendance/proxy card.

If the proxy is not identified by name on the proxy card, it will be understood to have been conferred on the Chairman of the Board of Directors. If no express instructions are given and the designated person is involved in an alleged conflict of interest, the proxy will be understood to have been conferred on the Chairman of the Meeting, or in the event of a conflict of interest, on the person that the Chairman designates.

In any event, it is essential that the shares be registered in the shareholder's name in the central registry of book-entry securities of IBERCLEAR (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, Sociedad Anónima) five days prior to the scheduled date of the Meeting.

Right to information

Pursuant to the provisions of the Capital Companies Act, the Articles of Association and the Regulation of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, as from the date of this notice, all shareholders are entitled to examine the documents listed below at the registered offices in Plaça de Sant Roc, 20, Sabadell, and to obtain copies of them from Banco de Sabadell, Sociedad Anónima, in hand or by mail, immediately and free of charge:

1. The motions submitted by the Board of Directors for approval by the General Meeting, including the proposal put forward by the Board on the remuneration policy.
2. Annual Accounts (Balance sheet, Profit and Loss Account, Statement of changes in equity for the year, Cash flow statements and Notes to financial statements) and the Directors' Report of Banco de Sabadell, Sociedad Anónima and its Consolidated Group for the year ended 31 December 2015, and the corresponding auditors' report.
3. Annual Corporate Governance Report.
4. The current Articles of Association of Banco de Sabadell, Sociedad Anónima
5. List of full names, ages, nationalities and addresses of the directors of Banco de Sabadell, Sociedad Anónima, and the date on which they were first appointed.
6. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, on the capital increase charged to reserves for the assignment free of charge to shareholders of new ordinary shares, and an offer to shareholders to purchase their rights of allocation free of charge at a guaranteed fixed price (scrip dividend).
7. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in support of the proposal to amend the Articles of Association, including the full text of these amendments.
8. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in support of the proposal to amend the Regulation of the General Meeting of Shareholders, including the full text of these amendments.

9. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in connection with amending the Regulations of the Board of Directors, including the full text of these amendments.
10. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in support of the proposal to increase the members of the Designated Group to which the cap on variable remuneration is applied, including the full list of members of the Designated Group of Banco de Sabadell, Sociedad Anónima.
11. Full list of members of the Designated Group of Banco de Sabadell, Sociedad Anónima.
12. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in support of the proposal of a complementary long-term incentive plan for 2016, based on the increase in value of shares of Banco de Sabadell, Sociedad Anónima for Executive Directors, Senior Management and other executives of the Banco Sabadell Group.
13. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, on the delegation to the Board of Directors of the power to increase capital one or more times, with the power to override the pre-emptive subscription right, where the increase or increases, together, do not exceed 20% of the capital stock.
14. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, on the delegation to the Board of Directors of the power to issue securities which may be converted into and/or exchanged for shares of Banco de Sabadell, Sociedad Anónima, preference shares, and warrants or similar securities that give entitlement, directly or indirectly, to subscribe for or acquire shares of Banco de Sabadell, Sociedad Anónima, or that may, in some other way, assign shares to company profits, as well as the power to increase capital in the amount necessary, with the power to override the pre-emptive subscription right, where the increase or increases, together, do not exceed 20% of the capital stock.
15. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, for the purposes envisioned in Articles 285 et seq. and Articles 318 and 509 of the Capital Companies Act in connection with the resolution authorising Banco de Sabadell, Sociedad Anónima, to acquire, directly or indirectly, own shares and, where appropriate, reduce capital.
16. Report by the Remuneration Committee on the proposal for approval of the Directors' remuneration policy.
17. Directors' Remuneration Policy.
18. Annual Directors' remuneration report as set out in Article 541 of the Capital Companies Act.

As from the publication of this notice until the Meeting is held, shareholders may access the notice of the meeting on the website of Banco de Sabadell, Sociedad Anónima (www.grupobancosabadell.com) in the section “Shareholder and Investor Information”; as well as the total number of shares and voting rights, the documents listed above that are to be submitted to the shareholders, and other documents and reports made public through the website of Banco de Sabadell, Sociedad Anónima; the Articles of Association; the Regulation of the General Shareholders’ Meeting and proxy rules.

For the same period of time, shareholders will have access to the Electronic Shareholders’ Forum of Banco de Sabadell, Sociedad Anónima, which they may use in line with the terms and conditions set out in the Electronic Shareholders’ Forum Regulation available on the website.

Additionally, shareholders may, until the fifth day prior to the Meeting, request clarifications on items on the agenda and on information submitted to the Spanish National Securities Commission since the last Meeting and on the auditor’s report; shareholders who represent at least three per cent of the share capital may request the publication of a supplement to the notice of the General Meeting, to include new items to the agenda, and may present reasoned motions on issues already included in the agenda or that should be included in the agenda in the five days following the publication of this notice. Procedures for the aforementioned rights of shareholders are duly expressed on the website of Banco de Sabadell, Sociedad Anónima.

All or part of the General Meeting of Shareholders may be recorded and broadcast audiovisually, and be made available to the public on the corporate website of Banco de Sabadell, Sociedad Anónima (www.grupobancosabadell.com). In order to protect the shareholders’ rights, the images of individual attendees will not be broadcast.

Additionally, a mobile app for the General Meeting of Shareholders will be used as a means of providing a new additional information portal for shareholders, which will include relevant public information about the notice and development of the Meeting. A sign-language interpreter will also be available for those with hearing disabilities; the interpreter will be present in person on site at Fira de Sabadell.

Notarised Minutes

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

Data Protection

The personal data contained in this document, that which the shareholders provide to Banco de Sabadell, Sociedad Anónima, to exercise their right to attend, grant proxy and vote at the General Meeting or that which is provided to the Bank by banks and brokerage houses at which such shareholders have deposited their shares, through IBERCLEAR, will be processed (and included in files for which Banco de Sabadell, Sociedad Anónima, is responsible) for the purpose of managing and overseeing the shareholders' status and for giving notice of the General Meeting, holding it and publicising it, as well as to fulfil the obligations established by law. The data will be accessible to the notary who will attend the General Meeting and may be provided to third parties in exercise of the right to information provided by law or accessible to the public insofar as they appear on documentation available on the corporate website (www.grupobancosabadell.com) or made public at the General Meeting. Persons may request to access, rectify, cancel and block their personal data in accordance with the provisions of Organic Act 15/1999 of 13 December, on Personal Data Protection, by writing to the head office of Banco de Sabadell, Sociedad Anónima, at Plaça de Sant Roc, no. 20, Sabadell.

Secretary to the Board of Directors
Miquel Roca i Junyent

Sabadell, 25 February 2016