

BANCO SABADELL, S.A.

**ANNOUNCEMENT OF THE ORDINARY GENERAL MEETING OF
SHAREHOLDERS**

The Board of Directors of BANCO DE SABADELL, S.A. hereby gives notice of a General Meeting of Shareholders to be held at 18:00 hours on 31 May 2012, at Fira Sabadell, Calle Tres Creus 202, entering via Plaça Sardana, in 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 May 2012, with the following:

AGENDA

- 1.** Examine and approve, as appropriate, the financial statements (balance sheet, income statement, statement of changes in net equity, cash flow statement and notes to financial statements) and the directors' report of Banco de Sabadell, S.A. and its consolidated Group and the distribution of income and dividends, and grant discharge to the Board of Directors. All the foregoing with reference to the year ended 31 December 2011.
- 2.** Approve supplementary shareholder remuneration in addition to the 2011 dividend, consisting of the distribution in kind from voluntary reserves consisting of the share issue premium through the delivery to shareholders of shares of the Company which are held in treasury stock.
- 3.** Appointment and re-appointment of directors:
 - 3.1 Appointment of José Luís Negro Rodríguez as executive director.
 - 3.2 Re-appointment of Héctor María Colonques Moreno as independent director.
 - 3.3 Re-appointment of María Teresa García-Milá Lloveras as independent director.
 - 3.4 Re-appointment of Mr Joan Llonch Andreu as independent director.
 - 3.5 Re-appointment of Mr José Permanyer Cunillera as external director.
- 4.** Corporate governance:
 - 4.1 Amendment of the Articles of Association to adapt the text to recent changes in regulations, eliminate references to the articles of the Spanish Corporations Act and improve the wording. The

following articles will be amended: 1, 2, 12, 14, 21, 29, 35, 40, 41, 43, 51, 54, 59.bis, 60, 71, 73, 74, 75, 78, 79, 80, 81, 82, 85, 88 and 93. Approval of the consolidated text of the Articles of Association.

4.2 Amendment of the Regulations of the Shareholders' Meeting to adapt the text to recent changes in regulations, eliminate references to the articles in the Spanish Corporations Act and improve and adapt the wording of some articles to the proposed new text of the Articles of Association: articles 6, 8, 9, 10, 13, 14 and 17 will be amended.

4.3 Regulations of the Board of Directors: Take cognizance of the amendments to articles 13, 15 and 19.

5. Ratify the corporate web site as the company's online presence.
6. Delegate to the Board of Directors the power to increase capital at one or more times, with the power to override pre-emptive subscription rights, where appropriate.
7. Delegate to the Board of Directors the power to issue non-convertible fixed-income securities, in any form permitted by law, and to implement a commercial paper programme.
8. Delegate to the Board of Directors the power to issue securities which may be converted into and/or exchanged for shares, as well as warrants and similar securities which entitle the holder, directly or indirectly, to subscribe or acquire shares, and the power to increase capital in the amount necessary and to override the pre-emptive subscription right, where appropriate.
9. Authorise the company to acquire own shares in the secondary market, directly or via group companies, in accordance with the provisions of articles 146, 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 necessary powers to execute the decisions adopted by the Meeting in this regard, and revoking the authorisation granted by the General Shareholders' Meeting on 14 April 2011.
10. Advisory vote on the Report on remuneration policy, in accordance with provisions of article 61.ter of the Securities Market Act.
11. Re-appoint, in accordance with the provisions of article 264 of the Capital Companies Act, the firm PricewaterhouseCoopers Auditores, S.L. as auditor of the Company's financial statements and of the Group's consolidated financial statements for another one-year term.
12. Delegate powers to formalise the above-mentioned decisions.

Attendance and proxies

Shareholders whose shares have a nominal value of at least 100 euro (currently equivalent to 800 shares) are entitled to attend the Meeting. Other shareholders can either pool their shares to meet this minimum requirement 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 card provided by the Board Secretary.

Shareholders may appoint a proxy by completing and signing the proxy card section of the attendance card and handing it in at any Banco Sabadell Group office or at the Meeting reception desk. Shareholders who use Banco Sabadell Group's online banking services may register their proxy electronically by using their login code, as detailed on the attendance card.

If no shareholder name is indicated on the proxy form, the proxy will be understood to have been conferred on the Chairman of the Board or on another Director (who must be a shareholder) as designated by the Chairman.

At all events, it is essential that the shares be registered in the central registry of book-entry securities of IBERCLEAR (*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.*) five days prior to the scheduled date of the Meeting.

Right to information

Pursuant to the provisions of the Capital Companies Act and the Regulation of the General Meeting of Shareholders of Banco de Sabadell, S.A., 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 the Company in hand or by mail, immediately and free of charge:

1. Financial statements (balance sheet, income statement, statement of changes in net equity, cash flow statement and notes to financial statements) and the directors' report of Banco de Sabadell, S.A. and its consolidated Group for the year ended 31 December 2011 and the corresponding auditors' report and remuneration policy report.
2. The current Articles of Association of Banco de Sabadell, S.A.

3. List of the names, surnames, ages, nationalities and addresses of the directors of Banco de Sabadell, S.A. and the date on which they were first appointed.
4. The motions submitted to the Meeting for approval, and their justification.
5. Report by the Appointments and Remuneration Committee on proposed director appointments and re-appointments.
6. Directors' report on amendments to the Articles of Association, the Regulations of the Shareholders' Meeting and the Regulations of the Board of Directors.
7. Report by the directors of Banco de Sabadell, S.A. on item six of the agenda relating to authorisation of the Board of Directors to increase capital at one or more times, with the power to override the pre-emptive subscription right, where appropriate.
8. Report by the directors of Banco de Sabadell, S.A. on items 7 and 8 of the agenda on granting the Board of Directors the power to issue non-convertible fixed-income securities and securities convertible into shares.
9. Directors' report on the acquisition of own shares.
10. Report on remuneration policy.

As from the publication of this notice and until the Meeting is held, shareholders may access the following documents on the Banco de Sabadell, S.A. website (www.grupobancosabadell.com): the notice of the meeting, the total number of shares and voting rights, documents to be presented at the Meeting, the Articles of Association, the Regulations of the Board of Directors, and proxy rules for shareholders.

Additionally, the website of Banco de Sabadell, S.A. contains information on how shareholders may request clarifications, until the seventh day prior to the Meeting, on items of the agenda and on the information submitted to the Spanish National Securities Commission since the last Meeting, and present reasoned motions on issues included in the agenda in the five days following the publication of this notice.

Notarised Minutes

In accordance with Article 203 of the Capital Companies Act and Article 15.2 of the Regulations of the Shareholders' Meeting of Banco de Sabadell, S.A., the Directors will engage a notary to minute the Meeting.

Secretary of the Board of Directors
Miquel Roca iJunyent

Sabadell, 26 April 2012