

ITEM TWO ON AGENDA: PROPOSED RESOLUTION

Capital increase by Banco de Sabadell, S.A. ("Banco Sabadell" or the "Company") for monetary contributions with pre-emptive subscription rights.

Increase capital, by means of monetary contributions, by a nominal amount of 86,476,525.625 euro, through the issuance and distribution of 691,812,205 ordinary shares, with a nominal value of 0.125 euro each.

The shares to be issued will be represented by book entries and will be governed by the regulations governing the Securities Market, with Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, Sociedad Anónima (hereinafter, "IBERCLEAR") in charge of record-keeping.

This capital increase is conditional upon obtaining the appropriate authorisations and clearances.

(A) Recipients

This capital increase is aimed at the holders of pre-emptive subscription rights attached to the shares of the Company.

An issuing prospectus or equivalent document will be filed with the National Securities Market Commission (CNMV) in accordance with the regulations on primary or secondary public offerings of securities.

(B) Rights of the new shares

From the date on which the capital increase is declared to have been subscribed and paid by the Board of Directors, the new shares will grant their holders the same rights as the currently outstanding shares.

(C) Date and conditions

The Board of Directors will have the power to determine the date on which to execute it, within at most one year from the date of approval by the Shareholders' Meeting, and to set the terms and conditions of same that are not established in the Shareholders' Meeting decision, in accordance with article 297.1.a) of the Capital Companies Act.

Specifically, it will have the power to decide on the final amount of the capital increase in the event of incomplete subscription and to determine whether to perform it in one or more tranches, in the terms and subject to the limits set out in this decision, and to determine the issue price of the new shares and, in particular, to establish the amount of any issue premium.

The Board of Directors may also override and refrain from executing this capital increase if unforeseen circumstances relating to market conditions or the Bank itself or any other event or development of social or economic importance makes this advisable, in which case it must inform the first Shareholders' Meeting that is held following expiration of the period established for execution.

(D) Pre-emptive subscription rights

The shareholders of record of the Company in the accounting registers of Iberclear at 23.59 hours, Madrid time, on the day that the announcement of the resolution to increase capital is published in the Official Gazette of the Mercantile Register ("BORME") will have pre-emptive rights to subscribe for the new shares.

The Board of Directors is empowered to establish the ratio or proportion between pre-emptive subscription rights and the new shares to be issued, having regard to the circumstances at the time the capital increase is executed, and to determine the procedure and time periods in which the shareholders may exercise their pre-emptive rights to subscribe for the new shares.

In accordance with the provisions of article 306.2 of the Capital Companies Law, the pre-emptive subscription rights may be transferred in the same conditions as the shares from which they are derived and, therefore, they will be tradeable on the Barcelona, Madrid and Valencia Stock Exchanges and Spain's electronic market (Sistema de Interconexión Bursátil Español).

The subscription period will have a duration of at least fifteen (15) days, commencing on the day following the publication of the capital increase decision in the BORME. In any event, the Board of Directors may establish a longer pre-emptive subscription period if the circumstances at the time the capital increase is executed make this advisable.

The Board of Directors may provide for additional periods or rounds to ensure that the new shares that were not subscribed for and paid in the pre-emptive subscription period may be assigned to shareholders who, having exercised their pre-emptive subscription rights, express interest in acquiring additional shares and/or other investors, and it will establish, in any event, the procedure and deadlines for such additional periods or rounds.

The Board of Directors may conclude the capital increase early at any time provided that it has been fully subscribed for, without prejudice to declaring the capital increase to be executed and completed upon expiration of the pre-emptive subscription period and any additional periods or rounds once the subscribed shares have been paid and, in the event of incomplete subscription of the capital increase, determine the final amount of the capital increase and the number of shares subscribed.

To exercise their pre-emptive subscription rights in the pre-emptive subscription period, the holders of such rights may enter orders to exercise that right through the IBERCLEAR member entity where their shares or rights are registered, stating

their wish to exercise the rights and the number of shares they wish to subscribe. Orders given in connection with the exercise of pre-emptive subscription rights will be deemed to be final, irrevocable and unconditional.

(E) Payment

The price of the new shares, including their par value and any issue premium that is established, will be paid in the form of monetary contributions in the time and form to be established by the Board of Directors in accordance with the provisions of this resolution.

In accordance with the provisions of article 299.1 of the Capital Companies Act, it is hereby noted that all the previously-issued shares of the Company are fully paid.

(F) Incomplete subscription

If any shares remain unsubscribed upon conclusion of the pre-emptive subscription period, the Board of Directors may (i) adjudicate, at its discretion, the unsubscribed shares to any third party, whether a shareholder or not, or to the entity or entities that placed or underwrote the issue, if any, for subscription in the period established for this purpose by the Board of Directors once the aforementioned pre-emptive subscription period has expired; and/or (ii) in accordance with the provisions of article 311 of the Capital Companies Act, declare the subscription of capital to have been incomplete and to declare capital to have been increased in the amount actually subscribed.

(G) Securities market regulation

The new shares to which this decision refers will be issued in accordance with the provisions of Securities Market Act 24/1988, of 28 July, and other applicable secondary legislation.

(H) Amendment to the Articles of Association of Banco Sabadell

Without prejudice to the provisions of article 297.2 of the Capital Companies Act, which is applicable, it is resolved to amend article 7 of the Articles of Association of Banco Sabadell which, in the event of full subscription of the capital increase, will be amended to read as follows:

"Article 7. The share capital of the Bank is two hundred and eighty-eight million two hundred and fifty-five thousand and eighty five euro and six hundred and twenty-five thousandths of a euro (€288,255,085.625), represented by two billion three hundred and six million forty thousand six hundred and eighty-five (2,306,040,685) registered shares with a nominal value of 0.125 euro each, fully paid up and numbered consecutively from 1 to 2,306,040,685, both inclusive."

In the event of incomplete subscription of the capital increase, the Board of Directors will amend article 7 of the Articles of Association of Banco Sabadell to reflect the final outcome.

Amendment of the Articles, if appropriate, is subject to the corresponding administrative authorisations.

(I) Listing of the new shares

It is resolved to apply for listing on the Barcelona, Madrid, and Valencia Stock Exchanges and on Spain's Electronic Market (Sistema de Interconexión Bursátil Español—S.I.B.E.) of all of the new shares issued in execution of this decision, for which the Board of Directors is empowered, with the power to sub-delegate to the Executive Committee or to the people it considers appropriate.

(J) Delegation of powers to the Board of Directors

In accordance with the provisions of article 297.1.a) of the Capital Companies Act, it is resolved to delegate to the Board of Directors, as fully as is legally required, with the power to sub-delegate to the Executive Committee or the persons it considers appropriate, the powers expressly established in article 297.1.a) of the Capital Companies Act, as well as all of the powers expressly conferred on it by this decision and the power to set the conditions that are not expressly envisaged in this decision.

The Board of Directors is also expressly empowered, as may be required by law, with the power to sub-delegate to the Executive Committee or the persons it considers appropriate, and without prejudice to any existing delegations or empowerments, to perform all of the actions and processes necessary or merely advisable for the execution and implementation of the capital increase and, in particular, the following:

- (i) drafting, signing and presenting to the CNMV, if necessary, the prospectus for the capital increase or any equivalent document, in compliance with the provisions of the Securities Market Act and Royal Decree 1310/2005, on the listing of securities on the official secondary markets and primary and secondary offerings, assuming liability for its content, and drafting, signing and presenting such supplements to same as may be necessary, requesting vetting and registration of same by the CNMV and issuing the regulatory and other disclosures that may be necessary or advisable;
- (ii) 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;
- (iii) drafting, signing and presenting any documentation or additional or supplementary information as may be necessary before the CNMV, the Stock Exchange Governing Companies, and any other competent authority or body,

Spanish or foreign, to obtain authorisation, vetting and subsequent implementation of the capital increase;

- (iv) appearing before the notary of their choice and expressing this capital increase decision as a public instrument, and taking such steps as may be necessary and approving and formalising such public or private documents as may be necessary or advisable to render this capital increase resolution fully enforceable in all of its aspects and contents, and particularly remedying, clarifying, interpreting, completing, specifying and rendering more precise, as appropriate, the adopted resolution, and, in particular, remedying any defects, omissions or errors that may be observed by the Mercantile Registry in its verbal or written feedback;
- (v) 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 the Company that are habitual in this type of contract, agency contracts, 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;
- (vi) drafting and publishing such advertisements as may be necessary or advisable;
- (vii) declaring that the capital increase has been completed, upon expiration of the subscription period and following payment for the shares finally subscribed, and granting such public and private documents as may be necessary to execute the capital increase;
- (viii) performing such actions as are necessary or advisable to execute and formalise the capital increase before all public or private, Spanish or foreign institutions and bodies, including the power to clarify, complement or remedy defects or omissions which might prevent or hamper the full enforceability of this resolution;
- (ix) taking such steps as may be necessary or advisable to remedy, clarify, interpret, complete, specify and render more precise, as appropriate, the adopted resolution, and, in particular, remedying any defects, omissions or errors that may be observed.

JUSTIFICATION:

As set out in the Directors' Report, the goal of the capital increase proposed by the Board of Directors to the General Meeting is, primarily, to increase the core capital ratio (capital and reserves) of Banco Sabadell.

In order to conduct their business, Banco Sabadell and its group must maintain levels of own funds that are appropriate in comparison with their volume of activity and their situation in the market. In this respect, the Bank of Spain has indicated that it is advisable for credit institutions to maintain levels of own funds that amply exceed the legal minimum requirements (calculated on the basis of risk-weighted assets). Additionally, it is necessary for Banco Sabadell to have a level of own funds that is comparable with that of its principal competitors, since this is a measure of solvency to which analysts, rating agencies, supervisors and the market in general devote particular attention. Moreover, the market penalizes credit institutions with low capital ratios since it believes that they will face limitations on growth and are also more vulnerable to a downturn in the credit situation.

Maintaining a high level of own funds and, therefore, capital adequacy, is essential for accessing suitable sources of funding in favourable conditions, which has a direct impact on the entity's costs. Additionally, the goal is to optimize the cost of such funds and contribute to an appropriate remuneration for shareholders.

In line with the foregoing, it should be noted that on 26 October 2011, following the meeting of the European Council the preceding day, the European Banking Authority ("EBA" or the "Authority") issued a communiqué in support of the decision adopted regarding EU-wide measures to restore confidence in the financial system and the banking industry. In that communiqué and, in particular, in its Recommendation EBA/REC/2011/1, dated 8 December 2011, the EBA announced the establishment of exceptional measures to strengthen the capital structure of certain banks, including the obligation to have, by 30 June 2012, a core tier 1 ratio (capital of the highest quality according to the methodology used by the EBA when estimating the European banking system's capital needs) of at least 9%.

The decisions adopted by the European Council and the communiqué and recommendation of the EBA represent a new phase in the process of strengthening the financial system in Europe and Spain, which has been under way since 2009; this process has given rise to several reforms and new legislation (recent examples in Spain include Royal Decree-Act 2/2011, of 18 February, on reinforcing the financial system, and Act 6/2011, of 11 April, amending Act 13/1985, of 25 May, on investment ratios, own funds and reporting obligations of financial intermediaries) which have led to the establishment of various measures including, in particular, stricter requirements for credit institutions with regard to own funds and capital adequacy.

Even though Banco Sabadell was not one of the banks designated as "systemic" by the EBA and the Company's current capital situation is adequate in accordance with the requirements of the current regulations, it is considered appropriate, based on the conviction that the industry will converge on the fulfilment of more stringent capital requirements, to ask the Bank's Shareholders' Meeting to perform a transaction to strengthen its capital structure and increase its own funds of the highest quality.

AGENDA ITEM THREE: PROPOSED RESOLUTION

Grant the Board of Directors of Banco de Sabadell, S.A. powers as broad as may be required by law so that, in accordance with the provisions of article 297.1.b) of the Capital Companies Act, it may increase share capital, on one or several occasions, in the amount(s), on the date(s) and on the terms and conditions that the Board of Directors may determine, with power to delegate to the Executive Committee or the persons it considers appropriate, up to the maximum limit and within the maximum term contemplated in the Act, being authorised to determine the characteristics of the shares, to freely offer any new shares that were not subscribed in any pre-emptive subscription period(s), to determine that, in the event of incomplete subscription, the capital increase be made only in the amount actually subscribed, and to amend the wording of the article of the Articles of Association on share capital.

The delegation of powers includes authorisation to: determine any share premium, issue preference, non-voting, callable or redeemable shares and other securities or financial instruments referenced or related to the Bank's shares that may result in an increase in share capital, apply for listing and delisting of the securities issued, and take any other steps that may be necessary to ensure that the new shares resulting from the capital increase(s) be listed on Spanish and foreign stock markets, in accordance with the procedures established by each individual stock market. It also includes authorisation, where appropriate, to override pre-emptive subscription rights in connection with share issues made under this delegation of powers in cases in which this is in the corporate interest, pursuant to the provisions of Article 506 of the Capital Companies Act.

The Board of Directors is expressly empowered, with powers as broad as may be required by law, to delegate to the Executive Committee or the persons that it considers appropriate, and without prejudice to any existing delegations or empowerments, to remedy, clarify, interpret, complete, specify and render more precise, as appropriate, the adopted resolutions, and, in particular, remedy any defects, omissions or errors that may be observed.

The Board of Directors is also expressly empowered, as may be required by law, with the power to sub-delegate to the Executive Committee or the persons it considers appropriate, and without prejudice to any existing delegations or empowerments, to perform all of the actions and processes necessary or merely advisable for the execution and implementation of the capital increase and, in particular, the following:

(i) drafting, signing and presenting to the CNMV, if necessary, the prospectus for the capital increase or any equivalent document, in compliance with the provisions of the Securities Market Act and Royal Decree 1310/2005, on the listing of securities on the official secondary markets and primary and secondary offerings, assuming liability for its content, and drafting, signing and presenting such supplements to same as may be necessary, requesting vetting and registration of

same by the CNMV and issuing the regulatory and other disclosures that may be necessary or advisable;

(ii) 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;

(iii) drafting, signing and presenting any documentation or additional or supplementary information as may be necessary before the CNMV, the Stock Exchange Governing Companies, and any other competent authority or body, Spanish or foreign, to obtain authorisation, vetting and subsequent implementation of the capital increase;

(iv) appearing before the notary of their choice and expressing this capital increase decision as a public instrument, and taking such steps as may be necessary and approving and formalising such public or private documents as may be necessary or advisable to render this capital increase resolution fully enforceable in all of its aspects and contents, and particularly remedying, clarifying, interpreting, completing, specifying and rendering more precise, as appropriate, the adopted resolution, and, in particular, remedying any defects, omissions or errors that may be observed by the Mercantile Registry in its verbal or written feedback;

(v) 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 the Company that are habitual in this type of contract, agency contracts, 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;

(vi) drafting and publishing such advertisements as may be necessary or advisable;

(vii) declaring that the capital increase has been completed, upon expiration of the subscription period and following payment for the shares finally subscribed, and granting such public and private documents as may be necessary to execute the capital increase;

JUSTIFICATION:

The object of the proposed capital increase resolution, in accordance with the provisions of Article 297.1.b) of the Capital Companies Act, lies in the power of the General Meeting to delegate to the Board of Directors, with the power to delegate in turn to the Executive Committee or the persons it considers appropriate, to power to increase capital, on one or several occasions, in an amount not exceeding in any circumstances half the existing share capital at the date of the authorisation, within a maximum period of five years as from the date of the

resolution of the General Meeting and provided in all cases that the capital increase is made by means of monetary contributions.

The General Meeting thus grants to the Board an instrument that is contemplated in the Capital Companies Act and enables it to increase capital within the limits established by the Act, as it sees fit in the company's interests, with no need to convene and hold a General Meeting of Shareholders. The aim is to provide the Board of Directors with an agile, flexible mechanism for responding appropriately to the Bank's needs, in light of the market environment in which it operates.

The delegation as provided in article 297.1.b) of the Capital Companies Act makes it possible to grant the Board of Directors the necessary degree of flexibility to attend to the Bank's needs at all times. All the foregoing is expressed in greater detail in the report issued by the directors of the company in compliance with articles 297.1 (relating to article 286) and 506 of the Capital Companies Act, which report is contained in the documentation provided to the shareholders.

Approval of this motion will render null and void the equivalent delegation approved on 14 April 2011 by the Bank's Ordinary General Meeting under item three of the agenda, in the amount not yet used.

AGENDA ITEM FOUR: PROPOSED RESOLUTION

To expressly authorise the Chairman of the Board of Directors of Banco de Sabadell, S.A., Mr José Oliu Creus, the Secretary, Mr Miquel Roca i Junyent, and the Deputy Secretary of the Board, Mr José Luis Negro Rodríguez, or the persons who may replace them in their respective posts of Chairman, Secretary and Deputy Secretary, in order that any one of them, without distinction, may, on behalf of the Bank:

Take such steps as may be necessary to obtain the necessary authorisations or registrations from the Bank of Spain, Ministry of Economy and Competitiveness, Directorate-General of the Treasury and Finance Policy, and the National Securities Market Commission. Appear before a Notary for the purpose of executing the adopted resolutions in a public instrument, and take all steps that may be appropriate or necessary to achieve complete execution and registration thereof, as and when appropriate, in the corresponding public registries and, in particular, in the Mercantile Registry of the Province; this authorisation shall include the power to correct, clarify, interpret, specify or supplement, where appropriate, the adopted resolutions in any public instruments or documents that may be granted 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.

Take, in name of the Bank, all legal steps that may be necessary for execution and successful implementation of the aforesaid resolutions.