

Agenda item one: proposed resolution

Approve the Financial Statements – Balance Sheet, Profit and Loss Account, Statement of Changes in Net Equity, Cash Flow Statement and Notes to Financial Statements – and Directors' Report of Banco de Sabadell, S.A. (including the explanatory report on the matters required by article 116.bis of the Securities Market Act) and the Report on the Remuneration Policy of the Board of Directors of Banco de Sabadell, S.A. , all corresponding to the financial year that commenced on 1 January 2010 and ended on 31 December 2010; grant discharge to the directors of Banco de Sabadell, S.A. for the financial year that commenced on 1 January 2010 and ended on 31 December 2010; and the proposal for application of income in that financial year, consisting of the distribution of income as follows:

To voluntary reserves	179,095,234.30 Euros
To legal reserve	4,149,505.90 Euros
To reserves for investment in the Canary Islands	248,337.87 Euros
To dividends:	197,126,410.02 Euros
Interim dividend paid on 20 December 2010	0.09 Euros per share

Jusfication

In accordance with the provisions of the Commercial Code, the Capital Companies Act and other applicable legal provisions, the Financial Statements and their various component documents were authorised by the Board of Directors at a meeting on 27 January 2011, on the basis of the proposal drawn up by the Bank's Executive Committee based on the separate and consolidated balance sheets and profit and loss accounts for the financial year 2010 presented and verified by the Bank's Audit and Control Committee.

The Directors' Report was also approved at that meeting and includes the Annual Corporate Governance Report approved by the Board of Directors on that date. The Report on Board Remuneration was approved by the Board of Directors on 24 February 2011.

The proposed distribution of income takes account of the fact that, subsequent to authorisation of the Notes to financial statements, Banco de Sabadell, S.A. increased capital by issuing one hundred and twenty-six million three hundred and sixty-three thousand and eighty-two (126,363,082) ordinary shares of the Company, which increases the amount to be distributed as a dividend, with the consequent adjustment of the other items referred to in this proposal.

Agenda item two: proposed resolution

Appoint, at the proposal of the Appointments and Remuneration Committee and in accordance with the provisions of Article 51 of the Articles of Association, Mr Isak Andic Ermay, holding ID Card No. 43.680.074.S as a member of the Board of Directors of Banco de Sabadell, S.A. for a period of five years, with the status of proprietary director.

Jusfication

In accordance with the provisions of article 51, it is proposed to re-appoint Mr Isak Andic Ermay as a member of the Board of Directors with the status of proprietary director for another five years since the term for which he was appointed will conclude shortly. This is based on the proposal made to the Board of Directors by the Appointments and Remuneration Committee for the reasons (notably his professional capacity and his suitability for this position) and in line with the criteria set out in that Committee's report, which has been provided to the shareholders as part of the documentation on this agenda item.

By virtue of the provisions of article 146 of the Mercantile Register Regulation, the re-appointment of Mr Isak Andic Ermay as a member of the Board of Directors in the category of proprietary director means that he will continue to hold the office of First Deputy Chairman of the Board of Directors without the need for a new election.

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, in the event of incomplete subscription, that 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 shares, shares without voting rights, callable or redeemable shares and other financial instruments or securities referenced or related to the Bank's shares that may entail 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) are listed on Spanish and other 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.

Jusfication

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 to the Executive Committee or the persons it considers appropriate, to decide 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 cash 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 for prior notice of call and assembly of a General Meeting of Shareholders. The aim is to provide an appropriate response to the Bank's needs, in the 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. All the foregoing is expressed in greater detail in the report issued by the directors of the company in compliance with article 506 of the Capital Companies Act, which is contained in the documentation provided to the shareholders.

Agenda item four: proposed resolution

Delegate in favour of the Board of Directors of Banco de Sabadell, S.A., for a period of three years as from the date hereof, the power to issue, on one or several occasions, subordinated or otherwise, non-convertible debentures, under this name (obligaciones no convertibles), preference shares, short-term bonds or other similar instruments, mortgage covered bonds and any other fixed-income securities.

The Board is also hereby expressly authorised to implement a commercial paper programme, under this or any other name, on one or several occasions, during a period of three years from the date hereof.

The Board may freely determine the total amount of each issue or programme and the maturities, yields and other terms and conditions applicable to each issue or programme, provided in all cases that the debentures or commercial paper outstanding at any given time do not exceed the limits established by law. The Board may, in general, with no restrictions whatsoever, take all public or private steps that may be necessary or that it may deem appropriate for execution of this resolution, including, where appropriate, appointment of the Commissioner and approval of the fundamental rules governing the legal relationship between the Bank and the Syndicate of holders of the securities issued.

Authorize the Board additionally so that, where it sees fit, and subject to obtaining the necessary authorisations and, where necessary, the approval of the Assemblies of the Syndicates of holders of the securities in question, it may modify the terms of redemption, maturities and yields of any fixed-income securities issued under this delegation of powers.

The Board is also hereby expressly authorised to delegate these powers, in accordance with the provisions of the Capital Companies Act.

Jusfication

The purpose of the delegation of power by the General Meeting to the Board of Directors, in accordance with the provisions of the Capital Companies Act, in order that it may issue, on one or several occasions, subordinated or otherwise, non-convertible debentures, under this name (obligaciones no convertibles), preference shares, short-term bonds or other similar instruments, mortgage covered bonds and any other fixed-income securities, and implement commercial paper programmes, is to provide the Board of Directors with the instruments needed to carry on the bank's activity optimally, granting it more room for manoeuvre and the ability to respond quickly as required in the highly competitive environment in which it operates.

Agenda item five: proposed resolution

Delegate to the Board of Directors of Banco de Sabadell, S.A., in accordance with the general rules on issuance of debt securities and with the provisions of articles 285-290, 297 and 511 of the Consolidated Text of the Capital Companies Act, approved by Legislative Royal Decree 1/2010 (the "**Capital Companies Act**") and 319 of the Mercantile Register Regulation, the power to issue debt securities, preference shares and any other securities representing part of a debt that are convertible into newly-issued shares of the Company and/or are exchangeable for existing shares of the Company, and warrants or analogous securities giving entitlement, directly or indirectly, to subscribe for or acquire shares of the Company, whether newly-issued or pre-existing, in accordance with the following conditions:

1. The securities for whose issuance the Board of Directors is empowered under this resolution may be issued at one or more times at any time within at most five (5) years from the date of adoption of this resolution.

2. The maximum total amount of the issue(s) to be made under this delegation is TWO BILLION EUROS (€2,000,000,000.00) or the equivalent in another currency.

3. When using the powers granted hereby, the acts which the Board is empowered to perform include, but are not limited to, the following: determining, for each issue, the amount, place of issue (Spain or other countries), and currency and, in the event of using a foreign currency, the equivalent in euros; the name, whether bonds (bonos) or debentures (obligaciones), which may be subordinated, preference shares and any others allowed by law; the date(s) of issuance; the number of securities and their nominal value, which, in the case of bonds, debentures, preference shares and other securities, may not be less than the par value of the shares; in the case of warrants and analogous securities, the issue price and/or premium, the strike price (which may be fixed or variable) and the procedure, term and other conditions applicable to the exercise of the right to subscribe for the underlying shares or the overriding of that right, as the case may be; the yield, which may be fixed or variable, with payment being at the discretion of the Company or obligatory, the dates and procedures for the payment of coupons where appropriate; whether the securities are perpetual or amortisable and, in the latter case, the term of amortisation and the maturity date; the reimbursement rate, premiums and batches, the collateral; the form of representation, whether by certificates or book entries; the form of subscription; the degree of seniority of the securities and any subordination clauses; the legislation applicable to the issue; and generally any other condition of the issue, including the appointment of a Commissioner, where appropriate, and approval of the fundamental rules to govern the relations between the Bank and the Syndicate of holders of the securities to be issued, where it is necessary to form such a Syndicate.

4. For the purposes of determining the rules and forms of conversion and/or exchange, the following criteria are established:

4.1 Convertible and/or exchangeable debentures and bonds, and preference shares:

- i. The securities (bonds, debentures, preference shares and any others allowed by law) that are issued under this resolution will be convertible into new shares of the Bank and/or exchangeable for existing shares of the Company in accordance with the conversion and/or exchange ratio to be established by the Board of Directors and which may be determined at the time of issuing the securities or consist of a variable ratio, and the Board is also empowered to determine whether they are convertible or exchangeable, and to determine whether conversion and or exchange is mandatory or voluntary and, in the event that it is voluntary, whether this is at the election of the holder or the issuer, with the frequency and in the

- term to be established in the issuance resolution, which may not exceed thirty (30) years from the date of issuance.
- ii. Where the issue is convertible and exchangeable, the Board may establish that the issuer reserves the right to choose at any time between conversion into new shares or exchange for existing shares of the Company, 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 the Company and even settle the difference in cash. In any event, the issuer will apply equal treatment to all holders of fixed-income securities that are converted and/or exchanged on the same date.
 - iii. For the purposes of conversion and/or exchange, the securities representing part of a debt claim will be valued at their nominal value and the shares at the fixed price determined in the resolution adopted by the Board of Directors by making use of this delegation, or at the price that is determinable on the date(s) indicated in the Board resolution based on the stock market price of the Bank's shares on the date(s) or in the period(s) taken as a reference in the resolution, with or without a discount, and, in any event, amounting to at least the higher of the average price of the shares on the electronic market of the Spanish stock exchanges where the Bank's shares are listed, using the closing prices of the 15 calendar days prior to the date of conversion or exchange, and the closing market price of the share on that same electronic market on the date preceding the date of conversion or exchange. Additionally, a discount not exceeding 25% may be established with respect to that minimum share price.
 - iv. During conversion and/or exchange, any fraction of a share corresponding to the holder of debentures, bonds or preference shares will be rounded down to the next whole number and the difference in this case would be paid in cash.
 - v. In no event may the value of the share used for converting the debentures into shares be less than the par value. As provided in article 415 of the Capital Companies Act, debentures may not be converted into shares if the par value of the former is less than the nominal value of the latter.

At the time of approving an issue of convertible debentures under this authorisation granted by the General Meeting, the Board of Directors must issue a report setting out and specifying, on the basis of the foregoing criteria, the conditions and forms of conversion applying specifically to the issue in question. That report must be accompanied by the auditors' report referred to in article 414.2 of the Capital Companies Act.

4.2 Warrants and other analogous securities giving entitlement, directly or indirectly, to subscribe for or acquire newly-created or pre-existing shares of the Company.

The Board of Directors is empowered to determine, in the broadest terms, the criteria applicable to the exercise of the right to subscribe for or acquire shares of the Company arising from securities of this class that are issued under this delegation, applying the criteria established in section 4.1 above, with the necessary modifications to be compatible with the legal and financial rules governing this class of securities.

5. As far as possible, in the conversion and/or exchange for shares of the securities issued under this delegation, the holders will have all rights granted to them under the current legislation, especially the right to be protected by anti-dilution clauses.

6. The delegation to the Board of Directors also includes, but is not limited to, the following powers:

- i. The power to set out and specify the conditions and forms of conversion, exchange and/or exercise of the rights to subscribe for and/or acquire shares arising from the securities to be issued, having regard to the criteria established in item 4 above.
- ii. The power, as provided by article 511 of the Capital Companies Act, for the Board of Directors to override, either fully or partially, the shareholders' pre-emptive subscription right when necessary to raise funds in the domestic or international markets or when it is in the Company's interests in any other way. In any case, if the Board decides to override the pre-emptive subscription right in relation to a specific issue of convertible debentures, preference shares, or warrants or analogous securities that it decides to make under this authorisation, it must, at the time of approving the issue and in accordance with the applicable regulations, issue a report detailing the specific reasons in connection with the Company's interests that justify the measure, which must be accompanied by a report by an auditor other than that of the Company, appointed by the Mercantile Registry as referred to in articles 414 and 417.2.b of the Capital Companies Act by reference from article 511 of that Act. Those reports will be made available to shareholders and disclosed to the first Shareholders' Meeting held after the decision to increase capital.
- iii. 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 debentures, preference shares, or warrants and analogous securities and any other capital increases decided upon under authorisations

granted by this General Meeting does not exceed the limit of one-half of the capital stock as provided in article 297.1 b) of the Capital Companies Act. 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 Incorporation 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 Act, shareholders will not have pre-emptive subscription rights in capital increases made to issue new shares for the conversion of debentures.

7. The Board of Directors is empowered to apply, where appropriate, to list, on official or unofficial secondary markets, organised or otherwise, in Spain or other countries, the convertible and/or exchangeable debentures and/or bonds, preference shares or warrants issued under this delegation and the shares issued to cater for conversion of the convertible debentures and or bonds, preference shares or warrants, and the Board of Directors is also empowered, as broadly as may be required by law, to take any necessary steps before the competent authorities of the various domestic or foreign securities markets to achieve such listing.

At successive General Meetings of Shareholders, the Board of Directors will inform shareholders of any use it has made of the delegation.

The delegation to the Board of Directors, which includes the express power to delegate to the Executive Committee or director(s) that it wishes, includes the broadest powers that may be necessary under law to interpret, apply, execute and implement the resolutions to issue securities that are convertible or exchangeable for shares of the Company, at one or more times, and the corresponding capital increases, and the Board is also empowered to remedy and complement the same where necessary, and to fulfil any requirements that may be applicable by law to achieve those outcomes, with the power to remedy omissions or defects in those resolutions that are pointed out by any authorities, functionaries or bodies, whether domestic or foreign, and it is also empowered to adopt such decisions and grant such public or private documents as may be considered necessary or advisable for the adaptation of these decisions to issue convertible or exchangeable securities and the corresponding capital increase on the basis of the verbal or written feedback from the Mercantile Registrar or, generally, from any other competent authorities, functionaries or institutions, whether domestic or foreign.

Jusfication

The purpose of the delegation by the General Meeting to the Board of Directors, in accordance with the Capital Companies Act and complementary legislation, so that it may issue shares that are convertible and/or exchangeable for shares of the Company, as well of warrants and analogous securities giving entitlement, directly

or indirectly, to subscribe for or acquire shares of the Company, and the power to override shareholders' pre-emptive subscription rights, is to provide the Bank's governing body with the room for manoeuvre and the capacity to respond that is required in the competitive environment in which the Bank operates, and it is in line with authorisations granted by the General Meeting in preceding years.

Agenda item six: proposed resolution

Revoke the resolution adopted at the General Meeting on 25 March 2010 in the part not executed, and authorise the Company so that, either directly or through any of its subsidiaries, and within a maximum period of five years as from the date of this General Meeting, it may acquire, at any time and as often as it sees fit, shares of Banco de Sabadell, S.A. by any of the means admitted by law, including against profit for the year and/or unrestricted reserves, and in order that it may subsequently sell or cancel any shares thus acquired or, where appropriate, deliver them to employees or directors of the Company as part of their remuneration or as a result of the exercise of stock options which they hold, all in accordance with the provisions of Articles 146, 509 and matching articles of the Capital Companies Act.

Approve the limits or conditions of these acquisitions, as follows:

- The par value of the shares thus acquired, directly or indirectly, in addition to any shares already held by the Bank and its subsidiaries, shall not exceed, at any time, ten per cent of the share capital of Banco de Sabadell, S.A., complying in all cases with all the limits established for acquisition of treasury shares by the stock market regulators in the markets on which Banco de Sabadell, S.A. shares are listed.
- It must be possible to create a restricted reserve on the liabilities side of the Company's balance sheet equivalent to the amount of the treasury shares recognised on the assets side. This reserve must be maintained until such time as the shares are disposed of or cancelled.
- The shares acquired must have been fully paid.
- The acquisition price must be no less than par value and no higher than 20 per cent above the stock market price or any other price whereby the shares may be valued as of the date of their acquisition. All acquisitions of treasury shares shall be made in accordance with general stock market rules and regulations.

Reduce the share capital, to cancel any treasury shares that the Bank may hold on its balance sheet, against profits or unrestricted reserves and in the amount that may be considered appropriate or necessary at any time, up to the maximum amount of treasury shares held at any given time.

Authorize the Board of Directors in order that it may execute the foregoing Resolutions, and in particular the resolution on capital reduction, which may be made on one or several occasions and within a maximum period of five years from the date of adoption of this resolution, taking all steps and actions and obtaining all authorisations that may be necessary or required under the Capital Companies Act

and other applicable legislation, and in particular authorise the Board so that, within the period and limits established for said execution, it may: set the date(s) of the capital reduction(s) to be made, as and when appropriate; determine the amount of the capital reduction; determine the use to be made of the amount thus reduced, furnishing, where necessary, any guarantees and complying with any conditions that may be required by law; amend the wording of Article 7 of the Articles of Association to the new amount of capital; apply for delisting of the shares that are cancelled; and generally adopt any decisions that may be necessary for that cancellation and the consequent reduction of capital; and appoint the persons to participate in formalising these decisions.

Jusfication

The purpose of the proposed resolution is in keeping with general practice on the part of listed companies, in the interest of shareholders, as envisaged and regulated in the Capital Companies Act and as approved by the General Meeting habitually in the past.

Agenda item seven: proposed resolution

Re-appoint, in accordance with the provisions of Article 204 of the Capital Companies Act, and following the corresponding proposal submitted by the Audit and Control Committee to the Board of Directors, the audit firm PricewaterhouseCoopers Auditores, S.L., with Tax ID Num. B-79031290, as auditor of the Company's and of the consolidated Group's financial statements for another one-year term.

Jusfication

As the previous term of appointment has expired, the Company must appoint an Auditor. Re-election of the incumbent firm is proposed, under the terms of Article 204 of the Capital Companies Act.

Agenda item eight: 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, individually, on behalf of the Bank, may:

Take such steps as may be necessary to obtain the necessary authorisations or registrations from the Bank of Spain, Ministry of Economy and Finance (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 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.

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