

BANCO DE SABADELL, S.A.

NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of Banco de Sabadell, S.A. hereby gives notice of an Ordinary General Meeting of Shareholders to be held at 18.00 on March 19 in the Fira de Sabadell Facilities, in Tres Creus, 202, Sabadell, with entry via Plaça Sardana in the city of Sabadell at the second call, there being little likelihood of holding the meeting at the first call, notice of which is hereby given for the same place and time on March 18, with the following:

AGENDA

1. To examine and approve, if applicable, the Annual Accounts (Balance Sheet, Profit and Loss Account and Annual Report) and Management Report, (including the Report on Remuneration Policy) of Banco de Sabadell, S.A. and its Consolidated Group. Application of profits and distribution of dividend. Approval of the corporate management. . All the aforementioned referred to the year ended 31 December 2008. It also includes the Report explaining the aspects of the Management Report provided in article 116 b of the Law on the securities market.
2. Appointment of Ms Sol Daurella Comadrán as Independent Director.
3. Authorisation of the Board of Directors of the power to enlarge the share capital one or more times with the power, if applicable, to exclude pre-emptive rights.
4. Authorisation of the Board of Directors to issue non-convertible fixed income securities in any legally permissible form and to develop a program of bank promissory notes.
5. To authorize the Company to proceed with the derivative acquisition of the Bank's own shares, either directly or via Group companies, in accordance with the provisions of article 75 of the Limited Companies Act (Ley de Sociedad Anónimas), subject to the limits and requisites of such acquisitions and with the express power to reduce the share capital in order to redeem its own shares, granting the Board of Directors the necessary powers to execute the resolutions of the Meeting in this respect, and cancelling the authorization granted by the Shareholders' General Meeting held on 27 March 2008.
6. Re-election, in accordance with the provisions of article 204 of the Limited Companies Act (Ley de Sociedades Anónimas), of the company

PricewaterhouseCoopers Auditores, S.L., as Auditors of the Company Accounts and the consolidated annual accounts of its group, for a further period of one year.

7. To delegate the powers to formally execute the foregoing resolutions.

Attendance

Shareholders with a minimum of 100 nominal euros in shares (currently equivalent to 800 shares) are entitled to attend the Shareholders' General Meeting. Other shareholders can either join their shares together to make up this minimum requirement or be represented by another shareholder with the same objective of reaching the required minimum.

Shareholders who wish to attend this General Meeting should use the attendance card provided by the Secretary to the Board of Directors

Shareholders will be able to appoint a proxy by completing and signing the section "Delegación de Voto" on the attendance card. Shareholders who are users of the Banco Sabadell group's online banking services may register their proxy appointment electronically by using their pin code, as explained on the attendance card.

If no shareholder name is indicated on the form of proxy, the vote will be understood to have been conferred on the Chairman of the Board, who may group the shares when necessary.

Whatever the case, it is essential that the shares must be registered in the Central Registry of Book-Entry Securities of the Share Clearing and Settlement Service, "IBERCLEAR", ("Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.") five days prior to that of the General Meeting which entries may not be cancelled until the day after it is held.

Right to Information.

Pursuant to the provisions of the Law on Limited Companies Shareholders' and the Regulations of the General Meeting of Shareholders of Banco de Sabadell, S.A., the right of all shareholders to examine at the registered offices located in Sabadell, Plaça de Sant Roc, 20, the documents listed below, and to obtain them from the Company immediately and at no charge:

- a. The Annual Accounts and Management Report (including the Report on Remuneration Policy) of the year ended 31 December 2008 of Banco de Sabadell, S.A. and its consolidated group, with the relevant auditors' report. Report by the administrators of Banco de Sabadell, S.A. on the matters provided in article 116b of Law 24/1988 dated 28 July, on the Securities Market, included in the Management Report.

- b. The current Articles of Association of Banco de Sabadell, S.A. :
- c. List of the names, surnames, age, nationality and address of the Administrators of Banco de Sabadell, S.A. and the date on which they took up their present posts.
- d. Report by the Appointments and Remuneration Committee on the proposed appointment of the Director.
- e. Report by the administrators of Banco de Sabadell, S.A. with regard to the resolution to authorize the Board of Directors to increase the share capital one or more times with the power, if applicable, to exclude pre-emptive rights.
- f. Report by the administrators of Banco de Sabadell, S.A. concerning proposal four of the agenda, relating to the authorization of the Board of Directors to issue non-convertible fixed income securities or securities convertible into shares.
- g. Report by the Administrators on the derivative acquisition of the Bank's own shares.

Shareholders can gain access to all this information on the webpage of the Banco Sabadell companies at "www.bancosabadell.com", together with the Annual Report on Corporate Governance for the year 2008. Also available via this webpage is the literal contents of the proposals for resolution and justification which the Board of Directors shall submit for approval to the Shareholders' General Meeting. Moreover, shareholders may also submit proposals related with the Agenda via this medium under the terms and conditions of article 41 of the Articles of Association and article 8 of the Regulations of the Shareholders' General Meeting of Banco de Sabadell, S.A.

Intervention of a Public Notary at the General Meeting

In accordance with Article 114 of the Limited Companies Act and Article 15.2 of the Regulations of the Shareholders' General Meeting of Banco de Sabadell, S.A., the Directors will require the presence of a Public Notary to take minutes of the Meeting.

Secretary to the Board of Directors
Miquel Roca i Junyent

Sabadell, 12 February 2009