

ITEM ONE ON AGENDA: PROPOSED RESOLUTION

- 1.- Approve the Financial Statements – Balance Sheet, Profit and Loss Account and Annual Report – and Management Report (including the Remuneration Policy Report) of the Board of Directors of Banco de Sabadell, S.A. and its consolidated group, all corresponding to financial year ending 31 December 2008; the management activities conducted by the Directors of Banco de Sabadell, S.A. during financial year 1 January 2008 to 31 December 2008; and the proposal for application of results of said financial year, with distribution of the profit obtained in accordance with the following breakdown:

To voluntary reserves	Euros 450,465,216.78
To distribution of dividend:	Euros 337,921,094,40
Interim dividend paid 29.08.2008	Euros 0.08 per share
Interim dividend paid 15.12.2008	Euros 0.08 per share
Final dividend to be paid as from 02.04.2009	Euros 0.12 per share

JUSTIFICATION:

The Financial Statements and other documents included in said statements in accordance with the provisions of the Commercial Code, the Companies Act and all other applicable legal provisions, were drawn up by the Board of Directors at a meeting held on 29 January 2009, on the basis of the proposal drawn up by the Bank's Executive Committee based, in turn, on the individual consolidated profit and loss account and balance sheet corresponding to financial year 2008 presented and verified by the Bank's Audit and Control Committee.

The Management Report was also approved at the aforesaid meeting and includes the Annual Corporate Governance Report and the Board Remuneration Policy Report approved by a resolution of the Board of Directors of 12 February 2009.

ITEM TWO ON AGENDA: PROPOSED RESOLUTION

- 2.- Appoint, at the suggestion of the Nomination and Remuneration Committee and in accordance with the provisions of Article 51 of the corporate Bylaws, Ms. Sol Daurella Comadrán, holding ID Card Num. 38.796.879-L, member of the Board of Directors for a period of five years, as an Independent Director. This appointment is made to fill the vacancy currently existing on the Board.

JUSTIFICATION:

Proposed appointment, in accordance with the provisions of Article 51 of the corporate Bylaws, and within the limits established in said Article, of Ms. Sol Daurella Comadrán, holder of ID Card Num 38.796.879-L, a graduate in Business Studies and MBA from ESADE (Barcelona - Spain) and Master in Finance and Investment from the University of Berkeley (California - USA), a well-respected businesswoman who, in light of her professional career, is deemed to meet all the necessary requisites to hold this post.

Appointment of an Independent Director to fill the vacancy currently existing on the Board, in accordance with the proposal submitted by the Nomination and Remuneration Committee, based on the reasons and in accordance with the criteria presented in the report of said Committee; this report is included in the documentation made available to the Shareholders and highlights, in particular, her professional capacity and suitability for this post.

ITEM THREE ON AGENDA: PROPOSED RESOLUTION

- 3.- Confer powers, as wide and sufficient as may be required by law, to the Board of Directors in order that, in accordance with the provisions of Article 153.1.b) of the Companies Act, it may increase the share capital, on one or several occasions, in the amount, on the date and on the terms and conditions that the Board of Directors may determine, up to the maximum limit and within the maximum term contemplated in law, being authorized to determine the characteristics of the shares, to freely offer any new shares that may remain unsubscribed in any preferential subscription period or periods, to determine, in the event of incomplete subscription, that the capital increase be made only in the amount actually subscribed, and to revise the wording of the article of the corporate Bylaws on share capital.

The delegation of powers includes authorization to: determine the share premium, where appropriate; 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 imply an increase in share capital; apply for admission to and exclusion from listing for 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 admitted to listing on Spanish and other stock markets, in accordance with the procedures established by each individual stock market. It also includes authorization, where appropriate, to eliminate preferential 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 159.2 of the Companies Act.

JUSTIFICATION:

The object of the proposed resolution on capital increase, in accordance with the provisions of Article 153.1.b) of the Companies Act, lies in the power of the General Meeting to delegate in favour of the Board of Directors in order that it may make a capital increase, on one or several occasions, in an amount not exceeding in any circumstances half the existing share capital as of the date of the authorization, 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 Companies Act and that permits, with no need for prior notice of call and assembly of a General Meeting of Shareholders, approval of capital increases that may be deemed convenient in the corporate interest, within the limits established by law. The aim is to provide an appropriate response to the Bank's needs, in light of the market environment in which it operates.

Use of the delegation of powers contemplated in Article 153.1.b) of the Companies Act grants the Board of Directors sufficient flexibility to meet the Bank's needs, all of which is explained in more detail in the Directors' Report, issued in accordance with the provisions of Article 159.2 of the Companies Act and included in the documentation made available to the Shareholders.

ITEM FOUR ON AGENDA: PROPOSED RESOLUTION

- 4.- Delegate in favour of the Board of Directors, for a period of three years as from the date hereof, the power to make issues, on one or several occasions, whether or not subordinated, of non-convertible debentures, under this name, preference issues, short-term bonds or other similar instruments, mortgage bonds and any other Fixed-Income securities.

The Board is also hereby expressly authorized to implement a commercial paper issue programme, under this or any other name, on one or several occasions, during a period of three years as 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 in issue at any one 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, in addition, in order that it may modify the terms of redemption, maturities and yields of any fixed-income securities issued under this delegation of powers, whenever it may deem convenient and subject to obtaining of the necessary official authorizations and, where appropriate, of the agreement of the General Meetings of the corresponding Syndicates of securities holders.

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

JUSTIFICATION:

The aim of the delegation of power granted by the General Meeting in favour of the Board of Directors, in accordance with the provisions of the Companies Act, in order that it may make issues, on one or several occasions, whether or not subordinated, of non-convertible debentures, under this name, preference issues, short-term bonds or other similar instruments, mortgage bonds and any other fixed-income securities, and in order that it may implement commercial paper issue programmes, is to provide the Board of Directors with the instruments necessary to enhance performance of the Bank's activities, granting it more room for manoeuvre and the quick response capacity required in the highly competitive environment in which it operates.

ITEM FIVE ON AGENDA: PROPOSED RESOLUTION

5.- Authorize the Company, leaving without effect the resolution adopted at the General Meeting held on 27 March 2008 in the part not executed, in order that, either directly or through any of its subsidiaries, and within a maximum period of eighteen months as from the date of this General Meeting, it may acquire, at any time and on an unlimited number of occasions, shares of Banco de Sabadell, S.A. by any of the means admitted by law, including against profit for the year and/or free reserves, and in order that it may subsequently sell or cancel any shares thus acquired, or where appropriate deliver them to employees as partial remuneration, all in accordance with the provisions of Article 75 and concordant provisions of the Companies Act.

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

- The par value of the shares thus acquired, in addition to any shares that may already be held by the Bank and its subsidiaries, shall not exceed, at any time, five 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.
- A restricted reserve may be created on the liabilities' side of the Company's balance sheet equivalent to the amount of the treasury shares included on the assets' side. This reserve should be maintained until such time as the shares are disposed of or cancelled.
- The shares acquired shall be paid-up in their entirety.
- The acquisition price shall be no less than par value and no higher than 20 per cent above the listing 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 free reserves and in the amount that may be considered appropriate or necessary at any time, up to and including all treasury shares that may be held as of that date.

Authorize the Board of Directors in order that it may execute the aforesaid Resolutions, and in particular resolutions on capital reduction, which may be made on one or several occasions and within a maximum period of eighteen months from the date of adoption of this Resolution, taking all steps and actions and processing all authorizations that may be necessary or required under the Companies Act and other applicable legislation, and in particular being authorized in order that, within the period and time 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; adapt the wording of Article 7 of the corporate Bylaws to the

new share capital; apply for exclusion from listing of the shares cancelled and, in general, adopt any resolutions that may be necessary for the purposes of said cancellation and subsequent capital reduction, designating the persons authorized to act in the formalization thereof.

JUSTIFICATION:

The object of the proposed resolution is in keeping with general practice on the part of listed companies, in the interest of shareholders; it is contemplated and regulated in the Companies Act and has been regularly approved by the General Meeting.

ITEM SIX ON AGENDA: PROPOSED RESOLUTION

- 6.- Re-elect, in accordance with the provisions of Article 204 of the 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 Fiscal ID Num. B-79031290, Auditor of Accounts of the Company and of the Group consolidated financial statements for a new one-year term.

JUSTIFICATION:

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

ITEM SEVEN ON AGENDA: PROPOSED RESOLUTION

- 7.- Expressly authorize the Chairman of the Board of Directors 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:

Appear before a Notary for the purpose of executing the resolutions adopted in a public instrument, and take all steps that may be appropriate or necessary to achieve complete execution and recording thereof, as and when appropriate, in the corresponding public registries and, in particular, in the Trade Registry of the Province; this authorization shall include the power to correct, clarify, interpret, specify or supplement, where appropriate, the resolutions adopted 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 recording of the resolutions adopted and of their consequences in the Trade 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 Trade Registrar or required by the competent authorities, with no need for further consultation of 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.