

BancoSabadell

COMISIÓN NACIONAL DEL MERCADO DE VALORES

For the purpose of fulfilling article 82 of Law 24/1988 on the Securities Market, Banco de Sabadell, S.A. hereby informs the Comisión Nacional del Mercado de Valores as follows

SIGNIFICANT EVENT

In addition to the information sent yesterday as Significant Event in relation to the Agenda of the Ordinary General Shareholders' Meeting which the Board of Directors of Banco de Sabadell, S.A. resolved to call for 29 March 2007 at 18:00 (second call), we enclose the proposals for resolutions which will be submitted for approval:

PROPOSALS FOR RESOLUTIONS REFERRING TO THE FIRST MATTER ON THE AGENDA.

- 1.- To approve the Annual Accounts –Balance Sheet, Profit and Loss Account and Report – together with the Management Report, (including the report on the remuneration policy of the Board of Directors) of Banco de Sabadell, S.A. and its consolidated group, for the year ending 31 December 2006, the management of the administrators of Banco de Sabadell, S.A. during the economic year starting 1 January 2006 and ending 31 December of the same year, together with the proposal for the appropriation of earnings of the said year, by means of distributing profits obtained as follows:

Voluntary reserves	602.579.713.48 Euros
Dividend payout:	253.982.838-60 Euros
Payment on account	0.38 Euros per share
Supplement to be paid as of 2.4.2007	0.45 Euros per share

JUSTIFICATION OF THE PROPOSAL

The Annual Accounts and various documents which compose same in accordance with the Code of Commerce, Companies Law and other applicable provisions have been formulated by the Board of Directors in their meeting on 25 January based on the proposal put forward by the Bank's Executive Committee based on the Balance Sheet and individual and consolidated profit and loss account for 2006, submitted and verified by the Bank's Audit and Control Committee.

The Management Report was approved during the same meeting, having included in same the report on the Board's remuneration policy approved by the Board of Directors on 22 February.

PROPOSALS FOR RESOLUTIONS REFERRING TO POINT TWO OF THE AGENDA.

- 2.- At the proposal of the Appointments and Remuneration Committee and pursuant to the provisions of article 51 of the Bylaws, to appoint Ms. Maria Teresa García-Milá Lloveras holder of Tax No. No. 46.108.791-R, as member of the Board of Directors for a period of five years in her capacity as independent director. This appointment is made to cover the vacancy as a result of the removal under the Bylaws of Mr. Juan Manuel Desvalls Maristany.
- 3.- At the proposal of the Appointments and Remuneration Committee and pursuant to the provisions of article 51 of the Bylaws, to re-appoint for an additional period of five years as member of the Board of Directors as independent director, Mr. Joan Llonch Andreu holder of Tax No. No. 39.028.933-A.
- 4.- At the proposal of the Appointments and Remuneration Committee and pursuant to the provisions of article 51 of the Bylaws, to re-appoint for an additional period of five years as member of the Board of Directors as executive director Mr. Juan M^a Nin Genova holder of Tax No. No. 14.901.689-N.
- 5.- At the proposal of the Appointments and Remuneration Committee and pursuant to the provisions of article 51 of the Bylaws to re-appoint for an additional period of five years as member of the Board of Directors as independent director Mr. Héctor María Colonques Moreno holder of Tax No. No. 18.829.062-C.
- 6.- At the proposal of the Appointments and Remuneration Committee and in accordance with the provisions of article 51 of the Bylaws, to re-appoint for an additional period of five years as member of the Board of Directors as executive director Mr. José Permanyer Cunillera holder of Tax No. No. 38.984.719-H.

JUSTIFICATION OF THE PROPOSALS:

Pursuant to the provisions of article 51 of the Bylaws, within the limits set forth in the said article, a proposal is made to appoint Ms. Maria Teresa García-Milá Lloveras holder of Tax No. No. 46.108.791-R, and of a degree in Economic Science from the University of Minnesota and Economic Science from the University of Barcelona, Professor of the Department of Economics and Business Studies of the University Pompeu Fabra, Barcelona, amongst other professional activities in which she engages, to cover the vacancy on the Board caused by the removal under the Bylaws of the director Mr. Juan Manuel Desvalls Maristany. This appointment is made in accordance with the proposal of the Appointments and Remuneration Committee under the criteria contained in the report of the said Committee which is recorded in the documentation submitted to the Shareholders (document “d”) and amongst which appear his professional capacity and suitability for this post.

Likewise, pursuant to the provisions of article 51, the re-appointment in his post as member of the Board of Directors of Mr. Joan Llonch Andreu is proposed for five years, as independent director; Mr. Juan M^a Nin Genova, as executive director; Mr. Héctor María Colonques Moreno, as independent director; and Mr. José Permanyer Cunillera as executive director, at the end of the term for which they were appointed, in accordance with the proposal which the Appointments and Remuneration Committee submitted to the Board of Directors under the criteria contained in the report of the said Committee which is recorded in the documentation submitted to the Shareholders (document “d”) and amongst which appear his professional capacity and suitability for this post.

PROPOSALS FOR RESOLUTIONS REFERRING TO POINT THREE OF THE AGENDA.

- 7.- To modify, after obtaining the legal or regulatory authorisations applicable, articles 39, 43,46,51 y 74 of the Bylaws, which shall read as follows:

Article 39.

The right of attendance at Shareholders' General Meetings may be exercised by shareholders in person or by proxy

A proxy may also be any person who has been granted a general power of attorney by a public document with the power to administer all property owned by the grantor of the power in Spain.

To evidence the appointment of a proxy, it shall be sufficient for a shareholder to declare the appointment and place his signature at the bottom or on the back of the admission card provided that the said signature has been legalised or is recognised by the Bank. Otherwise, the signature must be accompanied by a second signature that fulfils these requirements

The letter of appointment should contain, or have attached to it, the agenda for the Meeting and a request for voting instructions with indications of how the proxy is to vote in the event of precise instructions not being provided.

Persons who are minors shall be represented by their guardians and Corporations or Companies by their legal representatives; details of any such representatives should be provided in order that they can be issued with named admission cards and any such person may be present at Meetings by proxy in the manner set out in Paragraph 1 of this Article.

A proxy may be appointed for a particular Meeting only. Any such appointment shall be valid for that meeting only and may be revoked at any time. Personal attendance at a meeting by the appointee shall have the effect of revoking the appointment.

To attend a Shareholders' General Meeting and exercise voting rights thereat, shareholders shall show evidence of holding or acting for the holders of paid-up shares in the Company to a value of not less than 100 Euros. Holders of shares the value of which is below this minimum may pool their shares so as to reach the required amount and may appoint as their proxy any one of their number or any other shareholder who is entitled to attend the Meeting under this Article.

Article 43.

Shareholders' General Meetings shall be called by an announcement published in the Boletín del Registro Mercantil and in one of the main daily newspapers circulating in the province not less than one month before the date fixed for the holding of the Shareholders' General Meeting.. Notices of Shareholders' General Meetings shall state all items of business to be included in the Agenda and whether the meeting is ordinary or extraordinary and the date and time of the first summons.

The notice may also state a day on which, in the event of the Shareholders' General Meeting not taking place at first summons, it is held at the second summons, which shall not take place less than twenty-four hours after the first summons

Shareholders representing at least five percent of the share capital may request a supplement to the summons of the General Shareholders' Meeting be published including one or more points for the Agenda. In order to exercise this right, verifiable notification must be received at the company's domicile within five days of notice being given of the summons. The supplement to the summons must be published fifteen days prior to the date set for the Meeting.

A Shareholders' General Meeting shall be validly constituted at the first summons when the persons present in person or by proxy are holders of not less than 25 per cent of the share capital of the Company with the right to vote. The Meeting shall be validly constituted at the second summons regardless of the proportion of the share capital present or represented thereat.

Article 46.

No Shareholders' General Meeting shall consider any item of business that is not on the Agenda

Until seven days prior to the date on which the Meeting is to be held, shareholders may make requests in writing to the Board of Directors concerning any of the matters on the agenda, or any explanations necessary or submit any questions they deem relevant. Shareholders may also request in writing information or explanations or submit questions regarding the information available to the public which the company has submitted to the Comisión Nacional del Mercado de Valores since the date of the last General Meeting.

The administrators shall provide the said information as provided in the preceding paragraph, in writing, until the date of the General Meeting.

During the course of the General Meeting, the company shareholders may verbally request information or explanations they consider appropriate relating to the business on the agenda, and if the shareholder's right cannot be fulfilled at that time, the administrators shall provide the said information in writing within seven days of the conclusion of the Meeting.

The Board shall be required to provide the said information or explanation, except where, in the opinion of the Chairman, making the information public would not be in the interests of the Company.

This information may not be withheld where a request is supported by shareholders representing not less than one-fourth of the share capital.

Article 51.

The Board of Directors shall consist of a maximum of 13 and a minimum of 11 shareholder members appointed by the Shareholders' General Meeting, who shall hold office for five years and may be re-appointed and shall not be required to provide guarantees other than under Article 54 of these Articles, and shall perform their duties and represent the Company in a diligent and businesslike way and shall abstain from revealing confidential information of which they become aware in the course thereof, even after they have ceased to hold office.

On reaching the age of 70 years a Director may complete his term of office in the post to which he has been appointed but may not be re-elected.

Any vacancies arising on the Board of Directors shall be filled by the Shareholders' General Meeting unless the Board decides to act in accordance with Paragraph 2 of Article 138 of the Act in the interests of the Company

Shares grouped as provided in Article 137 of the Act shall be entitled to appoint Directors accordingly.

A Director may be removed at any time by a Resolution of the Shareholders' General Meeting.

The post of Director is compatible with any other post or function in the Company.

Article 74.

A Resolution for a reduction in share capital shall be published in the Boletín Oficial del Registro Mercantil and in one major newspaper circulating in the province.

- 8.- To modify articles 8 and 10 of the Regulations of the General Shareholders' Meeting, which shall read as follows:

Article 8. Notice of the summons

- 1. Shareholders' General Meetings shall be called by an announcement published in the Boletín del Registro Mercantil and in one of the main daily newspapers circulating in the province not less than one month before the date fixed for the holding of the Shareholders' General Meeting, unless the law or the Bylaws set a greater period.*
- 2. The announcements of the summons shall state the place, date and time of the meeting, at the first and second summons – between which there must elapse the minimum period provided in the Bylaws and application regulations – all the matters which appear on the agenda; requisites for attending the General Meeting; content and forms of exercising the shareholders' right to information and the list of documents to be made available.*

Shareholders representing at least five percent of the share capital may request a supplement to the summons of the General Shareholders' Meeting be published including one or more points for the Agenda. In order to exercise this right, verifiable notification must be received at the company's domicile within five days of notice being given of the summons. The supplement to the summons must be published fifteen days prior to the date set for the Meeting.

- 4. Notwithstanding the provisions of articles 46 and 47 of the Bylaws, shareholders may access the webpage of the company for the contents of the documents placed at their disposal, as well as the literal content of the proposals for resolution, which the Board of Directors may submit for the approval of the respective General Meeting.*

Article 10. Right of attendance and representation

- 1. Shareholders' General Meetings may be attended by shareholders who hold shares representing a minimum of not less than one hundred (100) Euros of paid up share capital, registered in the Company's Shareholder Register, five days prior to the date of the Meeting at the first summons. Holders of shares the value of which is below this minimum may pool their shares so as to reach the required amount and may appoint as their proxy any one of their number or any other shareholder who is entitled to attend the Meeting under the Bylaws and these regulations.*
- 2. In order to be admitted to the General Meeting, shareholders entitled to attend shall request from the Secretary's Office, up to five days prior to the date of the Meeting at the first summons, the appropriate admission or attendance card which shall be personal and registered. Notwithstanding the shareholder's request, the Board of Directors – in order to facilitate the latter's participation in the Meeting – may send all registered shareholders*

the above admission card, which will confer the right to attend under the terms governed by the Bylaws and these Regulations.

3. *The admission card shall state the number of votes which correspond to the holder of same, at the rate of one vote per hundred (100) euros of share capital paid up in shares of any series or classes which he possesses or represents.*

4. *The shareholder may exercise the right to attend and vote either in person or by proxy.*

A proxy may also be any person who has been granted a general power of attorney by a public document with the power to administer all property owned by the grantor of the power in Spain

Persons who are minors shall be represented by their guardians and Corporations or Companies by their legal representatives, specifying the person who holds such powers.

5. *The appointment of a proxy for attendance and the power to vote appear at the end or on the back of the attendance card and must contain or have attached to it the Agenda for the Meeting and must be signed by the shareholder, provided his signature is legalised or acknowledged by the Bank, and the shareholder may issue express instructions with indications of how the proxy is to vote on each matter of the Agenda. The absence of express instructions shall empower the proxy to exercise the right to vote as he may freely decide.*

6. *If a shareholder sends the company an attendance card with the delegation of voting rights duly signed without entering the name of a proxy, the representation conferred by the shareholder shall be exercised by the Chairman of the Board of Directors and, if the latter were not a shareholder, by any director who is..*

7. *Notwithstanding the provision of article 107 of the Companies Act, if the delegation is granted as described in the preceding point, or to the Board of Directors or its Chairman, without express voting instructions, the shareholder's decision shall be deemed to vote in favour of all the proposals for resolution which the Board of Directors presents.*

8. *When the Board of Directors judges that the necessary guarantees of authenticity and legal safety obtain, delegation may be implemented via electronic means.*

9. *A proxy may be appointed for a particular Meeting only. Any such appointment shall be valid for that meeting only and may be revoked at any time. Personal attendance at a meeting by the appointee shall have the effect of revoking the appointment.*

10. *Company directors and advisors may attend the General Meetings with the right to intervene but without voting rights, as may any other person the Chairman of the Meeting sees fit.*

11. *The members of the Board of Directors and the Secretary or non-Director vice- Secretary must attend the General Meetings held by the Company.*
 12. *The external auditors of the company must also attend the ordinary General Meetings and any other in which the Board of Directors considers their presence necessary in the light of the proposals submitted for approval of the Meeting.*
- 9.- The General Meeting takes note that the Bank's Board of Directors at the meeting held on 22 February 2007, resolved to modify articles 5, 10,13, 14 and 22 of the Regulations of the Board of Directors and to introduce a new article 16 bis regarding a new Delegate Committee of the Board named Strategy Committee.

The said articles shall read as follows:

Article 5. General Supervisory Function

1. *Except in such matters reserved for the General Meeting, the Board of Directors is the ultimate decision-making body of the Company and its consolidated group as it is entrusted, both under law and the regulations, with the administration and representation of the Company.*
2. *The Board of Directors, under the Bylaws and resolutions of the General Meeting, represents the Company and is bound by its resolutions. It falls to the Board of Directors to carry out any acts necessary to pursue the social purpose provided in the Bylaws.*

The Board of Directors shall evaluate, following a report by the Appointments and Remuneration Committee, the performance of the Board and the discharge of their duties by the Chairman of the Board and the Chief Executive Officer. Likewise, it shall evaluate that of the Delegate Committees of the Board after receiving its report.

3. *notwithstanding the above, the Board of Directors is the basic supervisory and control body, delegating the management of the Company's daily business to the executive bodies and management team.*
4. *Powers which are under law or the Bylaws reserved for the Board or those necessary for responsibly carrying out the general supervisory function may not be delegated.*
5. *Specifically, in order better to carry out its supervisory duties, the Board is bound to carry out the following responsibilities directly:*
 - a) *those arising from the standards of good corporate governance as generally applied.*
 - b) *approval of the Company's overall strategies;*

- c) *the appoint and removal of the highest executives of the company and of the other entities forming part of the consolidated Group;*
 - c) *The appointment and, when applicable, the dismissal of the managers of the different subsidiary companies*
 - d) *The identification of the principle risks to the company and its consolidated Group and the implementation and monitoring of adequate internal control and information systems*
 - e) *The determination of the information and communication policies with the shareholders, the markets and public opinion*
 - f) *The establishment of the treasury stock policy within the framework, where applicable, established by the Shareholders' General Meeting*
 - g) *The authorisation for company operations with Directors and major shareholders who may have conflicts of interests; and*
 - h) *In general, the final decision for business or financial operations of particular importance for the Company, and*
 - i) *those specifically provided for in these Regulations.*
6. *The delegation or transfer of the power of representation of the Bank or one or more Directors, individually or collectively, shall oblige the latter to notify the Board of any acts they may carry out when exercising this power and which surpass the ordinary course of administration.*
 7. *The Board of Directors may determine and establish the limits and conditions which must govern risk and investment operations of any of its subsidiaries as well as the rates and general conditions of same, without detriment to the functions proper of the boards of directors of the said subsidiaries.*
 8. *When representing BANCO DE SABADELL, S.A. which representation falls the Board of Directors, the latter shall designate the persons to occupy the chairmanship of the respective boards of directors of the operating subsidiaries.*

The person designated must inform the Board of Directors of the evolution of the business of the respective subsidiaries.

Article 10. the Secretary of the Board of Directors

1 The Board shall also select a Secretary and may select a Vice-secretary, who may or may not be one of the Directors. In this case, they will not have the right to vote.

The Secretary and the Vice-Secretary shall be appointed and, if applicable, removed by the plenary Board of Directors following a report in both cases from the Appointments and Remuneration Committee.

2. *It shall fall to the Secretary and in his absence the Vice-secretary to draw up the minutes of the General Meeting of Shareholders and the meetings of the Board of Directors, with the Chairman's signature; they shall keep the minutes book and issue any certifications necessary with the approval of the Chairman or person replacing him.*
3. *The Secretary and Vice-secretary shall assist the Chairman in his duties and shall ensure the proper performance of the Board, paying special attention to providing the Directors with the necessary advice and information, conserving the corporate documentation, faithfully recording the developments of the meetings in the minute book and attesting to the resolutions of the Board.*
4. *The Secretary and Vice-secretary shall ensure the formal and material legality of the actions of the Board and that its procedures and rules be observed and regularly reviewed.*
5. *In the event of the Secretary's absence or vacancy of the post, the Vice-secretary shall discharge his duties and in the absence of both, the Director designated by the Board of Directors.*

Article 13. The Audit and Control Committee

1. *The Audit and Control Committee shall comprise three Directors, appointed by the Board of Directors, which shall designate its Chairman by a favourable vote of two thirds of its members. The Chairman of the Audit and Control Committee shall hold the post for a maximum of four years and may not be re-appointed until one year has elapsed since his last term. The Board of Directors shall also appoint the Secretary of the Committee, who may not be a Director.*
2. *Executive Directors or those which have in the past held executive posts may not form part of this Committee.*
3. *The Audit and Control Committee shall meet at least once every three months and when summoned by its Chairman, on its own initiative or that of any member of the Committee or at the request of the Chairman of the Board of Directors or the external auditors.*
4. *Minutes shall be taken of the meetings of the Audit and Control Committee by the Secretary designated by the Board of Directors. The content of these meetings shall be reported to the Board of Directors in its meeting immediately subsequent, by reading the minutes taken of each one.*
5. *The Audit and Control Committee may require the attendance of the executives, including Directors, it sees fit, by notifying the General Director(s) for them to arrange their attendance.*

6. *The Audit and Control Committee has the following competencies:*
- a) *To inform the General Meeting regarding any matters put forward in same by shareholders in its areas of competence.*
 - b) *To propose to the Board of Directors, for its submission to the General Meeting of Shareholders, the appoint of the external account auditors, establishing the conditions for their engagement, the scope of the professional remit and, if applicable, their removal or otherwise; to review the performance of the auditing contract, and ensuring that the opinion regarding the annual accounts and main points of the audit report are stated clearly and precisely.*
 - c) *To issue an opinion on the annual accounts, the quarterly and half-yearly financial statements and the reports that have to be sent to the regulatory or supervisory authorities, ensuring the fulfilment of the legal requirements and the correct application of the generally accepted accounting principles and also to issue an opinion on proposals of amendments to the aforementioned principles.*
 - d) *To supervise the internal auditing services, reviewing the appointment and substitution of those in charge*
 - e) *To have full knowledge of the financial information process and the internal control systems of the company*
 - f) *To establish relations with the external auditors in order to receive information about matters which could put their independence at risk and any other information related to auditing procedures as well as other official statements included in the legislation of account auditing and the auditing technical standards.*
 - g) *To issue opinion on all matters which, within the scope of its powers, are submitted to them for consideration by the Board of Directors.*
 - h) *Any others attribute to it under law or these bylaws and regulations and those resulting from general applicable rules of good governance.*
7. *The Audit and Control Committee shall prepare an annual report on its activities which must be included in the Management Report referred to in article 77 of the Bylaws*

Article 14. The Appointments and Remuneration Committee

1. *The Appointments and Remuneration Committee shall comprise four, non executive Director members.*

However, at the request of the Committee Chairman, the General Director(s) may attend even though they are Directors, when the Committee discusses Senior Management matters of the Bank which do not affect them or the Chairman of the Board directly.

2. *The Appointments and Remuneration Committee shall assess the profile of the most suitable persons to form part of the various Committees and shall submit these proposals to the Board. It shall ensure compliance with the qualitative composition of the Board of Directors in accordance with article 54 of the Bylaws.*
3. *notwithstanding the other remits assigned to it by the Board of Directors, the Appointments and Remuneration Committee shall have the following basic responsibilities:*
 - a) *to formulate and review the criteria to govern the composition of the Board of Directors and the selection of candidates;*
 - b) *to submit to the Board the proposals for appointment of independent Directors and to inform of the appointment of the remaining Directors.*
 - c) *to propose to the Board of Directors the system and amount of the annual remuneration of the Chairman of the Board, the executive Directors, the Senior Management members of the Bank and the system for the Board's participation in the corporate earnings; and to inform on the remuneration policy of directors.*
 - d) *to periodically review the remuneration schemes, considering their suitability and performance;*
 - e) *to ensure the transparency of remuneration.*
 - f) *to foster the diversity of gender insofar as possible.*
4. *The Appointments and Remuneration Committee shall meet whenever the Board or its Chairman request a report by issued or proposals be adopted and whenever convenient for the proper performance of its functions. In all cases, it shall meet once a year to prepare the information on the remuneration of the Directors which must be approved by the Board of Directors and included in the annual public documentation and shall also meet to offer prior information on the evaluation of the performance of the Board itself.*
5. *The Committee shall also determine the bonus of the Senior Management of the Bank and its affiliates at the proposal of the General Director(s).*

Article 16 bis. Strategy Committee

1. *The Strategy Committee shall comprise a minimum of five members and maximum of six, all belonging to the Board of Directors, of which two shall be the Chairman of the Board and the Chief Executive Officer and the Secretary of this Committee shall be the same person who acts in this capacity for the Board of Directors.*
2. *it shall meet at least once every six months or when required by the Chairman.*

3. *It shall have informative duties regarding strategy matters of a general nature or those which are important.*

Article 22.- Remuneration of the Board

Notwithstanding the provisions of article 81 of the Bylaws, a Director shall be entitled to receive the remuneration set by the Board of Directors in accordance with the bylaws and the indications of the Appointments and Remuneration Committee.

JUSTIFICATION OF THE PROPOSALS:

The aim of the proposed modifications, both of the Bylaws and the Regulations of the General Shareholders' Meeting is that both texts should correspond as exactly as possible to the legal reality of the Bank and are fundamentally proposed in order to adopt the said texts to the latest legislative modifications. They are the result of incorporating into the legal system the European regulations on joint stock companies and the need to adapt the precepts to the provisions of the Code of Good Governance, approved and published by the Comisión Nacional del Mercado de Valores on 22 June 2006, so as to strengthen the principles of transparency and compliance on which Banco de Sabadell acts. The modifications of the articles of the Regulations of the Board are consistent with the statutory modifications proposed to the General Meeting.

PROPOSALS FOR RESOLUTIONS REFERRING TO POINT FOUR OF THE AGENDA.

10.- To approve a share-based Incentives Plan for executives of the Banco de Sabadell, S.A. Group, in accordance with the following basic characteristics:

- a) Purpose: the remuneration system to be implemented shall be in the shape of an incentives plan (hereinafter, the Plan) based on Banco de Sabadell, S.A shares. The incentive shall consist of an extraordinary variable remuneration based on the increase in value of the company's shares, the reference being the market price. This variable remuneration shall take the form of shares in the company itself.
- b) Beneficiaries: the beneficiaries of the plan shall be the executives of Banco de Sabadell, S.A. and companies within its consolidated group, as determined by the Board of Directors at the proposal of the Appointments and Remuneration Committee, including the members of the Board of Directors who perform executive functions within the company, together with general managers and similar within the company and the companies forming part of the consolidated group who carry out senior management duties.

The number of beneficiaries, pending the definitive result decided by the Board of Directors at the proposal of the Appointments and Remuneration Committee, is 287 executives, of whom, 2 are executive directors, 11 general managers and similar and 274 are other executives.

This Plan is voluntary for beneficiaries.

- c) Number of shares affected by the Plan: the maximum number of options over shares to be used as a reference in order to set the variable remuneration for the beneficiaries of the Plan shall be 6,000,000. Of this maximum number, 500,000 options on shares shall be reserved to cover the possible incorporation into the plan of new beneficiaries not included in the initial option assignment.
- d) Individual assignment: the individual assignment of the number of share options to be taken as a reference for each of the beneficiaries of the Plan shall be made by the Board of Directors at the proposal of the Appointments and Remuneration Committee.

This individual assignment shall be made for calculation purpose and shall not imply the person is a shareholder or the beneficiary of any other rights inherent to this capacity. The options granted shall be vested *intuitu personae* and therefore non-transferable except under the extraordinary circumstances provided in the general conditions of the Plan to be approved by the company's Board of Directors.

The Chairman of the Board of Directors shall receive 650,000 share options and the Chief Executive Officer 500,000 options.

- e) Reference value of the shares: in order to calculate the variable remuneration of the Plan the initial unit value of the shares in Banco de Sabadell shall be its average weighted market price over the last 20 trading sessions prior to 30 March 2007, applying a 10% discount. For any new beneficiaries joining the Plan under the terms as provided, the initial value shall be the weighted average market price of the last 20 trading sessions prior to the date the Plan is implemented. The final value shall be the average weighted market price of the company of the last 20 trading sessions prior to the final date on which the revaluation is calculated.
- f) Limitation on the amount of the incentive: in the event the final reference value should increase over 10% per annum accumulated compared to the initial reference value, without taking into account the 10% discount, the amount of the incentive to be paid shall comprise the sum of two tranches:
 - 1) First tranche: 100% of the increase in value due to a final reference value resulting from a total accumulated revaluation of up to 33.1%.
 - 2) Second tranche: 50% of any increase in value in excess of that established in the preceding point 1.
- g) Duration of the Plan: the Plan shall start on 30 March 2007 and shall remain in place for a maximum duration of three years and three months. The time period taken into account for the purpose of calculating the increase in value of the shares shall start on 30 March 2007 and end on 20 March 2010.
- h) Payment of the variable remuneration: payment of the variable remuneration under the Plan shall be in the form of shares in the company valued in accordance with their average weighted market price of the 5 trading sessions following the end of the revaluation period of the Plan. Therefore, the total number of shares to be made over shall be determined by the division of the total incentive to be paid to the plan's beneficiaries by the above value of the company's shares.
- i) Delivery of the shares: the delivery of the shares in payment of the variable remuneration shall be made either by the company or a third party, in accordance with the coverage systems adopted by the Board of Directors.
- j) Early termination or modification of the Plan: the Plan provides for cases of early termination or modification in the case of share dilution as determined by the Board of Directors.

- k) System of share value cover: the cover system of the Plan shall be determined as to timeframe and form by the Board of Directors for which purpose the said body is expressly empowered.

11.- To modify. After obtaining the applicable legal or regulatory authorisation, as necessary, article 81 of the Bylaws, which shall read as follows:

Article 81

From the gross income, general expenses, interest, gratuities, any amounts appropriated by the Board for depreciation and amortizations of assets, any provisions considered necessary and any other amount reducing the assets of the Bank shall be deducted

The remaining amount shall be considered as cash profit, from which a deduction shall be made for Directors' remuneration consisting of a share in the profits which shall not exceed 3% of the said cash profit, and the Board shall have wide powers within the said limit to fix their annual remuneration which it may also, at its discretion, distribute among the members of the Board and Honorary Directors, if any, provided that appropriations have been made to Obligatory Reserves and a 4% dividend to shareholders has been allowed for.

By a resolution of the General Meeting under the terms provided by the Companies Act, the Directors charged with executive functions may also participate in the incentives plans approved by the Bank's executives which grant a remuneration in the form of shares, acknowledgment of share options over same or remuneration pegged to the share value.

From the resulting profits, after making adequate deductions for tax and suitable provisions to reserves as required by law, the Shareholders' General Meeting shall, on a proposal from the Board of Directors, decide what part of the profits shall be distributed to shareholders as dividends and how much should be paid into voluntary reserves or otherwise distributed or employed in such manner as it may determine.

12.- In the event of approval of the share split provided in point five of the agenda of this General Meeting under the terms provided therefore, the amounts corresponding to the number of shares referred to in paragraphs c) and d) of point 1 of this agreement shall be set by multiplying by four the amounts consigned therein.

13.- Without detriment to the general provisions of point nine of the agenda, to empower the Chairman, Chief Executive Officer, Secretary and Vice-Secretary of the Board of Directors of Banco de Sabadell, S.A., to:

- (i) To implement the Plan, specifying and developing as necessary the rules set out herein, the contents of the general conditions of the Plan and contractual documents to be signed with the beneficiaries or with third parties, and ratifying insofar as necessary the action taken to date for this purpose.

- (ii) To negotiate, enter into and sign counter part and liquidity contracts with such financial institutions as it freely decides, under the terms and conditions it sees fit.
- (iii) To adapt the contents of the aforementioned Plan to the circumstances or company operations which may occur during the term of same and which, in its opinion, may materially affect the basic objectives and conditions set out in principle.

JUSTIFICATION OF THE PROPOSALS RELATING TO POINT FOUR

One of Banco de Sabadell S.A.'s aims is to apply a remuneration policy which achieves a suitable balance between the interests of the shareholders, the company's business objectives and the professional motivation of its employees.

The remuneration plan has to date revolved around two annual factors and therefore, in the short term, partly on a fixed remuneration in accordance with the job category and level within the organisation and a variable part, associated with the fulfilment of the objectives and profits of the company.

The alignment of shareholder interests and those of the executives carrying out particularly qualified duties in Banco de Sabadell makes it advisable to supplement the current system with the implementation of medium term remuneration associated with the evolution of the company, which is competitive and in accordance with the market.

After analysing the possible alternatives, especially those in place in other financial institutions and listed companies, it has been decided to use a system linked to the evolution of the Bank's shares because this is generally accepted as a good system. It is found to be common practice in other financial institutions. It has been found to be the system which best matches the objectives which are the priorities of Banco de Sabadell. And lastly it has proven to be a major factor in the remunerations which acts to motivate professionals and retains the talent which is undoubtedly part of the capital of Banco de Sabadell.

The proposed remuneration system shall take the form of a Banco de Sabadell, S.A. share-based incentives plan. The incentive shall consist of an extraordinary variable remuneration based on the increase in value of the company's shares, the reference being the market price as set out under the terms and conditions appearing in the proposal for resolution submitted to the General Meeting.

The collective of executives to whom the Plan is addressed includes (i) directors having executive duties in the company, (ii) general managers and similar performing senior management duties, and (iii) other executives as proposed by the Appointments and Remuneration Committee. The number of executives, pending the final decision of the Board of Directors at the proposal of the Appointments and Remuneration Committee,

is 287 executives, of whom, 2 are executive directors, 11 general managers and similar and 274 are other executives.

As the Plan (i) affects the members of the Board of Directors who perform executive duties is based on the making over of shares in payment of a variable remuneration pegged to the value of same, the introduction of this system shall be submitted for the authorisation of the General Shareholders' Meeting and this remuneration system shall be expressly provided for in the Bank's Bylaws, in accordance with the provision of article 130 and additional provision four of the current Companies Act.

It is for this reason that in the summons to the General Shareholders Meeting provision is made for this proposal, forming part of the resolutions relating to the introduction of the Plan, by amendment of article 81 of the Bylaws in the matter of the remuneration of administrators, the full text of which is included at the proposal of a resolution submitted to the General Shareholders Meeting.

Likewise, it is necessary to amend the Regulations of the Board of Directors so as to make the provisions thereof regarding the remuneration of administrators consistent with those of the Bylaws.

Moreover, it is proposed to the General Shareholders Meeting to adopt a resolution to authorise the acquisition of own shares which may make it possible to deliver the shares on the implementation of the Plan either fully or in part via shares of the company acquired previously by same or by group companies.

JUSTIFICATION OF THE PROPOSAL

As regards the resolution to increase the capital, and in accordance with article 153.1.b) of the Companies Act, the purpose of the proposal is the power of the General Shareholders Meeting to delegate in the Board of Directors the power to decide one or more increases of the share capital for a sum no greater than half of the company capital at the time of authorization, carrying it out within a maximum period of five years as from the resolution of the Meeting and that the increase be made via monetary contributions.

This is a means to equip the Board with an instrument which the prevailing Companies Act authorises and allows without the need to hold a General Shareholders Meeting to resolve capital increases within the legally established limits which are considered convenient for the Bank's interests. This is done with the aim of providing for the Bank's needs at a given moment in view of the conditions of the market in which it operates.

The recourse to delegation as provided in article 153.1.b) of the Companies Act allows the Board of Directors a suitable degree of flexibility to attend to the Bank's requirements. This is set out in greater detail in the Report issued by the company administrators in compliance with article 159.2 of the Companies Act, as appears in the documentation at the disposal of the shareholders (document "e").

The authorisations which the General Shareholders Meeting affords the Board of Directors in accordance with the Companies Act, in order to carry out the issues of non-convertible debentures, subordinated or otherwise, of bonds or similar, mortgage bonds, preference shares and any other fixed income security and execute any schedule of issue of promissory notes is to provide the Board with the necessary mechanisms better to carry out the Bank's business.

PROPOSALS FOR RESOLUTIONS REFERRING TO POINT SEVEN OF THE AGENDA

18.- Annuling that part of the resolution adopted by the General Shareholders Meeting on 27 April 2006 not executed, to authorise the Company to, directly or via any of its affiliates and during a maximum period of eighteen months as from the date of the present General Shareholders Meeting, to acquire at any time and as often as it sees fit, shares in Banco de Sabadell, S.A. by any of the means admissible in Law, including from the profits for the year and/or free reserves and the possible subsequent disposal or amortization of same, in accordance with article 75 and related articles of the Companies Act. The said authorization shall extend, if applicable, to the acquisition of shares arising from the incentives plan approved by this General Shareholders Meeting.

To approve the limits or requisites of these acquisitions, which are detailed below:

- That the par value of the shares acquired, added to those already in the possession of the Bank and its affiliates not exceed at any time five percent of the share capital of Banco de Sabadell, S.A., within the limits set forth for the acquisition or own shares by the regulatory authorities of those markets in which Banco de Sabadell, S.A. shares are listed.
- That a non-disposable reserve be made in the liabilities of the Company balance sheet equivalent to the amount of own shares calculated in the assets. These reserves must be maintained both in non-disposed of or amortised shares.

- That the shares acquired be fully paid up.
- That the acquisition price not be less than par nor greater than 20% of the market price or any other at which the shares are valued on the acquisition date. Operations to acquire own shares shall conform to the practices and customs of the securities markets.

To reduce the share capital so as to amortise the bank's own shares to be held on the balance sheet charged to profits or free reserves and for the amount convenient or necessary at the time up to the maximum of own shares as there may be.

To delegate in the Board of Directors the execution of the foregoing Resolution for the reduction of capital, which may carry it out on one or more occasions within a maximum timeframe of eighteen months following the date the said Resolution is adopted, carrying out any formalities, processes and authorizations as may be necessary or required by Law, and in particular delegation to set, within the time period and limits set forth therefore, the date of the capital reduction and its convenience; to set the amount of the reduction; to determine the purpose of the amount of the reduction, together with the guarantees and legal requisite; to adapt Article 7 of the Bylaws to the new share capital; to request the said amortized shares not be listed and in general to adopt any resolutions necessary for the purposes of the said amortization and resulting reduction of capital; designating the person to take part in the formalization thereof.

JUSTIFICATION OF THE PROPOSAL:

The purpose of this proposal is to maintain the common custom of listed companies of protecting shareholders' interests, as provided for and regulated in the Companies Act and which has been approved at the General Shareholders Meeting as a matter of course

PROPOSALS FOR RESOLUTIONS REFERRING TO POINT OCTAVO OF THE AGENDA.

19.-In compliance with the provisions of article 204 of the Companies Act and following a proposal to the Board of Directors by the Audit and Control Committee, to reappoint PricewaterhouseCoopers Auditores, S.L., holder of Tax No. No. B-79031290, as the Company's auditors of accounts and the consolidated annual account of the group, for a new one year period.

JUSTIFICATION OF THE PROPOSAL

The appointment period having ended, a new designation of the company's Account Auditors is in order, with the proposal of the current auditors.

PROPOSALS FOR RESOLUTIONS REFERRING TO POINT NINE OF THE AGENDA.

20.- To expressly empower the Chairman of the Board of Directors, Mr. José Oliu Creus, the Secretary Mr. Miquel Roca i Junyent, and the Vice-secretary Mr. José Luís Negro Rodríguez, or those replacing them in the respective posts as Chairman, Secretary and Vice-secretary such that any of them may, for and on behalf of the Bank:

Carry out any formalities necessary to obtain the authorizations or inscriptions necessary with the Bank of Spain, Ministry of Finance and Treasury and Directorate of Financial Policy, the Comisión Nacional del Mercado de Valores and the body responsible for the Shareholders' Register. To appear before a Notary to put into proper form the resolutions adopted and carry out any acts or steps necessary or convenient for full execution or registration of same in the appropriate public registries and especially the Company's Registry of the Province; this delegation extending to the power to remedy, clarify, interpret, define or supplement the resolutions adopted in any public instruments or documents executed and especially the qualification of the designated directors, as well as any defects, omissions or errors, in form or substance, which might prevent such resolutions and their consequences from being entered in the Companies Registry of the Province, incorporating the amendments as necessary or those expressed verbally or in writing by the Registrar or required by the appropriate authorities without the need to consult the General Shareholders Meeting.

To carry out for an on behalf of the Bank any legal acts necessary to execute and implement fully the above resolutions.

José Luis Negro Rodríguez
Vice-secretary of the OD

Sant Cugat del Vallés, 23rd February 2007