

BANCO DE SABADELL, S.A.

**NOTICE OF EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of BANCO DE SABADELL, S.A. hereby gives notice of an Extraordinary General Meeting of Shareholders to be held on 5 October 2006, at 13.00, in their registered office at Plaça Catalunya 1, Sabadell, at the second call, there being little likelihood of holding it at the first call, notice of which is also hereby given at the same place and time on 4 October 2006, according to the following

AGENDA

1. To approve the merger plan approved by the Board of Directors of BANCO DE SABADELL S.A. (hereafter, "**BANCO SABADELL**") and BANCO URQUIJO, S.A. (hereafter, "**BANCO URQUIJO**") on 20 July 2006, and, in consequence, of the merger by absorption of BANCO URQUIJO by BANCO SABADELL, also approving the balance sheet of the former closed on 30 June 2006 and its resulting agreements as the merger balance sheet.
2. To delegate the powers in order to formally execute the foregoing resolutions.

Attendance

Shareholders with a minimum of 100 nominal euros in shares (currently equivalent to 200 shares), are entitled to attend the General Meeting. Other shareholders can either join their shares together to exceed this minimum requirement, or be represented by another shareholder with the same objective of exceeding the required minimum.

Shareholders who wish to attend this 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. In addition, 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 name is indicated on the proxy form, this will be understood to have been conferred on the Chairman of the Board or on the shareholder Director appointed by him or her, who will be entitled to proceed to join the shares, whenever required.

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 previous to the day on which the General Meeting is to be held, and these registrations cannot be cancelled until the day following the meeting.

Right to information

Pursuant to Sections 238 and 240.2 of the Limited Companies Act in force, it is hereby stated that all shareholders, bond-holders, holders of special rights other than shares and workers' representatives are entitled to examine the documents at the Registered Office, Plaça Catalunya 1, Sabadell. These documents, which are listed below, can also be obtained from the Company, immediately and free of charge, either in person or by post:

- **Merger Plan** of the companies BANCO SABADELL and BANCO URQUIJO, by the absorption of the latter by the former.
- **Report of the Independent Expert** on the Merger Plan.
- **Reports of the Directors** of BANCO SABADELL and BANCO URQUIJO on the Merger Plan.
- **Merger Balance Sheets** of BANCO SABADELL and BANCO URQUIJO, with the related auditor's reports (in both cases, the balance sheets closed at 30 June 2006).
- **Annual Accounts and Management Reports** for the three last years of BANCO SABADELL and BANCO URQUIJO, with the related auditor's reports.

- **Articles of Association** of BANCO SABADELL and BANCO URQUIJO currently in force.
- The following **data from the current directors** of BANCO SABADELL and BANCO URQUIJO and, if appropriate, **of whoever is proposed as directors** of BANCO SABADELL as a result of the merger.
 - List of first names, second names and age, or the title or corporate name.
 - Nationality and registered office.
 - Date on which they took up their present posts.

Shareholders can also have full access to all this information at the Banco Sabadell group's website, www.BancoSabadell.com. Through this website, shareholders will also be able to access the literal contents of the agreement proposals and the grounds for these proposed agreements which the Board of Directors submit for approval at the General Shareholders' Meeting. Furthermore, by means of this channel, shareholders will be able to put forward proposals which have a direct bearing on the Agenda according to the conditions and requirements indicated in Article 41 of the Articles of Association and in Article 9 of the BANCO SABADELL General Shareholders' Meeting regulations.

Deposit of the Merger Plan

Pursuant to Article 226 of Mercantile Registry regulations, it is acknowledged that on 25 and 28 of July 2006, the Merger Plan between BANCO SABADELL and BANK URQUIJO was submitted for deposit at the Barcelona and Madrid Mercantile Registries, respectively, the relevant marginal notes having been made.

References to the Merger Plan

Pursuant to Article 240.2 of the Companies Act in force, the legally required references of the Merger Plan are set out below:

I. TITLE AND REGISTERED OFFICE OF THE COMPANIES PARTICIPATING IN THE MERGER, AND IDENTIFYING DATA ON THEIR REGISTRATION IN THE RESPECTIVE MERCANTILE REGISTRIES

A. Absorbing Company

BANCO DE SABADELL, S.A. was constituted indefinitely by public deed granted before the notary of Sabadell, Antonio Capdevila Gomà, on 31 December 1881 at number 620 of his protocol, having adapted its Articles of Association to the Companies Act in force (hereafter the “**LSA**”) in a deed authorised by the notary of Sabadell Máximo Catalán Pardo, on 26 April 1990, at number 903 of his protocol.

Recorded in the Barcelona Mercantile Registry, Volume 20,092, Book 1, Section 2, Page B-1561.

According to its Articles of Association, its current registered office is located at Plaça Catalunya 1, Sabadell (Barcelona).

Its Tax Identification Number is A-08000143.

B. Absorbed Company

BANCO URQUIJO, S.A. was constituted indefinitely in 1870, having adapted its Articles of Association to the LSA in a deed authorised by notary of Madrid Rafael Ruiz Gallardón, on 24 July 1990, at number 2,416 of his protocol.

Recorded in the Madrid Mercantile Registry, Volume 310, Section 8, Sheet 84, Page B-6189.

According to its Articles of Association, its current registered office is in Madrid, at Principe de Vergara, 131.

Its Tax Identification Number is A-07000466.

II. SHARE EXCHANGE RATIO

The exchange ratio, determined on the basis of the actual value of the assets of the companies participating the merger, will be 9 shares of BANCO SABADELL, each with a par value of 0.50 €, for 10 shares of BANCO URQUIJO, each with a par value of 3.01 €.

The 30,795,264 shares of BANCO URQUIJO, representing 100% of its net worth, each have a par value of 3.01 €, fully subscribed and paid, and represented by book-entry securities.

Shares in BANCO SABADELL to be delivered are treasury stocks, each with a par value of 0.50 €, represented by book-entry securities that BANCO SABADELL holds in treasury shares.

Taking into account that BANCO SABADELL directly owns 30,714,734 BANCO URQUIJO shares, representing approximately 99.74% of its net worth, pursuant to Article 249 of the LSA these shares may not be exchanged for shares of BANCO SABADELL, and will in due time be redeemed.

III. SHARE EXCHANGE RATIO PROCEDURE

As a result of the merger operation, BANCO URQUIJO shareholders holding shares representing the company's net worth will be entitled to exchange their shares for BANCO SABADELL shares.

The exchange of shares will be effective from the date the merger is registered in the competent Mercantile Registries, and once the period for opposition to the merger has lapsed, pursuant to Article 243 of the LSA.

Shares in BANCO URQUIJO will be exchanged for shares in BANCO SABADELL within the period of one (1) month, taken from the publication in the Official Mercantile Registry Gazette and in a large circulation newspaper in the provinces where the companies taking part in the merger have their respective registered offices, to be put into effect once the merger process has concluded.

The exchange of BANCO URQUIJO shares for BANCO SABADELL shares will be carried out in accordance with the procedures established for the conditions of book-entry securities through the depository bodies, which will do so in accordance with the instructions received from the company in charge of the accounting records of the book-entry securities.

BANCO URQUIJO shareholders owning shares representing the company's net worth that are insufficient to obtain 9 BANCO SABADELL shares may join with other company shareholders.

Conversely, to pay off any fractions resulting from the share exchange proceedings depending on the exchange ratio established, BANCO SABADELL will acquire excess BANCO URQUIJO shares from their holders at 24.74 € per share.

As a result of the merger by absorption, BANCO URQUIJO shares will be cancelled, annulled and extinguished.

IV. SHARE RIGHTS

The shares delivered by BANCO SABADELL in exchange will have full rights and will give the right to indefinite participation in its profits, on the same conditions as other shares outstanding.

In any dividends paid after the registration of the deed of merger in the Mercantile Registries, existing shares in BANCO SABADELL and shares handed over in exchange will participate with equal rights in proportion to the par value of each share.

V. EFFECTIVE DATE OF TRANSACTIONS FOR ACCOUNTING PURPOSES

The date from which BANCO URQUIJO transactions must be considered carried out, for accounting purposes, by BANCO SABADELL, will be 1 August 2006.

VI. SHARES AND SPECIAL RIGHTS

Pursuant to Article 235(e) of the LSA, it is expressly acknowledged that there are no holders of shares of special classes or with special rights other than BANCO URQUIJO shares, and this issue need not therefore be considered in the Merger.

VII. ATTRIBUTION OF BENEFITS

No benefits of any kind will be granted as a result of the Merger operation outlined in this Plan to independent experts, nor directors of the companies involved in the Merger, nor any of the directors of the absorbing company, BANCO SABADELL, that, if appropriate, may be

designated as such after the process of Merger of these companies has been concluded.

Intervention of a Public Notary at the Meeting

In accordance with Article 114 of the Limited Companies Act and Article 15.2 of the BANCO SABADELL Shareholders' General Meeting regulations, the Directors will require the presence of a Public Notary to take the minutes of the meeting.

Secretary to the Board of Directors.

Miquel Roca i Junyent

Sabadell, August 28, 2006