

ORDINARY GENERAL SHAREHOLDERS' MEETING

The Ordinary General Shareholders' Meeting of the Bank was held in Sabadell at the *Pabellón Municipal de Deportes* in C/. Sol y Padrís, s/n at six p.m. on the twenty-seventh of April two thousand and six at the second call, as no quorum was achieved for the Meeting to be valid. This Shareholders' Meeting was convened with all the legal requirements, being announced in the Official Bulletin of the Company Register on 21st March 2006 and in the newspapers "La Vanguardia", "El País" and "Diari de Sabadell", all on 21st March 2006, where both announcements convening the General Shareholders' Meeting were published.

President and Secretary

The Presidency of the Meeting consisted of the President of the Board of Directors, Mr. José Oliu Creus, who acted as President of the Meeting by virtue of his position as President of the Board in accordance with that provided for in article 48 of the Articles of Association and (due to its reference), according to article 11 of the Regulations of the General Shareholders' Meeting and on the agreement of the Board of Directors of the 9^h of March 2006, together with the remaining members of the Board, whose names are listed below, with Mr. Miquel Roca i Junyent acting as Secretary by virtue of his position as Secretary to the Board of Directors, pursuant to article 48 of the Articles of Association.

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| President | Mr. José Oliu Creus |
| Vice-President | Mr. Joan Llonch Andreu |
| Managing Director | Mr. Juan M ^a Nin Genova |
| Board Members: | Mr. Miguel Bósser Rovira |
| | Mr. Juan Manuel Desvalls Maristany |
| | Mr. Francesc Casas Selvas |
| | Mr. Joaquín Folch-Rusiñol Corachán |
| | Mr. Jorge Manuel Jardim Gonçalves |
| | Mr. Héctor María Colonques Moreno |
| | Mr. José Permanyer Cunillera |
| | Mr. Jose Manuel Lara Bosch |
| | Mr. Isak Andic Ermay |
| Secretary | Mr. Miquel Roca i Junyent |

Constituting the Meeting

The Secretary counted the attendance, including those present and those represented, as 32,864 shareholders (673 shareholders present and 32,191 shareholders represented), accounting for 49.91% of the total shareholders and 71.40% of the capital (53.56% of the share capital whose vote was delegated and 17.84% counted as present at the Meeting), there being sufficient quorum to constitute the General Shareholders' Meeting.

The President declared the General Shareholders' Meeting to be duly and validly constituted.

Before informing the participants of the Proposed Agreements, the Secretary informed them of the definitive number of shareholders present and represented at the Meeting. Among those present and represented, the final number totalled 33,195 shareholders, owning 224,027,646 shares and accounting for 73.21% of the capital. Out of these, the holders of 53.11% of the share capital had delegated their votes to other shareholders and the remaining 20.10% of the capital was present at the Meeting. So there were 982 shareholders present and 32,213 shareholders represented.

The Secretary then informed those present of the voting system (the proposed agreement is read, additional information or clarifications are provided, negative votes, abstentions and acknowledgement of those who do not specifically give their assent or agreement to the proposal are recorded), taking into account that, in accordance with that provided for in the Articles of Association of the Bank, the vote of a shareholder or its group of companies is limited to 10% of the votes corresponding to the whole of the share capital. The Secretary also informed them that the sense of the vote would be respected as stated by shareholders who may have delegated their representation to the Board of Directors or to any of its members.

The Secretary reminded those present that, on completing the vote on the various proposed agreements, there would be a session of contributions and any other business which they could use to express other issues not related to any clarifications or additional information that may be requested.

Mr. Roca reminded those present that they could follow the content of the proposed agreements by means of the documentation provided to them, as well as the fact that they could have found out this information prior to the Meeting by means of the website for the Banco Sabadell group of companies, which contains a literal version of this content.

Agreements adopted. The following proposals were put to the vote:

First proposed agreement:

To approve the annual Accounts - Balance Sheet, Profit and Loss and Annual Report - as well as the Management Report of Banco de Sabadell, S.A. and its Consolidated Group, all for the financial year ending at 31st December 2005, the management being carried out by the Directors of Banco de Sabadell, S.A. during the financial year starting on the 1st of January 2005 and ending on the 31st of December of the same year, as well as the proposed distribution of the profit or loss of this financial year, consisting of allocating the profit achieved in the following way:

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| To reserves for investment in the Canary Islands | 1,362,733.21 Euros |
| To voluntary reserves | 1 33,145,319.19 Euros |
| To pay dividends: | 205,022,291.40 Euros |
| Paid on account | 0.30 Euros per share |
| Additional payment as from 2.5.2006 | 0.37 Euros per share |

Contributions

The Secretary offered to provide any clarification or further information required, which was not taken up by any shareholder.

Vote

Put to the vote, the proposal was passed unanimously, no abstentions or votes against being recorded.

Second proposed agreement:

On the proposal of the Appointment and Remuneration Committee to ratify the appointment carried out by means of the co-opting procedure by the Board of Directors of Mr. Isak Andic Ermay, holder of Tax Identification Number 43.680.074-S, as Independent Board Member and to approve, in accordance with article 51 of the Articles of Association, his appointment as a member of the Board of Directors for a period of five years as from this date.

Contributions

The Secretary offered to provide any clarification or further information required, which was not taken up by any shareholder.

Vote

Put to the vote, the proposal was passed by the majority, 65 abstentions being recorded. Taking into account the limit of 10% of the share capital for any votes given by a specific shareholder (or its group), the result of the vote was 1,082,184 votes in favour.

Third proposed agreement:

A) To authorise the Board of Directors, as broadly as required by Law, so that, in accordance with that provided for by section 153.1.b) of the *Ley de Sociedades Anónimas* (Limited Company Act), it can increase the share capital, once or more times, and by the amount, on the dates and under the conditions and other circumstances decided by the Board of Directors up to the maximum limit and for the maximum period provided by Law, being able to determine the characteristics of the shares, as well as to freely offer new unsubscribed shares within the preference subscription period or periods; to establish that, in the case of incomplete subscription, the capital shall be increased only by

the amount of the subscriptions carried out and to reword the article in the Articles of Association regarding the capital.

This authorisation includes the authority to determine, should it be required, the issue premium for shares, the issue premium for non-voting preference shares, callable or redeemable, and other securities and financial instruments indexed or related to the Bank's shares that entail an increase in share capital, as well as the authority to request the listing, continuation on and exclusion from the stock exchange of the securities issued. If required, the authority is also included to exclude preferential subscription rights regarding share issues that are subject to delegation when the interest of the company so requires under the conditions established in section 159.2 of the *Ley de Sociedades Anónimas*.

- B) To authorise the Board of Directors, for a period of three years as from this date, to issue, once or several times, subordinately or not, non-convertible debentures, under this denomination, preference shares, cash warrants or other similar bonds, mortgage debentures and any other Fixed Interest security.

The Board is also specifically authorised to carry out a programme to issue bank commercial paper under this or another denomination, once or several times, for a period of three years as from this date.

The Board may freely establish the total amount of each issue or programme, as well as the maturity, interest rate and other conditions applicable to each one, although the debentures or bank commercial paper in circulation at any time may not exceed the limits established by law.

The Board is also granted the specific authority to delegate and substitute these powers in accordance with that established in the *Ley de Sociedades Anónimas*.

Contributions

The Secretary offered to provide any clarification or further information required, which was taken up by shareholders Mr. Joan Corominas and Mr. Jacinto Aguiló. Both were answered by the President.

Vote

Put to the vote, the proposal was passed by the majority, 308 abstentions and 1,107 votes against being recorded. Taking into account the limit of 10% of the share capital for any votes given by a specific shareholder (or its group), the result of the vote was 1,080,833 votes in favour.

Fourth proposed agreement:

Annuling the agreement adopted at the General Shareholders' Meeting of the 21st of April 2005 with regard to that which has not been executed, to authorise the Company so that, directly or via any of its subsidiary companies and for a maximum period of eighteen months as from the date of holding this Shareholders' Meeting, it may acquire, at any time and as often as deemed appropriate, shares of Banco de Sabadell, S.A. by any of the means admitted by Law, including charged to the profits of the financial year and/or freely available reserves, as well being able to divest or amortise these subsequently, all this in accordance with section 75 and similar sections of the *Ley de Sociedades Anónimas*.

To approve the limits or requirements for these acquisitions, which shall be those specified as follows:

- That the nominal value of the shares acquired, being added to those already held by the Bank and its subsidiary companies, shall not exceed, at any time, five per cent of the share capital of Banco de Sabadell, S.A., in any case respecting the limits established for the acquisition of treasury stock by the regulatory authorities of the markets on which the shares of Banco de Sabadell, S.A. are quoted.
- That it may include, in the liabilities of the company's balance sheet, an unavailable reserve equivalent to the amount of the treasury stock calculated in the assets. This reserve must be kept as long as the shares are not divested or amortised.
- That the shares acquired are fully paid up.
- That the acquisition price is not lower than the nominal nor more than 20% higher than the market value or any other by which the shares are being valued on the date of acquisition. The operations to acquire treasury stock shall be in accordance with the rules and practices of the securities markets.

To reduce the share capital in order to amortise the treasury stock of the bank that may be maintained on its balance sheet, charged to profits or free reserves and for the amount that is appropriate or necessary at any time, up to the maximum of treasury stock existing at any time.

To delegate in the Board of Directors the execution of the preceding Agreement to reduce the share capital, which may carry this out once or several times and within a maximum period of eighteen months following the date this Agreement is adopted, carrying out any procedures, official actions and authorisations that may be necessary or required by the *Ley de Sociedades Anónimas* and other provisions that may be applicable and, in particular, the Board is delegated so that, within the period of time and limits specified for this execution, it may determine the date/s for the specific reduction/s in capital, its/their appropriateness and convenience; specify the amount of the reduction; determine the destination of the amount of the reduction, in this case providing the legally required guarantees and complying with legal requirements; to adapt article 7 of the Articles of Association to the share

capital figure; to request the exclusion from the stock market of the amortised securities and, in general, to adopt any agreements as are required for the purposes of this amortisation and the consequent reduction in capital; appointing those persons that may take part in carrying this out.

Contributions

The Secretary offered to provide any clarification or further information required, which was not taken up by any shareholder.

Vote

Put to the vote, the proposal was passed by the majority, 39 abstentions and 65 votes against being recorded. Taking into account the limit of 10% of the share capital for any votes given by a specific shareholder (or its group), the result of the vote was 1,082,144 votes in favour.

Fifth proposed agreement:

In accordance with that provided for in section 204 of the *Ley de Sociedades Anónimas* and with the prior proposal to the Board of Directors on the part of the Auditing and Control Committee, to re-elect the company PricewaterhouseCoopers Auditores, S.L., with Tax Identification Code B-79031290, as Auditors for the company and the consolidated annual accounts of its groups, for another period of one year.

Contributions

The Secretary offered to provide any clarification or further information required, which was not taken up by any shareholder.

Vote

Put to the vote, the proposal was passed by the majority, 39 abstentions and 4 votes against being recorded. Taking into account the limit of 10% of the share capital for any votes given by a specific shareholder (or its group), the result of the vote was 1,082,206 votes in favour.

Sixth proposed agreement:

To specifically authorise the President of the Board of Directors, Mr. José Oliu Creus, and the Secretary to the Board, Mr. Miquel Roca i Junyent, or whoever may replace them in their respective positions of President and Secretary, so that either of them indistinctly, on behalf of the Bank, may:

Appear before a Notary to convert those agreements adopted to a public document and to carry out any actions or procedures as may be convenient or required in order to ensure their most complete execution and entry, when appropriate, in the corresponding public registers and, in particular, in the Company Register of the Province; this delegation being extended to

the power to rectify, clarify, interpret, specify or complement, if appropriate, the agreements adopted in any deeds or documents that may be drawn up in executing them and, in particular, any defects, omissions or errors, in form or merit, that may impede access to the agreements adopted and their consequences in the Company Register of the Province, even including, by their own authority, the amendments that may be necessary for this purpose or that may be stated in the oral or written classification of the Company Registrar or required by the competent authorities, without the need to consult the General Shareholders' Meeting again.

To carry out, on behalf of the Bank, any legal acts as may be necessary with the aim of executing these agreements and to perform them successfully.

Contributions

The Secretary offered to provide any clarification or further information required, which was not taken up by any shareholder.

Vote

Put to the vote, the proposal was passed by the majority, 40 abstentions being recorded. Taking into account the limit of 10% of the share capital for any votes given by a specific shareholder (or its group), the result of the vote was 1,082,209 votes in favour.

End of the Meeting

Mr. Oliu then opened the floor for an extraordinary session of contributions that was used by the shareholders Mr. Vicenç Bagés o Belles i Sellent with National Identity Number 39.280.218-J, Ms. Maria García García with National Identity Number 39.043.879-E, Mr. José Miguel Bellido Pérez with National Identity Number 21.563.802-Z and Mr. Jaime Moix Casadevall with National Identity Number 37.830.097-L.

The President, Mr. Oliu, then brought the Meeting to a close, there being no other business to deal with.