

## BANCO DE SABADELL, S.A.

### NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of Banco de Sabadell, S.A. hereby gives notice of an Ordinary General Meeting of Shareholders to be held on 21 April 2005 at 18.00, in the Pabellón Municipal de Deportes, at Calle Sol y Padrís, s/n, Sabadell, at the second call, there being little likelihood of holding the Meeting at the first call, notice of which is hereby given for 20 April at the same place and time according to the following:

#### AGENDA

1. To examine and, if pertinent, to approve the Annual Accounts (Balance sheet, Profit and Loss Account and Annual Report), the Directors' Report of Banco de Sabadell, S.A. and its consolidated group. The allocation of profits and the dividend distribution. To approve the corporate management. All the aforementioned referring to the year ended at 31 December 2004.
2. To renew the Board of Directors. To fix the number of the Board of Directors at thirteen.
3. To authorize the Company to make a derivative acquisition of the Bank's own shares, either directly or through group companies subject to the limits and requirements imposed by Article 75 of the Limited Companies Act (*Ley de Sociedades Anónimas*) for these acquisitions, with express powers to reduce the social capital with a view to redeeming its own shares; to grant to the Board of Directors the necessary powers to implement such resolutions adopted for this purpose by the General Meeting of Shareholders and to annul the authorisation granted by the General meeting of Shareholders on 30 June 2004.
4. To authorise the Board of Directors, over a period of three years, to issue debentures, preferential shares, bonds or similar non-convertible securities, mortgage bonds and any other fixed-rate securities and to develop a programme of promissory notes, all of which are to be issued in the denominations mentioned or other similar or equivalent denominations.
5. To reappoint, in accordance with Article 204 of the Limited Companies Act (*Ley de Sociedades Anónimas*), the company, PricewaterhouseCoopers Auditores, S.L., as Auditors of the Company and of the Consolidated Annual Accounts of the group for a further period of one year.
6. 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 of Shareholders. Other shareholders can either join their shares together to make up this minimum requirement or be represented by another shareholder with the same objective of reaching the required minimum.

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

Shareholders will be able to delegate their voting rights by completing and signing the section "Vote Delegation" on the attendance and vote delegation form. For shareholders who are users of the Banco Sabadell group's remote banking services, a service exists to enable them to delegate their votes via the Internet by using their pin code, as explained on the attendance and vote delegation card.

If no name is indicated in the delegation of voting rights, such delegation of voting rights will be understood to have been conferred on the Chairman of the Board or on the shareholder Board member appointed by him, who will be entitled to proceed to the joining of the share capital, 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**

In accordance with Article 144 of the current Limited Companies Act and with Article 8.4. of the Regulations of the Shareholders' General Meeting of Banco de Sabadell, S.A., it is hereby stated that all shareholders are entitled to examine the documents at the Registered Office, Plaça de 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:

- a. The Annual and Directors' Reports closed at 31 December, 2004 of Banco de Sabadell, S.A. and its consolidated group with the corresponding auditors' reports.
- b. The Articles of Association of the company, Banco de Sabadell, S.A., currently in force.
- c. A list of names, surnames, age, nationality and addresses of the Directors of the company, Banco de Sabadell, S.A., and the date on which they took up their present posts.

- d. A report from the Nomination and Remuneration Committee with the appointment proposals of the Directors.
- e. A report from the Directors of Banco de Sabadell, S.A., regarding the authorisation agreement to enable the company to acquire its own shares, either directly or indirectly, and to be able to reduce its capital as and where appropriate.

Shareholders can also have full access to all of this information and to the 2004 Annual Report on Corporate Governance at the Banco Sabadell group's corporate website, [www.bancosabadell.com](http://www.bancosabadell.com). Through this website, shareholders will also be able access the literal contents of the agreement proposals and the grounds for these proposed agreements which the Board of Directors will 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 regulations of the Board of Directors

### **Intervention of a Public Notary at the General Meeting**

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

Secretary to the Board of Directors  
Miquel Roca i Junyent

Sabadell, 24 February, 2005