

## **BANCO DE SABADELL, SOCIEDAD ANONIMA**

### **ANNOUNCEMENT OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of Banco de Sabadell, Sociedad Anónima, hereby gives notice of the Ordinary General Meeting of Shareholders to be held at 18:00 hours on 28 March 2019, at Auditorio de la Diputación de Alicante, Paseo Campoamor, s/n, in Alicante, at second call, since it will foreseeably not be quorate at the first call, which is also hereby scheduled for the same location and time, on 27 March 2019, with the following:

#### **AGENDA**

1. Examination and approval, where appropriate, of the financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to financial statements) and the report of the directors of Banco de Sabadell, Sociedad Anónima, which includes the Annual Report on Corporate Governance, and those of its Consolidated Group; grant discharge to the directors of Banco de Sabadell, Sociedad Anónima. All the foregoing with reference to the year ended 31 December 2018.
2. Approval of the Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima.
3. Examination and approval, if appropriate, of the proposal for the allocation of income and the distribution of a dividend of €0.03 per share out of income for the year ended 31 December 2018.
4. Appointment of directors.
  - 4.1 Re-appointment of Mr. José Oliu Creus as an executive director, based on a proposal by the Board of Directors.
  - 4.2 Re-appointment of Mr. José Javier Echenique Landiribar as an independent director, based on a proposal by the Appointments Committee.
  - 4.3 Re-appointment of Ms. Aurora Catá Sala as an independent director, based on a proposal by the Appointments Committee.
  - 4.4 Re-appointment of Mr. José Ramón Martínez Sufrategui as an independent director, based on a proposal by the Appointments Committee.

- 4.5 Re-appointment of Mr. David Vegara Figueras as an executive director, based on a proposal by the Board of Directors.
- 4.6 Ratification and appointment of Ms. María José García Beato as an executive director, based on a proposal by the Board of Directors.
5. Approval of the amendments to articles 57, 58, 59 and 62 of the Articles of Association of Banco de Sabadell, Sociedad Anónima.
6. Approval of the amendment to article 11 of the Regulation of the General Meeting of Shareholders to adapt its wording to the proposed new wording of the Articles of Association.
7. Take cognisance of the amendments to the Regulation of the Board of Directors to adapt the wording of articles 5, 11, 12, 14 bis, 17, 23 and 24 to the proposed wording of the Articles of Association.
8. Authorisation to Banco de Sabadell, Sociedad Anónima, to acquire own shares in the secondary market, directly or via Banco Sabadell group companies, in accordance with the provisions of articles 146, 509 and related articles of the Capital Companies Act, establishing the limits and requirements for such acquisitions, and with the express faculty to reduce capital to amortise own shares, delegating to the Board of Directors the necessary powers.
9. Approval of the cap on variable remuneration for the Group's identified staff.
10. Approval of the Director Remuneration Policy for the years 2019, 2020 and 2021.
11. Vote, on a consultative basis, on the 2018 Annual Report on Director Remuneration.
12. Re-appointment, in accordance with the provisions of article 264 of the Capital Companies Act, of the firm PricewaterhouseCoopers Auditores, Sociedad Limitada, as auditor of the financial statements of Banco de Sabadell, Sociedad Anónima and of the consolidated financial statements of its Group for 2019.
13. Appointment, in accordance with the provisions of article 264 of the Capital Companies Act, of the firm KPMG Auditores, Sociedad Limitada, as auditor of the financial statements of Banco de Sabadell, Sociedad Anónima, and of the consolidated financial statements of its Group for 2020, 2021 and 2022.
14. Delegation of powers to formalise the foregoing resolutions.

## **Attendance and proxies**

As provided by article 38 of the Articles of Association, shareholders with at least 1,000 shares are entitled to attend the General Meeting. Those who fail to meet that number may either pool their shares to meet this minimum requirement established in the Articles of Association or be represented by another shareholder with the same objective of attaining the required minimum.

Shareholders who wish to attend this General Meeting must use the attendance/proxy card provided by the Board Secretary.

Shareholders may appoint a proxy by completing and signing the proxy section of the attendance/proxy card and handing it in at any Banco Sabadell group office or at the reception desk at the General Meeting of Shareholders. Additionally, shareholders who use Banco Sabadell group's distance banking services (BS Online and BS Móvil) may register their proxy using that service, exclusively via the internet, using their personal login, as detailed on the attendance/proxy card.

Proxies which do not state the name of the designated representative are deemed to be granted to the Chairman of the Board of Directors. If there are no express instructions and the proxy is in a conflict of interest, representation is deemed to be granted to the Chairman of the General Meeting or, if the latter is in a conflict of interest, to the person he/she designates. In the case of items 4, 9, 10 and 11 of the Agenda and items not on the Agenda, proxies that do not specifically designate a representative or that are granted to any of the directors without specific voting instructions are deemed to be in favour of the Secretary of the General Meeting.

At all events, it is an essential pre-requisite that the shares be registered in the shareholder's name in the central registry of uncertificated securities kept by IBERCLEAR (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, Sociedad Anónima Unipersonal) five days prior to the scheduled date of the General Meeting.

## **Right to information**

Pursuant to the provisions of the Capital Companies Act, the Articles of Association and the Regulation of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, as from the date of this notice of General Meeting, all shareholders are entitled to examine the documents listed below at the registered office in Alicante at Avenida Óscar Esplá, 37, and to obtain copies

of the document listed below from Banco de Sabadell, Sociedad Anónima, in hand or by mail, immediately and free of charge:

1. The motions submitted by the Board of Directors of Banco de Sabadell, Sociedad Anónima, to the General Meeting for approval.
2. Financial statements (balance sheet, income statement, statement of changes in net equity, cash flow statement and notes to financial statements) and the report of the directors of Banco de Sabadell, Sociedad Anónima and those of its consolidated group for the year ended 31 December 2018, and the corresponding auditors' report.
3. Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima.
4. Annual Corporate Governance Report 2018 of Banco de Sabadell, Sociedad Anónima.
5. The current Articles of Association of Banco de Sabadell, Sociedad Anónima.
6. The current Regulation of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima.
7. The current Regulation of the Board of Directors of Banco de Sabadell, Sociedad Anónima.
8. List of the full names, ages, nationalities and addresses of the directors of Banco de Sabadell, Sociedad Anónima, and the date on which they were first appointed.
9. Curriculum vitae of each of the persons whose re-appointment or ratification and appointment as a director is proposed to the General Meeting of Shareholders.
10. Report by the Appointments Committee preceding the proposal by the Board of Directors of Banco de Sabadell, Sociedad Anónima to the General Meeting of Shareholders to re-appoint Mr. José Oliu Creus and Mr. David Vegara Figueras as executive directors and to ratify and appoint Ms. María José García Beato as an executive director.
11. Reports presented by the Appointments Committee on its proposals to the Board of Directors of Banco de Sabadell, Sociedad Anónima for submission to the General Meeting to re-appoint Mr. José Javier Echenique Landiribar,

Ms. Aurora Catá Sala and Mr. José Ramón Martínez Sufrategui as independent directors.

12. Reports by the Board of Directors of Banco de Sabadell, Sociedad Anónima on its proposals to the General Meeting of Shareholders to re-appoint Mr. José Oliu Creus and Mr. David Vegara Figueras as executive directors and to ratify and appoint Ms. María José García Beato as an executive director.
13. Reports by the Board of Directors of Banco de Sabadell, Sociedad Anónima, on evaluating the competence, experience and merit of directors in connection with the proposals of the Appointments Committee to re-appoint Mr. José Javier Echenique Landiribar, Ms. Aurora Catá Sala and Mr. José Ramón Martínez Sufrategui as independent directors.
14. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima in support of the proposal to amend the Articles of Association, including the full text of the amendments.
15. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima in support of the proposal to amend the Regulation of the General Meeting of Shareholders, including the full text of the amendments.
16. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima in connection with the amendment of the Regulation of the Board of Directors, including the full text of the amendments.
17. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima in connection with the resolution authorising Banco de Sabadell, Sociedad Anónima to acquire, directly or indirectly, own shares and, where appropriate, reduce capital.
18. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in support of the proposal to approve the cap on the variable remuneration for the members of the identified staff, which includes the list of those members of the identified staff of Banco de Sabadell, Sociedad Anónima.
19. Report by the Remuneration Committee on the proposal to approve the Director Remuneration Policy for the years 2019, 2020 and 2021.
20. Director Remuneration Policy for the years 2019, 2020 and 2021.
21. Presentation of the Annual Report on Director Remuneration 2018.

22. Annual Report on Director Remuneration 2018.

23. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima in support of the motion to appoint an auditor for 2020, 2021 and 2022.

As from the publication of this notice and until the General Meeting is held, shareholders may access the following documents on the website of Banco de Sabadell, Sociedad Anónima ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) in the section "Shareholder and investor information": the notice of the meeting, the total number of shares and voting rights, the documents listed above that are made available to shareholders, and the other documents and reports published on the website of Banco de Sabadell, Sociedad Anónima; the Articles of Association, the Regulation of the General Meeting of Shareholders, and the proxy rules.

For the same period of time, shareholders will have access to the Electronic Shareholders' Forum of Banco de Sabadell, Sociedad Anónima, which they may use in line with the terms and conditions set out in the Electronic Shareholders' Forum Regulation.

Until the fifth day prior to the General Meeting, shareholders may request clarifications on items on the agenda and on the information submitted to the Spanish National Securities Commission since the last General Meeting and on the auditor's report; shareholders representing at least three percent of capital may request the publication of a supplement to the notice of the General Meeting of Shareholders so as to add items to the agenda, and they may present reasoned proposals on items that are already on the agenda or that ought to be on the agenda, in the five days following the publication of this notice. The procedures for the exercise of those shareholder rights are duly set out on the website of Banco de Sabadell, Sociedad Anónima.

There will also be a mobile app for the General Meeting of Shareholders to establish an additional channel for informing shareholders, which will include the material public information from the notice of meeting and the business transacted at the General Meeting. There will also be a sign-language interpreter for deaf people who attend the General Meeting at Auditorio de la Diputación de Alicante in person.

### **Notarised Minutes**

In accordance with Article 203 of the Capital Companies Act and Article 15.2 of the Regulation of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, the directors will engage a notary to minute the General Meeting.

## **Data protection**

The personal data contained in this document, that which the shareholders or their representatives, as the case may be, provide to Banco de Sabadell, Sociedad Anónima to exercise their right to attend, grant proxy and vote and intervention at the General Meeting and that which is provided by the banks and brokerage houses at which such shareholders have deposited their shares, through IBERCLEAR, will be processed, by Banco de Sabadell, Sociedad Anónima as responsible, for the purposes of managing and overseeing the shareholders' status and for giving notice of the General Meeting, holding it and publicising it, as well as to fulfil the obligations established by law. This processing is necessary for those purposes and the lawful basis of that processing lies in the shareholder's status as such and the fulfilment of legal obligations. The data will be provided to the notary who will attend the General Meeting, as provided by law, and may be provided to third parties in exercise of the right to information established by law or made accessible to the public insofar as they appear on documentation available on the corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) or are made public at the General Meeting.

The business transacted at the General Meeting may be recorded and broadcast audiovisually and be made available to the public, partly or wholly, via the corporate website of Banco de Sabadell, Sociedad Anónima, ([www.grupobancsabadell.com](http://www.grupobancsabadell.com)) and in accredited mass media. Attendance to the General Meeting implies that the attendee accepts and consents expressly, unequivocally and conclusively to recording, processing, reproduction, distribution, public communication, viewing and divulgence on the Institution's corporate channels and by the media of Banco de Sabadell, Sociedad Anónima and of third parties, of their voice, likeness and any other personal data that may be captured or expressed in the course of the General Meeting.

The lawful basis for the treatment of data consisting of likeness or voice is both the existence of a legitimate interest on the part of the Company to record and broadcast the General Meeting that is recognised in the rules and principles of transparency and corporate governance that are applicable to it, as well as the consent of the attendee at the General Meeting while having other alternative means for the exercise of his/her rights at his/her disposal.

Personal data will be retained for as long as the shareholder retains their status as such and for six (6) years thereafter solely to address potential legal or contractual actions except where, exceptionally, the statute of limitations period for such legal or contractual actions is greater.

The personal data subjects may, in the terms established in the current data protection regulations, exercise the rights of access, rectification, opposition, limitation of processing, portability, erasure, and any other right recognised by law in connection with data protection, in accordance with the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (General Data Protection Regulation), by writing to the registered office of Banco de Sabadell, Sociedad Anónima, located in Alicante (03007), Óscar Esplá Avenue, number 37, or to the following e-mail address: [ejercicioderechosprotecdatos@bancsabadell.com](mailto:ejercicioderechosprotecdatos@bancsabadell.com). Personal data subjects may submit any claim or request related to personal data protection to the Spanish Data Protection Agency ([www.aepd.es](http://www.aepd.es)) and may contact the Data Protection Officer of the Banco Sabadell group at the following e-mail address: [DataProtectionOfficer@bancsabadell.com](mailto:DataProtectionOfficer@bancsabadell.com).

Where the attendance proxy/card form contains personal data referring to natural persons other than the holder or where a third party other than the shareholder attends the General Meeting, the shareholder must inform them of the content of the preceding paragraphs in connection with the processing of personal data and fulfil any other requirements that are applicable for the proper transfer of the personal data to Banco de Sabadell, Sociedad Anónima, without the latter having to perform any additional actions vis-à-vis the interested parties. The lawful basis for this processing of third parties' data is the same as described above for shareholders.

Secretary of the Board of Directors  
Miquel Roca i Junyent

Alicante, 21 February 2019