

REPORT PRESENTED BY THE BOARD OF DIRECTORS IN CONNECTION WITH THE PROPOSAL BY THE APPOINTMENTS COMMITTEE TO THE BOARD OF DIRECTORS, FOR REFERRAL TO THE GENERAL MEETING OF SHAREHOLDERS, TO RE-APPOINT AN INDEPENDENT DIRECTOR, AS REFERRED TO IN MOTION TWO UNDER ITEM FOUR ON THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS OF BANCO DE SABADELL, SOCIEDAD ANÓNIMA SCHEDULED FOR 28 MARCH 2019, AT SECOND CALL.

The Board of Directors, having voted on this resolution in the absence of Mr. José Javier Echenique Landiribar, issues this report in support of the proposal to re-appoint Mr. José Javier Echenique Landiribar as an independent director, presented by the Appointments Committee to the Board of Directors for referral to the General Meeting of Shareholders, for the purposes of assessing the competency, experience and merits of that director proposed for re-appointment, all in compliance with paragraph 5 of Article 529 decies of the consolidated text of the Capital Companies Act.

Deputy

To issue this report, the Board of Directors considered the information and documentation held by Banco de Sabadell, Sociedad Anónima, with regard to Mr. José Javier Echenique Landiribar and the favourable report issued by the Appointments Committee in support of its proposal to re-appoint Mr. José Javier Echenique Landiribar as an independent director, in accordance with the provisions of the Capital Companies Act and in discharging its duties in accordance with article 61 of the Articles of Association and article 14 of the Regulation of the Board of Directors, in coherence with section 3.c) of article 529 quindecies of the Capital Companies Act.

It was also taken into consideration that the Appointments Committee, in proposing the re-appointment of Mr. José Javier Echenique Landiribar, viewed as positive his track record as a director of Banco de Sabadell, Sociedad Anónima since 2010, in the category of independent director, and as Deputy-Chairman of the Board of Directors and member of the Executive Committee since 2013, and that the Appointments Committee itself considers him to be fit and suitable to continue acting as an independent director of Banco de Sabadell, Sociedad Anónima.

The Board of Directors ratifies the conclusions drawn by the Appointments Committee in its report in support of the proposal to re-appoint Mr. José Javier Echenique Landiribar and, after analysing his background, academic training and professional track record, finds that Mr. José Javier Echenique Landiribar has economic and actuarial expertise and extensive experience of business, banking (retail and corporate) and insurance acquired through holding high-level executive positions, as well as experience as an independent director of other large Spanish

companies, which confirm his capabilities, experience and merits to be re-appointed as a director.

Additionally, the Board of Directors took account of the ratification by the Appointments Committee of the fitness and suitability review in connection with this director performed in the past, whose conclusions are still valid, since he meets all the requirements established in articles 24 et seq. of Act 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions, and in articles 29 et seq. of Royal Decree 84/2015, of 13 February, implementing that Act, as well as the joint guidelines of the European Banking Authority and the European Securities Markets Authority on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2017/12) of 26 September 2017.

Additionally, in accordance with the provisions of article 146 of the Mercantile Registry Regulation, the re-appointment of Mr. José Javier Echenique Landiribar as a member of the Board of Directors in the category of independent director entails that he will retain his current office as Deputy-Chairman of the Board of Directors.

Therefore, in connection with paragraph 5 of article 529 decies of the Capital Companies Act, given his track record and his fulfilment of all of the necessary requirements enabling him to be evaluated and assessed, including notably his professional capabilities and suitability for the post which he holds and his excellent work to date for Banco de Sabadell Sociedad Anónima, this Board of Directors believes that he has the competency, experience and merits required to hold the position of independent director and Deputy-Chairman of Banco de Sabadell, Sociedad Anónima and, consequently, it refers the Appointments Committee's proposal to the General Meeting of Shareholders.