

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 AS REFERRED TO IN ITEM SIX OF THE AGENDA OF THE GENERAL MEETING OF BANCO DE SABADELL, SOCIEDAD ANÓNIMA SCHEDULED FOR 28 MARCH 2019, AT SECOND CALL

This report was produced by the Board of Directors in support of the proposal to amend the Regulation of the General Meeting of Shareholders, and it contains the full text of the proposed amendment to the Regulation of the General Meeting, all subject to the authorisations required under the law or the regulations.

The Board of Directors, following consultation with the Audit and Control Committee, proposes the amendment of article 11 of the Regulation of the General Meeting of Shareholders. The amendment is a direct consequence of the amendment of the Articles proposed to the Shareholders' Meeting and of the need to adapt the wording of article 11 of this Regulation to the new wording of the Articles of Association in connection with the Board Committees, specifically to eliminate the term "Delegated" in reference to them.

The Board wishes to keep the Regulation of the General Meeting of Shareholders up to date, insofar as its purpose is to set out the terms of reference of the Company's General Meeting of Shareholders and the basic rules for its transaction, with a view to guaranteeing shareholders' rights and transparency.

The proposed amendment is as set out below:

"11. Chairman and Secretary of the Shareholders' Meeting

- 1. The Shareholders' Meeting shall be chaired by the director designated by the Board of Directors or, by default, by the Chairman of the Board.*
- 2. The Chairman is in charge of directing proceedings, recognising and de-recognising speakers in accordance with the Articles of Association and the law, and declaring debates to have concluded when he considers that the motions before the Shareholders' Meeting have been debated sufficiently.*
- 3. The Secretary of the Board of Directors or his substitute, in accordance with the provisions of article 54 of the Articles of Association, shall act as Secretary of the Shareholders' Meeting. The Secretary is responsible for drawing up the minutes and issuing the pertinent certificates, countersigned by the Chairman.*
- 4. The Chairman and Secretary of the Shareholders' Meeting may take the floor at any time during the meeting to explain or to elaborate upon the motions on the Agenda or respond to questions in this connection raised by those in attendance.*

5. *The Chairman may delegate in any member of the Board of Directors the duty of responding to shareholders' questions or expanding on the information provided to the meeting where they relate to the competencies assumed by that director in the Board of Directors or its Committees."*