

## **AGENDA ITEM ONE: MOTION**

Approve the Annual Accounts –Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow Statements, and Notes to the Annual Accounts– as well as the Directors' Report of Banco de Sabadell, Sociedad Anónima, which includes the Annual Corporate Governance Report, and of its consolidated group, all corresponding to the financial year ended 31 December 2019; and grant discharge to the directors of Banco de Sabadell, Sociedad Anónima, for the financial year that commenced on 1 January 2019 and ended on 31 December 2019 .

## **AGENDA ITEM TWO: MOTION**

Approve the Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima, for the year 2019, which was drawn up by the Board of Directors in accordance with the Commercial Code and the consolidated text of the Capital Companies Act approved by Royal Legislative Decree 1/2010, of 2 July, as amended by Act 11/2018, of 28 December, on non-financial disclosures and diversity, and, in particular, with the content and structure established in article 49 of the Commercial Code.

### **AGENDA ITEM THREE: MOTION**

Approve the proposal for the allocation of income and the distribution of a dividend that was approved by the Board of Directors on 30 January 2020, consisting of distributing income as follows:

To voluntary reserves	828,736,362.51 euros
To legal reserve	0.00 euros
To reserves for investment in the Canary Islands	1,174,291.87 euros
To dividends	223,355,911.64 euros
Interim dividend paid on 24 December 2019	0.02 euros per share
Supplementary dividend payable from 3 April 2020	0.02 euros per share

#### **AGENDA ITEM FOUR: MOTION**

Based on a proposal by the Appointments Committee and in accordance with the provisions of article 50 of the Articles of Association, appoint Ms. Mireia Giné Torrens, with ID no. 38.130.578-M, as a member of the Board of Directors for a term of four years, in the category of Independent Director. This appointment is being made to fill a vacancy in the Board of Directors.

## **AGENDA ITEM FIVE: MOTION**

Approve the maximum limit applicable to the variable remuneration for the members of the Group's Identified Staff at an amount equivalent to two years' salary, i.e. 200% of the annual fixed remuneration assigned to each one of them, in accordance with the provisions of article 34.1.g) of Act 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions, and authorise the Board of Directors to designate such other persons as members of the Group's Identified Staff as may be required by the regulations or the regulators and, in that event, to update the list in the information made available to shareholders at the next General Meeting of Shareholders.

There are 131 members of the Group's Identified Staff of material risk takers to which the aforementioned maximum limit on variable remuneration applies, having regard to their profiles and responsibilities and the need to retain the professionals whose work has a material impact on the Institution's risk, as set out in the list made available to shareholders at the time notice was given of the General Meeting of Shareholders.

## **AGENDA ITEM SIX: MOTION**

Expressly authorise the Chairman of the Board of Directors of Banco de Sabadell, Sociedad Anónima, Mr. José Oliu Creus, the Director Secretary General of Banco de Sabadell, Sociedad Anónima, Ms. María José García Beato, and the Secretary of the Board of Banco de Sabadell, Sociedad Anónima, Mr. Miquel Roca i Junyent, or the persons who replace them in their respective posts of Chairman, Director Secretary General and Secretary, so that any of them, without distinction, may, on behalf of Banco de Sabadell, Sociedad Anónima:

- a) Take such steps as may be necessary to obtain the necessary authorisations or registrations with the European Central Bank, the Bank of Spain, the Ministry of Economy and Business and their dependent bodies, and the Spanish National Securities Market Commission, and any other body. Appear before a notary for the purpose of executing the adopted resolutions in a public instrument, and take all steps that may be advisable or necessary to achieve complete execution and registration thereof, as and when appropriate, in the corresponding public registries and, in particular, in the Mercantile Registry of the Province; this authorisation includes the power to correct, clarify, interpret, specify or supplement, where appropriate, the adopted resolutions in any public instruments or documents that may be executed for implementation thereof and, in particular, any defects, omissions or errors, of form or content, that may impede registration of the resolutions adopted and of their consequences in the Mercantile Registry of the Province, and to incorporate, on their own authority, any modifications that may be necessary to this effect or that may be indicated verbally or in writing by the Mercantile Registrar or required by the competent authorities, with no need for further consultation with the General Meeting of Shareholders.
- b) Perform, on behalf of Banco de Sabadell, Sociedad Anónima, such legal acts as may be necessary to execute the foregoing resolutions and implement them.

## **AGENDA ITEM SEVEN: MOTION**

The Board of Directors has drawn up and published the Annual Report on Director Remuneration with the content and structure in accordance with Order ECC/461/2013, of 20 March, and in the terms set out in the Spanish Capital Companies Act and Circular 4/2013, of 12 June, as amended by Circular 2/2018, of 12 June, of the Spanish National Securities Market Commission (CNMV). Additionally, a Presentation of the Annual Report on Director Remuneration was drawn up to accompany that report in order to detail the main issues set out in the report and the Policy that is applicable.

The Annual Report on Director Remuneration 2019, as provided in article 541 of the Capital Companies Act, is submitted to the General Meeting of Shareholders for a consultative vote based on a proposal by the Board of Directors.