

Information regarding the procedures established for the selection, suitability and succession of directors and the arrangements implemented to comply with rules on incompatibility

The Board of Directors of Banco de Sabadell, S.A. has established adequate procedures and policies to ensure the selection, suitability and the assessment of continued suitability, as well as an orderly succession of members of the Board of Directors. These are:

- Procedure for the suitability assessment of members of the Board of Directors and holders of key roles in Banco de Sabadell, S.A.
- Director candidate selection policy of Banco de Sabadell, S.A., prepared in accordance with recommendation 14 of the good governance code of listed companies (*Código de buen gobierno de las sociedades cotizadas*) and the regulatory framework established by Law 10/2014 of 26 June on the organisation, supervision and solvency of credit institutions, and its implementing regulations.
- Succession plan for the positions of Chair and Chief Executive Officer of Banco de Sabadell, S.A.

Within the framework of the continued suitability assessment of the persons referred to above, the procedures and internal policies set out arrangements for the detection and analysis of any changes in suitability. They also envisage measures against any potential and unexpected lack of suitability.

The procedures and policies in place for ensuring suitability in the selection and continuous assessment are also applied to general managers and others in similar roles, as well as to all others who form part of the Identified Staff of Banco de Sabadell, S.A.

Appointments of members of the Board of Directors and Senior Management are approved based on the proposal and favourable report by the Appointments Committee, as applicable, pursuant to the recommendations of the good governance code of listed companies and applicable regulations at any given time.

Directors, general managers and others in similar roles in Banco de Sabadell, S.A. are subject to the rules governing incompatibilities and limitations set forth in current regulations and specifically, within the scope of credit institutions, to that set forth in Article 26 of Law 10/2014 of 26 June on the organisation, supervision and solvency of credit institutions.

Article 55 of the Articles of Association of Banco de Sabadell, S.A. regulates the circumstances in which persons may not hold office as members of the Board of Directors, which include cases in which persons are in any of the situations of incompatibility or limitation on holding office as provided by law. Pursuant to Article 7 of the Regulation of the Board of Directors, when exercising its powers to make proposals to the Shareholders' Meeting and to co-opt persons to fill vacancies, the Board of Directors shall strive to ensure compliance with the provisions of the Articles of Association, particularly to ensure that the persons proposed as directors meet all the requirements necessary to hold that position and are not in a situation of incompatibility or prohibited from holding such a position by the Articles of Association or current law.

In addition to the procedures and policies approved by Banco de Sabadell, S.A., which are adhered to by the Appointments Committee and the Board of Directors when assessing the suitability of members of the Board of Directors, Article 25 of the Regulation of the Board of Directors sets forth that before accepting a management position at another company or entity, directors must notify the Appointments Committee.

The Director Candidate Selection Policy of Banco Sabadell sets forth that persons affected by any of the prohibitions set out in the law or the Bank's Articles of Association, and any others who fail to pass the suitability tests for directors of financial institutions, may not be members of the Board.

In the suitability assessment procedure, candidates declare any positions that they hold and which are within the limits established by law and their availability to exercise the institution's good governance and, upon accepting the position, they declare that they are not affected by any of the limitations or incompatibilities established by law and, in particular, by Law 10/2014 of 26 June on the organisation,

supervision and solvency of credit institutions. Their details are updated every year for such purposes.

Banco de Sabadell, S.A. also has a set of frameworks, policies and procedures which are of general application to all employees and directors of Banco Sabadell Group, the purpose of which is to prevent any conflicts of interest and, if applicable, set out rules for their detection and adequate management. In particular, the directors of Banco de Sabadell, S.A. are subject to the Policy on Conflicts of Interest of Directors and Senior Management, which addresses certain specific situations and circumstances. Similarly, Banco de Sabadell, S.A. has an Internal Code of Conduct relating to the Securities Market, which applies to members of the Board of Directors and any Directors or employees whose work is directly or indirectly related to the institution's activities or services in securities markets, or who frequently have access to significant information of the Bank or other companies within its group. This regulation is applied with a view to preventing and, where applicable, mitigating and managing any conflict of interest that may arise, whether real or potential.