

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 26 March 2013, at Fira Sabadell, Calle Tres Creus 202, entering via Plaça Sardana, in Sabadell, 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 25 March 2013, with the following:

AGENDA

- 1.** Examine and approve, where appropriate, the financial statements (balance sheet, income statement, statement of changes in net equity, cash flow statement and notes to financial statements) and the directors' report of Banco de Sabadell, Sociedad Anónima and its Consolidated Group, and the distribution of income and dividends; and grant discharge to the Board of Directors. All the foregoing with reference to the year ended 31 December 2012.
- 2.** Approve supplementary shareholder remuneration in addition to the 2012 dividend, consisting of a distribution in kind from voluntary reserves consisting of the share issue premium, through the delivery to shareholders of shares of the Company which are held in treasury stock.
- 3.** Appointment and re-appointment of Directors.
 - 3.1 Appointment of Mr José Manuel Martínez Martínez as independent director.
 - 3.2 Ratification and Appointment of Mr Antonio Vitor Martins Monteiro as proprietary director.
 - 3.3 Re-appointment of Mr José Manuel Lara Bosch as independent director.
 - 3.4 Re-appointment of Mr Jaime Guardiola Romojaro as executive director.
- 4.** Delegate to the Board of Directors the power to increase capital at one or more times, with the power to override pre-emptive subscription rights, where appropriate.
- 5.** Delegate to the Board of Directors the power to issue non-convertible fixed-income securities, in any form permitted by law, and to implement a commercial paper programme.

- 6.** Delegate to the Board of Directors the power to issue securities which may be converted into and/or exchanged for shares, as well as warrants and similar securities which entitle the holder, directly or indirectly, to subscribe for or acquire shares, and the power to increase capital in the amount necessary and to override the pre-emptive subscription right, where appropriate.
- 7.** Authorise the Company to acquire own shares in the secondary market, directly or via 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 to execute the decisions adopted by the Meeting in this regard, and revoking the authorisation granted by the General Shareholders' Meeting on 31 May 2012.
- 8.** Advisory vote on the Report on remuneration policy for the members of the Board of Directors, in accordance with provisions of article 61.ter of the Securities Market Act.
- 9.** Approve a system of paying the variable remuneration accrued in 2012 by executive directors and other executives belonging to the "Identified Group", by the delivery of options on shares of Banco de Sabadell, Sociedad Anónima.
- 10.** Re-appoint, in accordance with the provisions of article 264 of the Capital Companies Act, the firm PricewaterhouseCoopers Auditores, Sociedad Limitada, as auditor of the Company's financial statements and of the Group's consolidated financial statements for another one-year term.
- 11.** Delegate powers to formalise the foregoing decisions.

Attendance and proxies

Shareholders whose shares have a nominal value of at least 100 euro (currently equivalent to 800 shares) are entitled to attend the Meeting. Other shareholders can either pool their shares to meet this minimum requirement or be represented by another shareholder with the same objective of attaining the required minimum.

Shareholders who wish to attend this Meeting must use the attendance 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 Meeting reception desk. Additionally, shareholders who use Banco Sabadell Group's distance banking services (BS Online and BS Móvil) may register their proxy using that service, exclusively by internet connection, by using their login code, as detailed on the attendance/proxy card.

If the proxy is not identified by name on the proxy card, the proxy will be understood to have been conferred on the Chairman of the Board or the Director (who must be a shareholder) that the Chairman designates.

At all events, the shares must necessarily be registered in the central registry of book-entry securities of IBERCLEAR (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, Sociedad Anónima) five days prior to the scheduled date of the Meeting.

Right to information

Pursuant to the provisions of the Capital Companies Act and the Regulation of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, as from the date of this notice, all shareholders are entitled to examine the documents listed below at the registered offices in Plaça de Sant Roc, 20, Sabadell, and to obtain copies of them from the Company in hand or by mail, immediately and free of charge:

1. financial statements (balance sheet, income statement, statement of changes in net equity, cash flow statement and notes to financial statements) and the directors' report of Banco de Sabadell, Sociedad Anónima and its consolidated Group for the year ended 31 December 2012, and the corresponding auditors' report.
2. The current Articles of Association of Banco de Sabadell, Sociedad Anónima.
3. List of the names, surnames, ages, nationalities and addresses of the directors of Banco de Sabadell, Sociedad Anónima, and the date on which they were first appointed.
4. The motions submitted to the Meeting for approval, and their justification.

5. Report by the Appointments and Remuneration Committee on proposed appointments, ratifications and re-appointments of directors.
6. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima on delegation to the Board of Directors of the power to increase capital at one or more times, with the power to override the pre-emptive subscription right, where appropriate, under item Four of the agenda.
7. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in connection with empowering the Board of Directors to (i) issue non-convertible fixed-income securities, in any form permitted by law, and to implement a commercial paper programme, and (ii) issue securities that are convertible and/or exchangeable for shares of the company, preferred stock, and warrants and similar securities that provide the direct or indirect right to subscribe for or acquire shares of the company, under items Five and Six, respectively, of the agenda.
8. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima for the purposes envisioned in articles 285 et seq. and 318 of the Capital Companies Act in connection with the resolution authorising the Company to acquire, directly or indirectly, own shares and, where appropriate, reduce capital, under item Seven of the agenda.
9. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, at the proposal of the Appointments and Remuneration Committee, on the remuneration policy for members of the Board of Directors, in accordance with article 61.ter of the Securities Market Act.
10. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in support of the proposal to approve a system of paying the variable remuneration accrued in 2012 by executive directors and other executives belonging to the "Identified Group", by the delivery of options on shares of Banco de Sabadell, Sociedad Anónima.
11. In accordance with article 506.4 of the Capital Companies Act, in connection with the resolution to increase capital adopted on 13 June 2012, as a result of the primary and secondary offering of shares of Banco de Sabadell, Sociedad Anónima, aimed at holders of certain issues of preference shares and subordinated debt: (a) the report by the directors of Banco de Sabadell, Sociedad Anónima, dated 13 June 2012, on that capital increase; and (b) the report by the auditor, dated

14 June 2012, on overriding the pre-emptive subscription right under articles 308, 504 and 506 of the Capital Companies Act.

12. In compliance with article 511.3 of the Capital Companies Act, in connection with the issuance of Mandatory Convertible Subordinated Bonds Series I/2013 and II/2013 as decided on 20 December 2012, as a result of the tender for the issues of Mandatory Convertible Subordinated Bonds Series I/2009 and II/2010 of Banco de Sabadell, Sociedad Anónima: (a) the report by the directors of Banco de Sabadell, Sociedad Anónima, dated 20 December 2012, in connection with those issues of Mandatory Convertible Subordinated Bonds; and (b) the report by the auditor, dated 20 December 2012, on the issuance of Mandatory Convertible Subordinated Bonds in accordance with articles 414, 417 and 511 of the Capital Companies Act

As from the publication of this notice and until the Meeting is held, shareholders may access the following documents on the website of Banco de Sabadell, Sociedad Anónima (www.grupobancosabadell.com): the notice of the meeting, the total number of shares and voting rights, documents to be presented at the Meeting, the Articles of Association, the Regulation of the Board of Directors, and proxy rules for shareholders.

Additionally, the website of Banco de Sabadell, Sociedad Anónima, contains information on how shareholders may request clarifications, until the seventh day prior to the Meeting, on items on the agenda and on the information submitted to the Spanish National Securities Commission since the last Meeting, and present reasoned motions on issues included in the agenda in the five days following the publication of this notice.

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 Meeting.

Secretary of the Board of Directors
Miquel Roca i Junyent

Sabadell, 21 February 2013