

BANCO DE SABADELL, S.A.

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of BANCO DE SABADELL, S.A. hereby gives notice of an Extraordinary General Meeting of Shareholders to be held at 6.00 pm on 23 February 2012, 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 22 February 2012, with the following:

AGENDA

- 1. Report by the Chairman on the main events of 2011, including the capital increase agreed on 2 December 2011 as a result of the primary and secondary offering of shares aimed at holders of certain issues of preference shares.*
- 2. Increase capital, by means of monetary contributions, by a nominal amount of 86,476,525.625 euro, through the issuance and distribution of 691,812,205 ordinary shares, with a nominal value of 0.125 euro each, with pre-emptive subscription rights and provision for the possibility of incomplete subscription. Delegate to the Board of Directors the power to sub-delegate the execution of the capital increase and decision as to its conditions in all aspects not envisaged by the Meeting.*
- 3. 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.*
- 4. Delegate powers to formalise the above-mentioned 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 card section of the attendance card and handing it in at any Banco Sabadell Group office or at the Meeting reception desk. Shareholders who use Banco Sabadell Group's online banking services may register their proxy electronically by using their login code, as detailed on the attendance 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, it is essential that the shares 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, S.A.) five days prior to the scheduled date of the Meeting.

Right to information

Pursuant to the provisions in the Capital Companies Law and the Regulation of the General Meeting of Shareholders of Banco de Sabadell, S.A., 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. The motions submitted to the Meeting for approval, and their justification.
2. Report by the directors of Banco de Sabadell, S.A. on item two of the agenda relating to the capital increase by monetary contributions with pre-emptive subscription rights and provision for the possibility of incomplete subscription.
3. Report by the directors of Banco de Sabadell, S.A. on item three of the agenda relating to authorisation of the Board of Directors to increase capital at one or more times, with the power to override the pre-emptive subscription right, where appropriate.

4. In accordance with article 506.4 of the Capital Companies Law, in connection with the resolution to increase capital adopted on 2 December 2011, as a result of the primary and secondary offering of shares of Banco de Sabadell, S.A., aimed at holders of certain preference shares: (a) The report by the directors of Banco de Sabadell, S.A. on that capital increase, dated 2 December 2011; and (b) the report by the auditor, dated 5 December 2011, on overriding the pre-emptive subscription right under articles 308, 504 and 506 of the Capital Companies Law

As from the publication of this notice and until the Meeting is held, shareholders may access the following documents on the Banco de Sabadell, S.A. website (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 Regulations of the Board of Directors, and proxy rules for shareholders.

Additionally, the website of Banco de Sabadell, S.A. contains information on how shareholders may request clarifications, until the seventh day prior to the Meeting, on items of 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 Law and Article 15.2 of the Regulations of the Shareholders' Meeting of Banco de Sabadell, S.A., the Directors will engage a notary to minute the Meeting.

Secretary of the Board of Directors
Miquel Roca i Junyent

Sabadell, 12 January 2012