

BANCO SABADELL, S.A.

NOTICE OF ORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors of Banco Sabadell, Sociedad Anónima hereby gives notice of an Ordinary General Shareholders' Meeting to be held at 18.00 on 14 April 2011, at Fira Sabadell, Carrer Tres Creus 202, with entrance in 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 13 April, 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, S.A. and its consolidated Group and the remuneration policy report, distribution of income, and dividends; and grant discharge to the Board of Directors. All the foregoing with reference to the year ended 31 December 2010. Also included is the report on aspects of the directors' report as required under article 116 bis of the Securities Market Law.
2. Re-appoint Mr Isak Andic Ermay as proprietary director.
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 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.
5. 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 or acquire shares, and the power to increase capital in the amount necessary and to override the pre-emptive subscription right, where appropriate.
6. 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 Law, 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 25 March 2010.

7. Re-appoint, in accordance with the provisions of article 264 of the Capital Companies Law, the firm PricewaterhouseCoopers Auditores, S.L. as auditor of the Company's financial statements and of the Group's consolidated financial statements for another one-year term.
8. Delegate powers to formalise the above-mentioned decisions.

Attendance

Shareholders owning shares whose combined par value amounts to at least Euros 100 (currently equivalent to 800 shares) are entitled to attend the Shareholders' Meeting. Other shareholders can either join their shares together to meet this minimum requirement or be represented by another shareholder with the same objective of attaining the minimum established in the Articles of Association.

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 "Delegación de Voto" section on the attendance card. 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 no shareholder name is indicated on the proxy form, the proxy will be understood to have been conferred on the Chairman of the Board or on another Director (who must be a shareholder) as designated by the Chairman.

At all events, it is an essential requirement 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 General Meeting; such entries may not be cancelled until the day after the meeting is held.

Right to information

Pursuant to the provisions in the Capital Companies Law and the Regulation of the General Shareholders Meeting of Banco de Sabadell, S.A., all shareholders, bondholders and holders of special rights 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:

- a. 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, S.A. and its consolidated Group for the year ended 31 December 2010 and the corresponding auditors' report and remuneration policy report. Explanatory report by the Board of Directors of Banco

- de Sabadell, Sociedad Anónima on matters envisaged in article 116 bis of Law 24/1998 of 28 July on the Securities Market, included in the directors' report.
- b. The current Articles of Association of Banco de Sabadell, Sociedad Anónima.
 - c. 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.
 - d. Report by the Appointments and Remuneration Committee on proposed director re-appointments.
 - e. Report by the directors of Banco de Sabadell, Sociedad Anónima on the resolution to authorise the Board to increase capital at one or more times, and the power to override the pre-emptive subscription right, where appropriate.
 - f. Report by the directors of Banco de Sabadell, Sociedad Anónima on items 4 and 5 of the agenda on granting the Board of Directors the power to issue non-convertible fixed-income securities and securities convertible into shares.
 - h. Directors' report on the acquisition of own shares.
 - i. Report by the directors of Banco de Sabadell, Sociedad Anónima on the resolution dated 31 January 2011 to increase capital and override the pre-emptive subscription right.
 - j. Report dated 31 January 2011 by the auditor appointed by the Mercantile Register on overriding the pre-emptive subscription right under articles 506 and 308 of the Capital Companies Law.

Shareholders may also access all of the above information as well as the 2010 Corporate Governance Report on the Banco Sabadell group web site, "www.grupobancosabadell.com". Shareholders may also access on the Banco Sabadell web site the full text and justification of the proposed resolutions which the Board of Directors of the Bank will submit for approval to the above-mentioned Shareholders' Meeting. Shareholders may also submit proposals directly related to the Agenda via the website under the terms and subject to the requirements of article 41 of the Articles of Association and article 9 of the Regulations of the Shareholders' Meeting of Banco de Sabadell, Sociedad Anónima.

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, Sociedad Anónima, the directors will engage a notary to minute the Meeting.

Secretary of the Board of Directors
Miquel Roca i Junyent

Madrid, 9 March 2011.