

## **BANCO DE SABADELL, S.A.**

### **NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of Banco de Sabadell, S.A. hereby gives notice of an Ordinary General Meeting of Shareholders to be held at 18.00 on twenty-seventh March 2008 on the Pabellón Municipal de Deportes, in Calle Sol i Padrís s/n, Sabadell, at the second call, there being little likelihood of holding the meeting at the first call, notice of which is hereby given for the same time on twenty-sixth March, with the following:

#### **AGENDA**

1. To examine and approve, if applicable, the Annual Accounts (Balance Sheet, Profit and Loss Account and Annual Report) and Management Report, (including the Report on Remuneration Policy) of Banco de Sabadell, S.A. and its Consolidated Group. Application of profits and distribution of dividend. Approval of the corporate management. . All the aforementioned referred to the year ended 31 December 2007. It also includes the Report explaining the aspects of the Management Report provided in article 116 b of the Law on the securities market.
2. Appointment and re-election of directors
  - 2.1 Ratification and Appointment as Executive Director of Mr. Jaime Guardiola Romojaro.
  - 2.2 Re-election as Independent Director of Mr José Manuel Lara Bosch.
  - 2.3 Re-election as Independent Director of Mr. Francesc Casas Selvas
  - 2.4 Appointment as Proprietary Director of Mr Carlos Jorge Ramalho dos Santos Ferreira .
3. Approval of the Merger Project signed by the Administrators of Banco de Sabadell, S.A. and Europea de Inversiones y Rentas, S.L. Unipersonal and, therefore, the merger with of Europea de Inversiones y Rentas, S.L. Unipersonal by Banco de Sabadell, S.A., with the approval also as Merger Balance Sheet of this company closed on 31 December 2007 and the resulting resolutions.
4. Authorisation of the Board of Directors of the power to enlarge the share capital one or more times with the power, if applicable, to exclude pre-emptive rights.

5. Authorisation of the Board of Directors to issue non-convertible fixed income securities in any legally permissible form and to develop a program of bank promissory notes.
6. Authorisation of the Board of Directors to issue convertible securities and/or securities exchangeable for shares, and warrants or other similar securities which may directly or indirectly entitle the subscription or acquisition of shares; and to increase the share capital as necessary and to exclude, if applicable, the right to preferential subscription.
7. To authorize the Company to proceed with the derivative acquisition of the Bank's own shares, either directly or via Group companies, in accordance with the provisions of article 75 of the Limited Companies Act (Ley de Sociedad Anónimas ), subject to the limits and requisites of such acquisitions and with the express power to reduce the share capital in order to redeem its own shares, granting the Board of Directors the necessary powers to execute the resolutions of the Meeting in this respect, and cancelling the authorization granted by the Shareholders' General Meeting held on 29 March 2007.
8. Transfer of the Revaluation Reserve under Royal Decree Law 7/1996 to Voluntary Reserves.
9. Re-election, in accordance with the provisions of article 204 of the Limited Companies Act (Ley de Sociedades Anónimas), of the company PricewaterhouseCoopers Auditores, S.L., as Auditors of the Company Accounts and the consolidated annual accounts of its group, for a further period of one year.
10. To delegate the powers to formally execute the foregoing resolutions.

#### Attendance

Shareholders with a minimum of 100 nominal euros in shares (currently equivalent to 800 shares) are entitled to attend the Shareholders' General Meeting. Other shareholders can either join their shares together to make up this minimum requirement or be represented by another shareholder with the same objective of reaching the required minimum.

Shareholders who wish to attend this General Meeting should use the attendance card provided by the Secretary to the Board of Directors

Shareholders will be able to appoint a proxy by completing and signing the section "*Delegación de Voto*" on the attendance card. Shareholders who are users of the Banco Sabadell group's online banking services may register their proxy

appointment electronically by using their pin code, as explained on the attendance card.

If no shareholder name is indicated on the form of proxy, the vote will be understood to have been conferred on the Chairman of the Board, who may group the shares when necessary.

Whatever the case, it is essential that the shares must be registered in the Central Registry of Book-Entry Securities of the Share Clearing and Settlement Service, "IBERCLEAR", ("*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.*") ("IBERCLEAR") five days previous to the day on which the General Meeting is to be held and these registrations cannot be cancelled until the day following the Meeting.

#### Right to Information

In accordance with the provisions of articles 144, 238 and 240.2 of the Current Limit Companies Act, it is stated that all shareholders, bondholders and holders of special rights other than shares, and worker's representatives are entitled to examine at the registered offices in Sabadell, Plaça de Sant Roc 20, the documents listed below immediately and free of charge or be sent same:

- a. The Annual Accounts and Management Report (including the Report on Remuneration Policy) of the year ended 31 December 2007 of Banco de Sabadell, S.A. and its consolidated group, with the relevant auditors' report. Report by the administrators of Banco de Sabadell, S.A. on the matters provided in article 116b of Law 24/1988 dated 28 July, on the Securities Market, included in the Management Report.
- b. The current Articles of Association of Banco de Sabadell, S.A. :
- c. List of the names, surnames, age, nationality and address of the Administrators of Banco de Sabadell, S.A. and the date on which they took up their present posts.
- d. Report by the Appointments and Remuneration Committee on the proposed appointments and re-election of Directors.
- e. With regard to the Merger Project:
  - e.1 Merger Project between Banco de Sabadell, S.A. and Europea de Inversiones y Rentas, S.L. Unipersonal, via the absorption of the latter by the former.
  - e.2 Annual Accounts and Management Report (including, if appropriate, the Report on Remuneration Policy) of the years 2005 and 2006 of Banco de Sabadell, S.A. and its consolidated group, and for the last three years of Europea de Inversiones y Rentas S.L.. Unipersonal, which together with that set out in section a) with regard to Banco de Sabadell, S.A. and its consolidated group, are included solely for the purposes of the aforementioned merger.
  - e.3 Current Articles of Association of Europea de Inversiones y Rentas, S.L. Unipersonal.

- e.4 List of the names, surnames, age, nationality and addresses of the Administrators of Banco de Sabadell, S.A. and Europea de Inversiones y Rentas, S.L. Unipersonal and the date on which they took up their posts.
- f. Report by the administrators of Banco de Sabadell, S.A. with regard to the resolution to authorize the Board of Directors to increase the share capital one or more times with the power, if applicable, to exclude pre-emptive rights.
- g. Report by the administrators of Banco de Sabadell, S.A. concerning proposals five and six of the agenda, relating to the authorization of the Board of Directors to issue non-convertible fixed income securities or securities convertible into shares.
- h. Report by the Administrators on the derivative acquisition of the Bank's own shares.

Shareholders can gain access to all this information on the webpage of the Banco Sabadell companies at “www.bancosabadell.com”, together with the Annual Report on Corporate Governance for the year 2007. Also available via this webpage is the literal contents of the proposals for resolution and justification which the Board of Directors shall submit for approval to the Shareholders' General Meeting. Moreover, shareholders may also submit proposals related with the Agenda via this medium under the terms and conditions of article 41 of the Articles of Association and article 8 of the Regulations of the Shareholders' General Meeting of Banco de Sabadell, S.A.

### **Deposit of the Merger Project**

In accordance with the provisions of article 226 of the Regulations of the Company Registry, the deposit for the Merger project between Banco de Sabadell, S.A. and Europea de Inversiones y Rentas, S.L. was made on 13 February 2008. Unipersonal, after entering the appropriate marginal notes.

### **Mentions relating to the Merger Project**

In accordance with article 240.2 of the current Limited Companies Act, below are the mentions of the Merger Project which are legally required.

#### ***Merger Project between Banco de Sabadell, S.A. and Europea de Inversiones y Rentas, S.L. Unipersonal.***

- a. *Denomination and domicile of the companies involved in the merger and identification of their registration in the Company Registry.*

##### *a.1 Surviving company*

*BANCO DE SABADELL, S.A. was incorporated for an indefinite period of time in a public document executed before the Notary of Sabadell , Mr. Antonio*

*Capdevila Gomá on 31 December 1881 under number 620 of his protocol, having adapted its Articles to the prevailing Limited Companies Act (hereinafter BANCO SABADELL). It is registered with the Company Registry of Barcelona in Vol. 20.093, folio 1 and Sheet B-1.561. In accordance with its Articles of Association, its current registered address is in Sabadell, Plaça de Sant Roc, 20. Its Fiscal ID No. is A-08000143*

*a.2 Company merged*

*EUROPEA DE INVERSIONES Y RENTAS, S.L. Sociedad Unipersonal, was incorporated for an indefinite period of time in a public document authorized by the Notary of Madrid Mr. José Antonio Torrente Secorum on 17 November 1988, number 4.436 of his protocol. Its Articles of Association were adapted to the current Limited Companies Act and become a Limited Company by means of a public document executed on 1 December 2000 before the Notary Mr. Javier Micó Giner under number nº 6.170 of his protocol. (hereinafter EUROPEA DE INVERSIONES Y RENTAS, S.L.) It is registered with the Company Registry of Barcelona in Vol. 39.814, folio 31 and Sheet B-352308, entry 34. In accordance with its Articles of Association, its current registered address is in Sant Cugat del Vallés, Calle Sena, 12-1º, P.I.A.E Can Sant Joan Its Fiscal ID No. is B-78671666.*

*b) Report*

*Europea de Inversiones y Rentas is 100% owned by Banco Sabadell and is registered as the owner of, amongst others, the building in which the corporate offices of the Bank are located in Calle Sena 12 Sant Cugat del Vallés. Moreover, the aforementioned company is registered as the owner of the annex to the former in which the said corporate building is being enlarged so as to locate in same other units of the Bank's Central Services.*

*It is in the interest of both companies to carry out the merger with Europea de Inversiones y Rentas by Sabadell Banco in order to simplify the corporate, organizational and operating structure of the Banco Sabadell Group, optimizing the construction process of the said enlargement and facilitating the financial and corporate development of the operation in addition to enhancing the use of the Group's resources.*

*c) Procedure for carrying out the merger*

*The merger shall be carried out, if so resolved by the Shareholders' General Meeting of Banco Sabadell and the sole partner of Europea de Inversiones y Rentas. Banco Sabadell shall therefore absorb Europea de Inversiones y Rentas by full acquisition of the assets of the latter which shall be dissolved with the resulting universal succession of its rights and obligations in favour of the surviving company.*

*The Merger Balance Sheets of the companies involved shall be those closed on 31 December 2007, approved by the Shareholders' General Meeting of Banco Sabadell and by the decision of the sole partner of Europea de Inversiones y Rentas simultaneously with the approval of the merger.*

*d) Non-application of the type of swap and swap procedure*

*As Banco Sabadell (surviving company) is the sole shareholder and therefore the owner of all the shares in which share capital of Europea de Inversiones y Rentas (merged company) is divided, it is not necessary, due to the application of article 250 of the consolidated text of the Limited Companies Act, to mention in the Merger Project the type of swap nor the swap procedure.*

*For the same reason, the share capital of the surviving company shall not be increased, nor is it necessary to draft neither the administrators' report nor that of the independent experts on the Merger Project process.*

*e) Date of the operations for accounting purposes*

*The date on which the operations of Europea de Inversiones y Rentas are to be considered performed for accounting purposes on account of Banco Sabadell shall be 1 January 2008.*

*f) Shares and special rights*

*It is expressly stated that, in accordance with the provisions of section e) of article 235 of the Limited Companies Act, that there are no holders of special types of shares nor special rights other than the shares in the company Europea de Inversiones y Rentas for which reason it is unnecessary to consider this matter in the merger operation.*

*g) Attribution of advantages*

*No advantages of any kind shall be attributed to the independent experts as there are none, nor to the administrators of the companies involved in the merger operation.*

### **Intervention of a Public Notary at the General Meeting**

In accordance with Article 114 of the Limited Companies Act and Article 15.2 of the Regulations of the Shareholders' General Meeting of Banco de Sabadell, S.A., the Directors will require the presence of a Public Notary to take minutes of the Meeting.

Secretary to the Board of Directors  
Miquel Roca i Junyent

Barcelona, 21 February 2008