

## **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 on 29 March 2007 at 18.00, in the Pabellón Municipal de Deportes, at Calle Sol y 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 28 April at the same place and time according to the following:

#### **Agenda**

1. To examine and approve, as and where appropriate, the Annual Accounts (Balance Sheet, Profit and Loss Account and Annual Report) and the Director's Report of Banco de Sabadell, S.A. and its consolidated group. To allocate profits and to distribute dividends. To approve the corporate management. All the aforementioned referring to the fiscal year ended on 31 December 2006.
2. Appointment and re-election of directors.
3. Corporate Governance:
  1. Bylaws: Modification of articles 39,43,46, 51, and 74
  2. Regulations of the General Meeting of Shareholders: Modification of articles 8 and 10
  3. Regulations of the Board of Directors: Recording of the modifications introduced in articles 5, 10, 13, 14 and 22 and the introduction of a new article 16bis.
4. Implementation of an incentive plan based on shares for the executives of the Banco de Sabadell Sociedad Anónima Group, via a modification of article 81 of the Bank's Bylaws.
5. Split of the shares forming the entirety of the Bank's share capital, reducing the face value of same, from 0.50 euros per share to 0.125 euros per share, such that this involves no alternation of the share capital figure of the Bank, via a modification of article 7 of the Bank's Bylaws in the matter of share capital
6. To authorise the Board of Directors to:
  - a) Increase the share capital, on one or several occasions, with powers, where appropriate, to exclude pre-emptive rights.
  - b) Issue debentures, preferential shares, bonds or similar non-convertible securities, mortgage bonds and any other fixed-rate securities, and to

develop a programme of promissory notes, all of which are to be issued in the denominations mentioned or similar or equivalent denominations.

7. To authorise the Company to make a derivative acquisition of the Bank's own shares, either directly or through group companies subject to the limits and requirements imposed by Article 75 of the Limited Companies Act ("*Ley de Sociedades Anónimas*") for these acquisitions, with express powers to reduce the share capital with a view to redeeming its own shares; to grant the Board of Directors the necessary powers to implement such resolutions adopted for this purpose by the General Meeting of Shareholders and to annul the authorisation granted by the General Meeting of Shareholders on 27 April 2006. The authorization shall, if applicable, extend to the acquisition of shares arising from the incentives plan approved by this Assembly.
8. To reappoint, in accordance with Article 204 of the Limited Companies Act (*Ley de Sociedades Anónimas*), the company PricewaterhouseCoopers Auditores, S.L. as Auditors of the Company and of the Consolidated Annual Accounts of the group for a further period of one year.
9. To delegate the powers in order to formally execute the foregoing resolutions.

### **Attendance**

Shareholders with a minimum of 100 nominal euros in shares, (currently equivalent to 200 shares), are entitled to attend the General Meeting of Shareholders. 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 name is indicated on the form of proxy, such appointment of a proxy will be understood to have been conferred on the Chairman of the Board or on the shareholder Director appointed by him, who will be entitled to proceed to the joining of the share capital, whenever required.

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.*") 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 Limited Companies Act and with the Regulations of the General Shareholders' Meeting of Banco de Sabadell, S.A., it is hereby stated that all shareholders are entitled to examine the documents at the Registered Office, Plaça de Sant Roc 20, Sabadell. These documents, which are listed below, can also be obtained from the Company, immediately and free of charge, either in person or by post:

- a. The Annual and Director's Reports closed at 31 December 2006 of Banco Sabadell, S.A. and its consolidated group with the corresponding auditors' reports.
- b. The Articles of Association of the company, Banco de Sabadell, S.A., currently in force.
- c. A list of names, surnames, age, nationality and addresses of the Directors of the company, Banco de Sabadell, S.A., and the date on which they took up their present posts.
- d. A report from the Nomination and Remuneration Committee with the appointment proposals of the Directors.
- e. Administrators' report on the modification of the Bylaws, the Regulations of the General Meeting of Shareholders and Regulations of the Board of Directors.
- f. Administrators' report on the incentives plan based on shares for the executives of the Banco de Sabadell, Sociedad Anónima Group via a modification of article 81 of the Bylaws.
- g. Administrators' report on the share split, via a modification of article 7 of the Bylaws.
- h. A report from the Directors of Banco de Sabadell, S.A., regarding the authorisation agreement to enable the Board to increase the share capital, on one or several occasions, with powers, where appropriate, to exclude pre-emptive rights.
- i. Administrators report on the acquisition of own shares.

Shareholders can also have full access to all of this information and to the 2006 Annual Report on Corporate Governance at the Banco Sabadell group's corporate website, [www.bancosabadell.com](http://www.bancosabadell.com). Through this website, shareholders will also be able to access the literal contents of the agreement proposals and the grounds for these proposed agreements which the Board of Directors will submit for approval at the General Shareholders' Meeting. Furthermore, by means of this channel, shareholders will be able to put forward proposals which have a direct bearing on the Agenda according to the conditions and requirements indicated in Article 41 of the Articles of Association and in Article 9 of the regulations of the General Shareholders' Meeting of Banco Sabadell, S.A.

## **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

Sabadell, 22 February 2007