

BANCO SABADELL, S.A.

NOTICE OF EXTRAORDINARY SHAREHOLDERS' MEETING

The Board of Directors of Banco Sabadell, S.A. gives notice of an Extraordinary Shareholders' Meeting to be held at 12:00 on 18 September 2010, at Joan Olliu Auditorium, Plaza Catalunya 1, Sabadell, at second call, since it will be foreseeably not be quorate at first call, which is also hereby scheduled for the same location and time, on 16 September, with the following:

AGENDA

1. Increase capital stock, via non-monetary contributions, by at most eleven million seven hundred and three thousand eight hundred and fifty-four euros and twenty-five cents (Euros 11,703,854.25), through the issuance and distribution of ninety-three million six hundred thirty thousand eight hundred and thirty-four (93,630,834) ordinary shares of the same class, of Euros 0.125 par value each, overriding pre-emptive subscription rights, exclusively for the stock swap with the shareholders of Banco Guipuzcoana, S.A. who accept the takeover bid to be made by Banco Sabadell, in its terms and conditions, and consequently amend Article 7 of the Articles of Association.
2. Issue up to ninety-three million six hundred thousand (93,600,000) Mandatory Convertible Subordinated Bonds, of Euros 5 par value each, maturing in three years, and paying quarterly voluntary remuneration to be decided by the Board of Directors in each period, overriding pre-emptive subscription rights, exclusively for the shareholders of Banco Guipuzcoana, S.A. that accept the takeover bid to be made by Banco Sabadell, in its terms and conditions.
3. Apply for listing on domestic stock exchanges of the new shares and bonds issued under the foregoing resolutions if approved.
4.
 - 4.1 Amend article 51 of the Articles of Association to increase the number of bank directors.
 - 4.2 Appoint Mr José Echenique Landiribar as independent director.
 - 4.3 Appoint Mr José Ramón Martínez Sufategui as independent director.
5. Make the execution of the above agreements conditional upon authorisation by the Spanish National Securities Commission (CNMV) of the Takeover Bid for Banco Guipuzcoana and upon any other relevant administrative authorisations, in the terms and conditions set out in the Bid.

6. Delegate powers to formalise the above-mentioned decisions.

Attendance

Shareholders owning shares with a par value of 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 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 section "Delegación de Voto" 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 the Director (who is a shareholder) that he or she appoints.

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 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 Spanish Corporations 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. The current Articles of Association of Banco de Sabadell, S.A.
- b. List of the names, surnames, ages, nationalities and addresses of the directors of Banco de Sabadell, S.A. and the date on which they were first appointed.
- c. Report by the directors on the capital increase and subsequent amendment of article 7 of the Articles of Association.
- d. Report by the directors on the issuance of Mandatory Convertible Bonds.

- e. Report by the directors on the amendment of article 51 of the Articles of Association.
- f. Report by the Appointments and Remuneration Committee on proposed director appointments.
- g. Report by the Auditor appointed by the Mercantile Register in accordance with the provisions of article 159.1.b) of the Spanish Corporations Law.
- h. Report by the Auditor appointed by the Mercantile Register in accordance with the provisions of article 292.2 of the Spanish Corporations Law.

Shareholders may also access all of the above information on the Banco Sabadell website, "www.bancosabadell.com", as well as the full text of the proposed resolutions and their justification, 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, S.A.

Notarised Minutes

In accordance with Article 114 of the Spanish Corporations 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, 6 August 2010