

**BANCO DE SABADELL, SOCIEDAD ANONIMA**

**ANNOUNCEMENT OF THE ORDINARY GENERAL MEETING OF  
SHAREHOLDERS**

The Board of Directors of BANCO DE SABADELL, Sociedad Anónima, hereby gives notice of the Ordinary General Meeting of Shareholders to be held at 18:00 hours on 30 March 2017, at Fira Sabadell, Calle Tres Creus 202 (entrance via plaza de la 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 29 March 2017, with the following:

**AGENDA**

1. Examination and approval, where appropriate, the financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to financial statements) and the report of the directors of Banco de Sabadell, Sociedad Anónima, which includes the Annual Report on Corporate Governance, and those of its Consolidated Group; grant discharge to the directors of Banco de Sabadell, Sociedad Anónima. All the foregoing with reference to the year ended 31 December 2016.
2. Examination and approval, if appropriate, the proposal for the allocation of income and the distribution of a dividend of €0.05 per share out of income for the year ended 31 December 2016.
3. Appointment of directors.
  - 3.1 Appointment of Mr Anthony Frank Elliott Ball as an independent director, based on a proposal by the Appointments Committee.
  - 3.2 Ratification and appointment of Mr Manuel Valls Morató as an independent director, based on a proposal by the Appointments Committee.
  - 3.3 Re-appointment of Ms Maria Teresa Garcia-Milà Lloveras as an independent director, based on a proposal by the Appointments Committee.
  - 3.4 Re-appointment of Mr José Luis Negro Rodríguez as an executive director, based on a proposal by the Board of Directors.
4. Delegation to the Board of Directors, within the limits provided by law, of the power to increase capital at one or more times, with the power to override pre-

emptive subscription rights where the increase or increases, together, do not exceed 20% of the capital stock.

5. Delegation to the Board of Directors of the power to issue securities which may be converted into and/or exchanged for shares, as well as preference shares, warrants and similar securities which entitle the holder, directly or indirectly, to subscribe for or acquire shares or which otherwise grant a share in corporate earnings; and the power to increase capital in the amount necessary and to override the pre-emptive subscription right where the increase or increases, together, do not exceed 20% of the capital stock.
6. Authorisation to Banco de Sabadell, Sociedad Anónima, to acquire own shares in the secondary market, directly or via Banco Sabadell group companies, in accordance with the provisions of articles 146, 509 and related articles of the Capital Companies Act, 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.
7. Approval of a supplementary incentive plan linked to the appreciation by the shares of Banco de Sabadell, Sociedad Anónima for executive directors, senior management and other executives of the Banco Sabadell group.
8. Approval of the cap on variable remuneration for the members of the Designated Group.
9. Vote, on a consultative basis, on the Annual Report on Director Remuneration, as provided in article 541 of the Capital Companies Act.
10. Re-appointment, in accordance with the provisions of article 264 of the Capital Companies Act, of the firm PricewaterhouseCoopers Auditores, Sociedad Limitada, as auditor of the financial statements of Banco de Sabadell, Sociedad Anónima and of the consolidated financial statements of its Group for 2017.
11. Delegation of powers to formalise the foregoing resolutions.

### **Attendance and proxies**

As provided by article 38 of the Articles of Association, shareholders with at least 1,000 shares are entitled to attend the Meeting. Those who fail to meet that number may either pool their shares to meet this minimum requirement established in the Articles of Association 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/proxy card provided by the Board Secretary.

Shareholders may appoint a proxy by completing and signing the proxy section of the attendance/proxy card and handing it in at any Banco Sabadell group office or at the Meeting reception desk. Additionally, shareholders who use Banco Sabadell group's distance banking services (BS Online and BS Móvil) may register their proxy using that service, exclusively via the internet, using their personal login, as detailed on the attendance/proxy card.

Proxies which do not state the name of the designated representative are deemed to be granted to the Chairman of the Board of Directors. If there are no express instructions and the proxy is in a conflict of interest, representation is deemed to be granted to the Chairman of the Meeting or, if the latter is in a conflict of interest, to the person he/she designates. In the case of items 3, 7, 8 and 9 of the Agenda, proxies are deemed to be in favour of the Secretary of the General Meeting.

At all events, it is an essential pre-requisite that the shares be registered in the shareholder's name in the central registry of uncertificated securities kept by IBERCLEAR (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, Sociedad Anónima Unipersonal) five days prior to the scheduled date of the Meeting.

### **Right to information**

Pursuant to the provisions of the Capital Companies Act, the Articles of Association and the Regulation of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, 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 Banco de Sabadell, Sociedad Anónima, in hand or by mail, immediately and free of charge:

1. The motions submitted by the Board of Directors to the General Meeting for approval.
2. Financial statements (balance sheet, income statement, statement of changes in net equity, cash flow statement and notes to financial statements) and the report of the directors of Banco de Sabadell, Sociedad Anónima and those of its consolidated group for the year ended 31 December 2016, and the corresponding auditors' report.

3. Annual Corporate Governance Report
4. The current Articles of Association of Banco de Sabadell, Sociedad Anónima.
5. List of the full names, ages, nationalities and addresses of the directors of Banco de Sabadell, Sociedad Anónima, and the date on which they were first appointed.
6. Curriculum vitae of each of the persons whose appointment as a director is proposed to the General Meeting of Shareholders.
7. Reports by the Appointments Committee on its proposals to the Board of Directors for submission to the General Meeting to appoint, ratify and re-appoint independent directors.
8. Report by the Appointments Committee preceding the proposal by the Board of Directors to the General Meeting of Shareholders to re-appoint an executive director.
9. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, on its proposal to the General Meeting to re-appoint an executive director.
10. Reports by the Board of Directors of Banco de Sabadell, Sociedad Anónima, on evaluating the competence, experience and merit of directors in connection with the proposals of the Appointments Committee to re-appoint, ratify and appoint, and re-appoint independent directors.
11. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima on the delegation to the Board of Directors of the power to increase capital at one or more times, with the power to override the pre-emptive subscription rights where the increase or increases, together, do not exceed 20% of the capital stock.
12. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima on delegation to the Board of Directors of the power to issue securities which may be converted into and/or exchanged for shares of Banco de Sabadell, Sociedad Anónima, as well as preference shares, warrants and similar securities which entitle the holder, directly or indirectly, to subscribe for or acquire shares or which otherwise grant a share in corporate earnings; and the power to increase capital in the amount necessary and to override the pre-emptive subscription right where the increase or increases, together, do not exceed 20% of the capital stock.

13. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima in connection with the resolution authorising Banco de Sabadell, Sociedad Anónima to acquire, directly or indirectly, own shares and, where appropriate, reduce capital.
14. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima in support of the proposal to approve a supplementary incentive plan linked to the appreciation by the shares of Banco de Sabadell, Sociedad Anónima for executive directors, senior management and other executives of the Banco Sabadell group.
15. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in support of the proposal to approve the cap on the variable remuneration for the members of the Designated Group, which includes the list of those members of the Designated Group of Banco de Sabadell, Sociedad Anónima.
16. Annual Report on Director Remuneration in accordance with article 541 of the Capital Companies Act.

As from the publication of this notice and until the Meeting is held, shareholders may access the following documents on the website of Banco de Sabadell, Sociedad Anónima ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) in the section "Shareholder and investor information": the notice of the meeting, the total number of shares and voting rights, the documents listed above that are made available to shareholders, and the other documents and reports published on the website of Banco de Sabadell, Sociedad Anónima; the Articles of Association, the Regulation of the General Meeting of Shareholders, and the proxy rules.

For the same period of time, shareholders will have access to the Electronic Shareholders' Forum of Banco de Sabadell, Sociedad Anónima, which they may use in line with the terms and conditions set out in the Electronic Shareholders' Forum Regulation.

Until the fifth day prior to the Meeting, shareholders may request clarifications on items on the agenda and on the information submitted to the Comisión Nacional del Mercado de Valores since the last Meeting and on the auditor's report; shareholders representing at least three per cent of capital may request the publication of a supplement to the notice of the General Meeting of Shareholders so as to add items to the agenda, and they may present reasoned reports on items that are already on the agenda or that ought to be on the agenda, in the five days following the publication of this notice. The procedures for the exercise of those

shareholder rights are duly set out on the website of Banco de Sabadell, Sociedad Anónima.

All or part of the General Meeting of Shareholders may be recorded and broadcast audiovisually and be made available to the public on the corporate website of Banco de Sabadell, Sociedad Anónima, ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)). In order to protect the shareholders' rights, the images of individual attendees will not be broadcast.

There will also be a mobile app for the General Meeting of Shareholders to establish an additional channel for informing shareholders, which will include the material public information from the notice of meeting and the business transacted at the meeting. There will also be a sign-language interpreter for deaf people who attend the Meeting at Fira de Sabadell in person.

### **Notarised Minutes**

In accordance with Article 203 of the Capital Companies Act and Article 15.2 of the Regulation of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, the directors will engage a notary to minute the Meeting.

### **Data protection**

The personal data contained in this document, that which the shareholders provide to Banco de Sabadell, Sociedad Anónima to exercise their right to attend, grant proxy and vote at the General Meeting or that which is provided to the Bank by the banks and brokerage houses at which such shareholders have deposited their shares, through IBERCLEAR, will be processed (and included in files for which Banco de Sabadell, Sociedad Anónima is responsible) for the purpose of managing and overseeing the shareholders' status and for giving notice of the General Meeting, holding it and publicising it, as well as to fulfil the obligations established by law. The data will be accessible to the notary who will attend the General Meeting and may be provided to third parties in exercise of the right to information established by law or made accessible to the public insofar as they appear on documentation available on the website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) or are made public at the General Meeting. Persons may request to access, rectify, cancel and block their personal data in accordance with the provisions of Organic Act 15/1999, of 13 December, on Personal Data Protection, by writing to the head office of Banco de Sabadell, Sociedad Anónima, Plaça de Sant Roc, no, 20, Sabadell.

Secretary of the Board of Directors  
Miquel Roca i Junyent

Sabadell, 23 February 2017