

REPORT PRESENTED BY THE APPOINTMENTS COMMITTEE IN CONNECTION WITH ITS PROPOSAL TO THE BOARD OF DIRECTORS, FOR REFERRAL TO THE GENERAL MEETING OF SHAREHOLDERS, TO APPOINT AN INDEPENDENT DIRECTOR, AS REFERRED TO IN MOTION ONE UNDER ITEM THREE OF THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS OF BANCO DE SABADELL, SOCIEDAD ANÓNIMA SCHEDULED FOR 30 MARCH 2017, AT SECOND CALL.

The Appointments Committee has resolved to propose that the Board of Directors refer to the General Meeting of Shareholders, in accordance with the provisions of article 50 of the Articles of Association, the appointment of Mr Anthony Frank Elliott Ball as a member of the Board of Directors for a term of four years, with the status of independent director.

Under section 4 of article 529 decies of the consolidated text of the Capital Companies Act, approved by Legislative Royal Decree 1/2010, of 2 July, (the "Capital Companies Act"), as amended by Act 31/2014, of 3 December, amending the Capital Companies Act to enhance corporate governance, the power to propose the appointment or re-appointment of independent directors lies with the Appointments Committee.

In order to draw up this report, in compliance with its duty to oversee the qualitative composition of the Board of Directors and in application of the Director Selection Policy of Banco de Sabadell, Sociedad Anónima, the Appointments Committee analysed the needs of Banco de Sabadell, Sociedad Anónima and the current composition of the Board of Directors to ensure an appropriate balance between the various director categories.

The Board of Directors is currently comprised of fourteen directors, three of whom are executive directors and eleven are non-executive directors (eight of them independent, two external and one proprietary). Independent directors account for more than half of the total number of directors. Additionally, it is proposed to fill the vacancy occupied previously by a proprietary director with an independent director, thereby strengthening the position of independent directors on the Board of Directors, in line with the recommendations of the Corporate Governance Code.

The Committee considers that the Board of Directors has an appropriate balance and diversity of knowledge, experience and skills among its members, and that the latter have the sufficient availability and a high degree of commitment to their function in the institution. Consequently, it is proposed to fill a vacancy previously occupied by a proprietary director who had an international profile with a candidate who has an international profile and also a strong business background. That business profile matches that of recent vacancies on the Board of Directors. This gives the Board of

Directors greater capacity to debate and enriches the plurality of viewpoints when debating matters under its remit.

Mr Anthony Frank Elliott Ball is a Chartered Engineer; he holds an MBA from Kingston University in London and has been awarded honorary doctorates by Kingston University and Middlesex University. He has made his career in the audiovisual and telecommunications sectors, having held a range of top-level positions in Europe and the US. He was formerly General Manager and subsequently CEO of BSkyB, Chairman and CEO of Fox Sports International, CEO of Fox Liberty Networks, and Chairman of Kabel Deutschland. He has also been a director of Marks and Spencer, Sky Italia Spa, ProSiebenSAT1, BAA and Ono. He is currently an independent director of BT Group, where he also chairs the Remuneration Committee. Mr Ball is also an independent director of PureGym, the UK's largest gym operator. He is a Senior Advisor at Providence Equity Partners, LLC, a firm that holds equity stakes in a range of companies, at two of which he holds the position of Chairman: Ambassador Theatre Group Ltd. and Bité Group.

Mr Anthony Frank Elliott Ball has a suitable combination of knowledge of various segments of the economy, particularly telecommunications, and digital transformation of business, as well as extensive international experience in managing large corporations. These executive skills coupled with his broad business and financial experience at international level and his profile as an English businessman with strong links to Spain will undoubtedly be of value to the Board of Directors of Banco de Sabadell, Sociedad Anónima, which is currently expanding in the United Kingdom through TSB, in establishing relationships. His appointment to the Board of Directors rounds out and perfects an appropriate balance and diversity of knowledge, experience and skills among its members.

Mr Anthony Frank Elliott Ball meets the requirements for independent directors set out in section 4 of article 529 duodecies of the Capital Companies Act.

The Appointments Committee has approved the suitability assessment of Mr Anthony Frank Elliott Ball for submission to the European Central Bank, since the candidate meets all the requirements established in Act 10/2014, of 26 June, on ordering, supervision and solvency of credit institutions, and in Royal Decree 84/2015, of 13 February, implementing that Act.

Accordingly, and having regard to the current needs of the Board of Directors of Banco de Sabadell, Sociedad Anónima; to the structure, size and qualitative composition of the Board of Directors; and to the objectives and criteria of professional competency, diversity and commercial repute established in the Director Selection Policy of Banco de Sabadell, Sociedad Anónima, Mr Anthony Frank Elliott Ball meets the requirements and has the necessary competency, experience and merits to hold the position of director; consequently, this Appointments Committee

considers that the proposal to appoint Mr Anthony Frank Elliott Ball as an independent director of Banco de Sabadell, Sociedad Anónima is justified.