

*The proposed agreement for the Director Remuneration Policy submitted to voting in the General Meeting of Shareholders held on 26 March 2021 is included below:*

“AGENDA ITEM EIGHT: MOTION.”

Following a reasoned report by the Remuneration Committee that was made available to shareholders on the occasion of the notice of the General Meeting of Shareholders, the Board of Directors considers it appropriate to submit, for approval by the General Meeting of Shareholders, the Director Remuneration Policy for the years 2021, 2022 and 2023, which replaces in all its terms the current Director Remuneration Policy of Banco de Sabadell, Sociedad Anónima (Banco Sabadell, the Bank or the Institution), which was approved by the General Meeting of Shareholders on 28 March 2019.

This amendment is proposed before the expiry of the current Policy in order to adapt it to major changes in the corporate governance scheme established in the Articles of Association that are also submitted for approval at the General Meeting of Shareholders.

The Director Remuneration Policy establishes the remuneration system for directors based on a distinction between remuneration for their duties as members of the Board of Directors and remuneration for performing executive functions.

The directors' remuneration for their status as members of the Board of Directors establishes, on a general basis, a fixed remuneration and attendance fees for up to 11 meetings of the Board of Directors. It establishes additional remuneration for the Deputy Chairman and for the Lead Independent Director and, in accordance with the amendments to the Articles of Association submitted to the General Meeting of Shareholders, additional remuneration for the Chairman for his functions as Chairman of the Institution, Chairman of the Board of Directors and Chairman of the General Meeting of Shareholders, as well as his functions as highest representative of the Bank and all other functions attributed to him by law, the Articles or the Board of Directors itself. The remuneration policy for the Board of Directors Committees is also adapted to the new scheme established in the Articles of Association.

The remuneration for the performance of executive functions, complies with the provisions of the Articles of Association and is consistent with the contracts signed with the executive directors and with standard market practice at comparable companies, it is compatible with appropriate, healthy and effective management of the institution's risks and, in particular, it conforms to the regulatory parameters

regarding prudential regulation and capital that are applicable to Banco Sabadell. That remuneration complies with the requirements of European directives and regulations and current legislation, particularly the provisions of the Capital Companies Law, the specific legislation applicable to credit institutions, specifically, Law 10/2014 of 26 June 2014 on the regulation, supervision and solvency of credit institutions, the EBA Guidelines (EBA/GL/2015/22), of 27 June 2016, on sound remuneration policies, and the Principles for Sound Compensation Practices published by the Financial Stability Board (FSB) on 2 April 2009, and Directive 2013/36/EU and is in line with the principles and items that were considered to be appropriate based on standard practice among listed companies and the characteristics of remuneration in financial institutions. The Policy reflects the changes in connection with the Institution's executive directors.

The Policy considers sustainability as a core factor in remuneration within the Group. The components of remuneration contribute to fostering action in environmental, social and good governance (ESG) matters in order to make the business strategy sustainable and socially responsible.

Accordingly, it is proposed to:

Approve, in accordance with the provisions of article 529 novodecies of the Capital Companies Law, the Director Remuneration Policy of Banco Sabadell for the years 2021, 2022 and 2023, the text of which was made available to shareholders when notice was given of the General Meeting of Shareholders, which sets out the maximum amount of annual remuneration that is payable to directors for their functions as such. That Policy replaces, in all its terms, the current Director Remuneration Policy of Banco Sabadell that was approved by the General Meeting of Shareholders on 28 March 2019.

Additionally, empower the Board of Directors to interpret, elaborate upon, formalise and execute this resolution to the fullest extent required by law; adopting such resolutions and signing such public or private documents as may be necessary or advisable to give it full effect, with the power to adapt the Director Remuneration Policy of Banco Sabadell, when they deem it necessary and at the proposal of the Remuneration Committee, to the circumstances that may arise, the rules established in the applicable legislation, the recommendations or best practices in this connection and the specific requirements of the supervisors, provided that this does not entail a substantial change of its terms and conditions such as to require it to be submitted again to the General Meeting of Shareholders in accordance with the applicable legislation; and, in particular, to:

- a) Implement and establish the specific conditions of the remuneration system for executive directors in all matters not provided for in the Director Remuneration Policy of Banco Sabadell, including in particular, but not limited to, the appointment and removal of directors, establishing their variable remuneration and its terms, establishing any cases of early settlement, and declaring that any conditions upon which such settlement is contingent have been fulfilled.
- b) Adapt the contents and conditions of the Banco Sabadell Director Remuneration Policy to any corporate transactions or exceptional circumstances that arise during its term, referring both to Banco Sabadell, and the companies in its group, as well as to the indicators selected to determine the variable remuneration, in order for it to subsist in the same terms and conditions.
- c) Adapt the content of the Banco Sabadell Director Remuneration Policy to any requirements, comments or requests by the competent supervisory authorities and, in particular, make adjustments to the deferral percentages and periods for annual variable remuneration that is applicable to executive directors of Banco Sabadell, and to the lock-up period for the shares or the rules for calculating them.
- d) Interpret the rules for the system of settlement and payment of the short-term variable remuneration and the long-term remuneration applicable to executive directors of Banco de Sabadell.
- e) In general, perform such actions and sign such documents as may be necessary or advisable to render the Director Remuneration Policy of Banco de Sabadell valid and to implement, elaborate upon and execute it.

**Voting:**

The quorum reached 61.14%, the number of shares that voted validly was 3,440,350, there were 5,423 abstentions, 1,123,164 votes against and 2,311,763 votes in favour. In accordance with the foregoing, the proposal was approved with 67.19% of total voting capital present or represented.

*The English version is a translation of the original in Spanish and is provided for information purposes only. In case of discrepancy, the original version in Spanish shall prevail.*