

REPORT ISSUED BY THE APPOINTMENTS COMMITTEE PRECEDING THE PROPOSAL BY THE BOARD OF DIRECTORS TO THE GENERAL MEETING OF SHAREHOLDERS TO RE-APPOINT AN EXECUTIVE DIRECTOR, AS REFERRED TO IN MOTION ONE UNDER ITEM THREE ON THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS OF BANCO DE SABADELL, SOCIEDAD ANÓNIMA SCHEDULED FOR 19 APRIL 2018, AT SECOND CALL.

In accordance with the powers attributed by article 61 of the Articles of Association and article 14 of the Regulation of the Board of Directors, the mission of this Appointments Committee is to oversee compliance with the qualitative composition of the Board of Directors of Banco de Sabadell, Sociedad Anónima and, in particular, to advise the Board of Directors on the re-appointment of non-independent directors, a power also granted to it by section 3.d) of article 529 *quindecies* of the Capital Companies Act.

Additionally, in accordance with section 6 of article 529 *decies* of the Capital Companies Act, the Appointments Committee must issue a report preceding any proposal by the Board of Directors to appoint or re-appoint non-independent directors.

Accordingly, this Appointments Committee issues this report in connection with the proposal presented by the Board of Directors to re-appoint Mr. Jaime Guardiola Romojaro as an executive director in order to assess whether the candidate is suitable and has the necessary competency, experience and merits to qualify as an executive director and Managing Director of Banco de Sabadell, Sociedad Anónima, and in order to serve as background for the proposal by the Board of Directors to re-appoint Mr. Jaime Guardiola Romojaro as a member of the Board of Directors for a term of four years, in accordance with the provisions of article 50 of the Articles of Association.

Additionally, 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 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 fifteen directors, three of whom are executive directors and twelve are non-executive directors (ten of them independent). Therefore, the proportion of executive directors is commensurate with the size of the Board of Directors and of the bank itself.

The Committee considered the performance by Mr. Jaime Guardiola Romojaro of the functions of executive director and Managing Director, positions which he has held since 27 September 2007, in addition to his position as a member of the Executive Committee since that same year; he is the chief executive in charge of management and administration of the Banco Sabadell Group.

Mr. Jaime Guardiola Romojaro has extensive experience of finance and banking acquired through the positions and responsibilities he has held at a number of credit institutions and at Banco de Sabadell, Sociedad Anónima, where he has successfully evidenced his considerable executive and strategic ability and his management, administration and leadership skills through the development of the Group's businesses nationwide, particularly its international expansion.

Mr. Jaime Guardiola Romojaro holds a degree in Business Administration and an MBA from ESADE and also graduated in Law from the University of Barcelona. He is a member of the Board of Trustees of Fundación ESADE, Chairman of the Economic Policy Committee of Barcelona Chamber of Commerce, and a member of the Management Board of Círculo de Economía. Within the Banco Sabadell group, he is also a member of the Board of Directors of Sabadell Consumer Finance, S.A.U. and Chairman of Banco Sabadell, S.A., IBM and SabCapital, S.A. de C.V., SOFOM, E.R.

In view of his track record and performance as an executive director and Managing Director, he has attained in-depth knowledge of the financial sector and the various areas in which the Banco Sabadell Group operates, and of the group's values and banking culture, which has contributed greatly to the entity's achievements and merits, and it is believed that he will continue to contribute notable experience to the Board of Directors, adding value to its decision-making processes. As a result of the foregoing, he has the suitable characteristics to continue holding the office of executive director and Managing Director of Banco de Sabadell, Sociedad Anónima.

As a result, in connection with section 5 of article 529 *decies* of the Capital Companies Act, given his track record and his fulfilment of all of the necessary requirements enabling him to be evaluated, including notably his professional capabilities and suitability for the post which he holds and his excellent work to date for Banco de Sabadell Sociedad Anónima, he is considered to have the competency, experience and merits required to hold the position of executive director and Managing Director.

Since he fulfils the requirements established in section 1 of article 529 *duodecies* of the Capital Companies Act and article 53 of the Articles of Association of Banco de Sabadell, Sociedad Anónima, Mr. Jaime Guardiola Romojaro will be classified as an executive director.

Based on the review of the suitability and fitness of Mr. Jaime Guardiola Romojaro conducted by this Appointments Committee, it is considered that he continues to meet the requirements as to commercial and professional repute, knowledge and experience in order to hold office as an executive director and Managing Director, and that he is in a position to provide good corporate governance to Banco de Sabadell, Sociedad Anónima; accordingly, this Committee ratifies the suitability assessment of Mr. Jaime Guardiola Romojaro that it approved in the past, whose

conclusions are still valid, since 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, are met.

Accordingly, and having regard to the structure, size and qualitative composition of the Board of Directors of Banco de Sabadell, Sociedad Anónima, 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. Jaime Guardiola Romojaro meets all the requirements and has the necessary competency, experience and merits to hold the position of executive director and Managing Director; consequently, this Appointments Committee issues a favourable report to the Board of Directors with regard to the proposal to re-appoint Mr. Jaime Guardiola Romojaro as an executive director.