

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 RE-APPOINT AN INDEPENDENT DIRECTOR, AS REFERRED TO IN MOTION THREE 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.

The Appointments Committee has resolved to propose that the Board of Directors refer to the General Meeting of Shareholders, in accordance with article 61 of the Articles of Association and article 14 of the Regulation of the Board of Directors, a proposal to re-appoint Mr. José Manuel Martínez Martínez as a member of the Board of Directors in the category of independent director for a term of four years, in accordance with article 50 of the Articles of Association.

In accordance with section 4 of article 529 decies of the Capital Companies Act, the Appointments Committee is the body empowered to present proposals for the re-appointment of independent directors.

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, assessing the degree to which candidates fulfil the requirements as to suitability, competency, experience, merits and dedication for performing the functions of an independent director.

The Board of Directors is currently comprised of fifteen directors, three of whom are executive directors and twelve are non-executive directors, of whom ten are independent. Therefore, the proportion of independent directors is commensurate with the size of the Board of Directors and of the bank itself, all in line with the recommendations of the Corporate Governance Code.

The Board of Directors is considered to have an appropriate balance and diversity of knowledge, experience and skills among its members, and the latter are considered to have sufficient availability and a high degree of commitment to their function in the institution. This gives the Board of Directors great capacity to debate and enriches the plurality of viewpoints when debating matters under its remit. In the case of Mr. José Manuel Martínez Martínez, the Committee took account particularly of his professional track record and his performance as an independent director since his appointment in 2013 and as a member of the Executive Committee since May 2015.

Mr. José Manuel Martínez Martínez graduated in Public Works Engineering from the Complutense University of Madrid, and holds a degree in Economics and Actuarial Science from the same University. He is currently Honorary President of Mapfre, S.A., a company in which he served as Executive Chairman from 2001 to 2012.

Mr. José Manuel Martínez Martínez has specific knowledge of the financial and business sector, especially the insurance industry, due to his training and his long career in the company Mapfre, S.A., as well as experience as a director of listed companies and, therefore, of corporate governance. His career and his performance as an independent director, and his dedication during his term, have been rated positively by this Appointments Committee, and it is considered that he will continue to add value to the current Board of Directors of Banco de Sabadell, Sociedad Anónima. As a result, he meets the conditions required to continue as an independent member of the Board of Directors.

By re-appointing Mr. José Manuel Martínez Martínez, the Board of Directors maintains an appropriate balance and adequate diversity of knowledge, experience and abilities among the members of the Board of Directors, contributing to sustaining the collective suitability of the Board of Directors.

Since he fulfils the requirements established in section 4 of article 529 duodecies of the Capital Companies Act and article 53 of the Articles of Association of Banco de Sabadell, Sociedad Anónima, Mr. José Manuel Martínez Martínez meets all the conditions to be classified as an independent director.

Based on the review of the suitability and fitness of Mr. José Manuel Martínez Martínez conducted by this Appointments Committee, it is considered that he continues to meet the requirements as to commercial and professional reputation, knowledge and experience in order to hold office as a 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. José Manuel Martínez Martínez 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 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 reputation established in the Director Selection Policy of Banco de Sabadell, Sociedad Anónima, Mr. José Manuel Martínez Martínez 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 re-appoint Mr. José Manuel

Martínez Martínez as an independent director of Banco de Sabadell, Sociedad Anónima is justified.