

REPORT PRESENTED BY THE BOARD OF DIRECTORS IN CONNECTION WITH THE PROPOSAL BY THE APPOINTMENTS COMMITTEE TO THE BOARD OF DIRECTORS, FOR REFERRAL TO THE GENERAL MEETING OF SHAREHOLDERS, TO RE-APPOINT A 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 Board of Directors, having voted on this resolution in the absence of Mr. José Manuel Martínez Martínez, issues this report in support of the proposal to re-appoint Mr. José Manuel Martínez Martínez as an independent director presented by the Appointments Committee to the Board of Directors for referral to the General Meeting of Shareholders, for the purposes of assessing the competency, experience and merits of that director proposed for re-appointment, all in compliance with paragraph 5 of Article 529 decies of the consolidated text of the Capital Companies Act.

To issue this report, the Board of Directors considered the information and documentation held by Banco de Sabadell, Sociedad Anónima, with regard to Mr. José Manuel Martínez Martínez and the favourable report issued by the Appointments Committee in support of its proposal to re-appoint Mr. José Manuel Martínez Martínez as an independent director, in accordance with the provisions of the Capital Companies Act and in discharging its duties in accordance with article 61 of the Articles of Association and article 14 of the Regulation of the Board of Directors.

It was also taken into consideration that the Appointments Committee, in proposing the re-appointment of Mr. José Manuel Martínez Martínez, viewed as positive his track-record as a director of Banco de Sabadell, Sociedad Anónima since 2013, in the category of independent director, and as member of the Executive Committee since 2015, and that the Appointments Committee itself considers him to be a suitable person to continue acting as an independent director of Banco de Sabadell, Sociedad Anónima.

The Board of Directors ratifies the comments made by the Appointments Committee in its report in support of the proposal to re-appoint Mr. José Manuel Martínez Martínez and, having analysed his background, academic training and professional track record, considers that Mr. José Manuel Martínez Martínez has extensive financial knowledge, particularly in connection with the insurance industry, and experience of business and of corporate governance in listed companies that evidence his competency, experience and merits to be re-appointed as a director.

The Board of Directors also considered the ratification by the Appointments Committee of the suitability assessment it performed of that director in the past, whose conclusions are still valid at this time, 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.

Therefore, in connection with paragraph 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 and assessed, 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, this Board of Directors believes that he has the competency, experience and merits required to hold the position of independent director.