

REPORT ISSUED BY THE APPOINTMENTS COMMITTEE PRECEDING THE PROPOSAL BY THE BOARD OF DIRECTORS TO THE GENERAL MEETING OF SHAREHOLDERS TO RATIFY AND APPOINT AN EXECUTIVE DIRECTOR, AS REFERRED TO IN MOTION SIX UNDER ITEM FOUR ON THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS OF BANCO DE SABADELL, SOCIEDAD ANÓNIMA SCHEDULED FOR 28 MARCH 2019, 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, which competency is also granted to it by section 3.d) of article 529 quincecies 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 preceding the proposal by the Board of Directors to ratify the appointment, by co-optation made by the Board of Directors, of Ms. María José García Beato as a member of the Board of Directors, and her appointment for a term of four years, with the status of executive director, in accordance with the provisions of article 50 of the Articles of Association, in order to assess whether the candidate is suitable and has the necessary competency, experience and merits to be an executive director of Banco de Sabadell, Sociedad Anónima.

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 needs of Banco de Sabadell, Sociedad Anónima and the current composition of the Board of Directors to ensure an appropriate balance and diversity between the various director categories and profiles. The Board of Directors is currently comprised of fifteen directors, five of whom are executive directors and ten are non-executive directors, nine of them independent.

In connection with the diversity of profiles, the committee considered that the Board of Directors combines an appropriate diversity of professional skills, experience, origins and genders, with extensive experience in banking (retail, corporate & investment banking), finance, insurance, risk and auditing, in the regulatory and legal, academic, and resources fields, as well as human resources, consulting, business

and the international arena. This results in a balanced, diverse composition with sufficient experience to govern a credit institution and ensure the Board of Directors has the effective capacity to perform its functions with the necessary dedication and independence.

Her appointment also contributes to gender diversity, which is a specific goal of the Appointments Committee.

The Appointments Committee also carried out an analysis of the suitability requirements to perform the functions of executive director appropriately and, in particular, Ms. María José García Beato's performance, training, career track record, suitability and category of director in the terms set out below.

The Appointments Committee considers that Ms. María José García Beato has satisfactorily performed her duties as an executive director of Banco de Sabadell, Sociedad Anónima since September 2018, when she accepted the position after the European Central Bank gave notice that it did not oppose her appointment on 24 May 2018 by co-optation by the Board of Directors. The Appointments Committee found that she has performed satisfactorily as Secretary (not a member) of the Executive Committee, of the Remuneration Committee since 2012 and of the Risk Committee since 2015, and as Secretary General since 2008.

Ms. María José García Beato has extensive experience and knowledge of legal and regulatory issues and broad areas of the management of credit institutions, as well as extensive experience of corporate governance, acquired through the positions she has held and the responsibilities assumed outside and within the Banco Sabadell Group, where she has also successfully demonstrated great management and leadership capacity, as a result of which she is fit and suitable to be a member of the Board of Directors of a financial institution.

Ms. María José García Beato graduated in Law from the University of Córdoba, holds a Diploma in Criminology, and she was appointed as a Spanish State Attorney since 1991. She was Senior Counsel of the Spanish Data Protection Agency from 1995 to 1998, Chief of Staff to the Minister of Justice from 2000 to 2002, and Deputy Secretary of Justice from 2002 to 2004. She joined Banco de Sabadell, Sociedad Anónima in 2005 as Senior Counsel. She has been Secretary General since 2008 and Vice-Secretary of the Board of Directors since 2012. During her time in the Banco Sabadell Group, she has held a number of offices at subsidiary credit institutions, and has been a director and Secretary of Banco Guipuzcoano and of Banco CAM, director of Banco Gallego and Secretary and subsequently director of Sabadell United Bank.

She is also an independent director of listed company Red Eléctrica Corporación, S.A. and a member of the Board of Trustees of the Banco Sabadell Foundation, the Foundation of the Spanish Banking Association and the Wolters Kluwer Foundation.

Within the Banco Sabadell Group, she is also Secretary (not a director) of Sabadell Consumer Finance, S.A.U. and of its Combined Audit and Risk Committee.

During her career and her performance as executive director and Secretary General, she has demonstrated in-depth knowledge of the regulatory framework and the legal requirements applicable to credit institutions, as well as a deep understanding of corporate governance practices for financial institutions and listed companies, and of the group's banking culture, which have contributed greatly to the achievements and merits attained by this institution, and it is believed that she will continue to provide significant experience to the Board of Directors and added value in its decision-making processes. As a result, she is fit and suitable to continue as an executive director of Banco de Sabadell, Sociedad Anónima.

As a result of the fitness and suitability review in connection with Ms. María José García Beato performed by this Appointments Committee, it is considered that she continues to meet the requirements as to commercial and professional repute, knowledge and experience in order to hold office as an executive director and Secretary General, and that she is able to contribute significantly from those positions to good corporate governance at Banco de Sabadell, Sociedad Anónima; accordingly, this Committee ratifies the suitability assessment of Ms. María José García Beato that it performed prior to her appointment by co-optation, whose conclusions are still valid, since all the requirements established in articles 24 et seq. of Act 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions, and in articles 29 et seq. of Royal Decree 84/2015, of 13 February, implementing that Act, as well as the joint guidelines of the European Banking Authority and the European Securities Markets Authority on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2017/12) of 26 September 2017, are met.

In accordance with 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, Ms. María José García Beato will be classified as an executive director, since she is also Secretary General of Banco de Sabadell, Sociedad Anónima.

As a result, in connection with paragraph 6 of article 529 decies of the Capital Companies Act, given her track record and her fulfilment of all of the necessary requirements enabling her to be evaluated, including notably her professional capabilities and suitability for the post which she holds and her excellent work to date for Banco de Sabadell, Sociedad Anónima, it is believed that she has the competency, experience and merits required to hold the position of executive director of Banco de Sabadell, Sociedad Anónima.