

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 FOUR ON THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS OF BANCO DE SABADELL, SOCIEDAD ANÓNIMA SCHEDULED FOR 28 MARCH 2019, 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 Ms. Aurora Catá Sala 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; the vote was taken in the absence of the director in question.

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 and diversity between the various director categories and profiles, 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 of Banco de Sabadell, Sociedad Anónima.

For these purposes, 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). The proportion of independent directors is commensurate with the size of the Board of Directors and of the institution itself, all in line with the recommendation of the Corporate Governance Code.

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.

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 discussing matters under its remit and ensures the Board of Directors has the effective capacity to perform its functions with the necessary dedication and independence.

The Appointments Committee also carried out an analysis of the suitability requirements to perform the functions of independent director appropriately and, in particular, Ms. Aurora Catá Sala's performance, training, career track record, suitability and category of director in the terms set out below.

In the case of Ms. Aurora Catá Sala, the Committee took account particularly of her performance as an independent director since her appointment in 2015 and as Chairman of the Remuneration Committee since that year and as a member of the Appointments Committee since 2015 and as Chairman of that committee since 2016.

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

Ms. Aurora Catá Sala holds a degree in Industrial Engineering (major in Industrial Organisation) from the Polytechnic University of Catalonia and an MBA and PADE from IESE Barcelona. She was formerly CFO of Nissan Motor Ibérica, S.A., Managing Director of Planeta 2010, founder of ContentArena, General Manager of Audiovisual Media at Recoletos Grupo de Comunicación and member of the Governing Board of Institut Català de Finances. She is also a partner of Seeliger y Conde, director of listed company Atresmedia Corporación de Medios de Comunicación, S.A., and a member of the Executive Committee of IESE and of the Board of Barcelona Global.

Ms. Aurora Catá Sala brings an ideal combination of financial, business, consulting and human resources knowledge and a track record of directorships at a number of companies in the media industry, which have provided her with extensive business experience. Her career and her performance as an independent director, and her dedication during her term, have been rated positively by this Appointments Committee, and it is considered that she will continue to add value to the current Board of Directors of Banco de Sabadell, Sociedad Anónima. As a result, she meets the conditions required to continue as an independent member of the Board of Directors.

By re-appointing Ms. Aurora Catá Sala, the Board of Directors maintains an appropriate balance and adequate diversity of knowledge, experience and abilities among its members, contributing to sustaining the collective suitability of the Board of Directors and to fostering gender diversity.

As a result of the fitness and suitability review in connection with Ms. Aurora Catá Sala 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 a director, and that she is able to contribute significantly from that position to good corporate governance at Banco de Sabadell, Sociedad Anónima; accordingly, this Committee ratifies the suitability assessment of Ms. Aurora Catá Sala that it approved in the past, 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.

Since she 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, Ms. Aurora Catá Sala meets all the conditions to be classified as an independent director.