

REPORT PRESENTED BY THE BOARD OF DIRECTORS OF BANCO DE SABADELL, SOCIEDAD ANÓNIMA 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 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 Board of Directors, having voted on this resolution in the absence of Ms. Aurora Catá Sala, issues this report in support of the proposal to re-appoint Ms. Aurora Catá Sala 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 Ms. Aurora Catá Sala and the favourable report issued by the Appointments Committee in support of its proposal to re-appoint Ms. Aurora Catá Sala 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, in coherence with section 3.c) of article 529 quindecies of the Capital Companies Act.

It was also taken into consideration that the Appointments Committee, in proposing the re-appointment of Ms. Aurora Catá Sala, viewed as positive her track record as a director of Banco de Sabadell, Sociedad Anónima since 2015, in the category of independent director, and as Chairman of the Appointments Committee and of the Remuneration Committee since 2015, and that the Appointments Committee itself considers her to be fit and suitable to continue acting as an independent director of Banco de Sabadell, Sociedad Anónima, considering also her contribution to gender diversity on the Board of Directors.

The Board of Directors ratifies the conclusions of the Appointments Committee in its report in support of the proposal to re-appoint Ms. Aurora Catá Sala and, having analysed her background, academic training and professional track record, considers that Ms. Aurora Catá Sala has 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, supporting her competency, experience and merits to be re-appointed as a director.

Additionally, the Board of Directors took account of the ratification by the Appointments Committee of the fitness and suitability review in connection with this director performed in the past, whose conclusions are still valid, since she meets 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.

Consequently, in connection with paragraph 5 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 and assessed, 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, this Board of Directors believes that she has the competency, experience and merits required to hold the position of independent director of Banco de Sabadell, Sociedad Anónima and, consequently, it refers the Appointments Committee's proposal to the General Meeting of Shareholders.