

REPORT BY THE BOARD OF DIRECTORS OF BANCO DE SABADELL, SOCIEDAD ANÓNIMA IN CONNECTION WITH THE PROPOSAL TO APPOINT AN AUDITOR FOR THE FINANCIAL STATEMENTS FOR THE YEARS 2020, 2021 AND 2022 UNDER ITEM THIRTEEN 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 of Banco de Sabadell, Sociedad Anónima, issues this report in connection with the proposal to appoint the firm KPMG Auditores, Sociedad Limitada as auditors of the financial statements of Banco de Sabadell, Sociedad Anónima and of the consolidated financial statements of its group for the years 2020, 2021 and 2022, in accordance with the provisions of article 264 of the consolidated text of the Capital Companies Act approved by Royal Legislative Decree 1/2010, of 2 July (Capital Companies Act).

The Audit Act 22/2015, of 20 July, establishes that the appointment of auditors for public-interest entities is subject to the provisions of paragraphs 2, 3, 4, 5 and 6 of Article 16 of the Regulation (EU) no. 537/2014, of 16 April, which, in turn, establishes that the audit committee should perform a selection process and submit to the governing body a reasoned recommendation regarding the appointment of the statutory auditors which must contain at least two options for that engagement, indicating a preference for one of them.

On 30 January 2018, the Audit and Control Committee of Banco de Sabadell, Sociedad Anónima commenced the mandatory process to select the statutory auditor for Banco de Sabadell, Sociedad Anónima and its consolidated group for the years 2020, 2021 and 2022.

The main international audit firms were invited to participate in this selection process, which was conducted on an impartial, transparent and non-discriminatory basis in accordance with the criteria set out in Regulation (EU) 537/2014, of 16 April, and with the obligations and responsibilities relating to the selection process contained in Act 22/2015 and in the Capital Companies Act.

The Audit and Control Committee made its reasoned recommendation on the basis of the outcome of the selection process. From among the audit firms that were considered, the Audit and Control Committee expressed a preference for KPMG Auditores, Sociedad Limitada.

On 20 December 2018, in line with the preference expressed by the Audit and Control Committee, the Board of Directors resolved to select KPMG Auditores, Sociedad Limitada as the auditors of the financial statements of Banco de Sabadell, Sociedad Anónima and of the consolidated financial statements of the Banco Sabadell Group for the years 2020, 2021 and 2022, and to propose that appointment

to the forthcoming General Meeting of Shareholders, as was notified to the Spanish National Securities Market Commission in the form of a regulatory disclosure (registration number 273.045).