

SUCCESSION PLAN FOR THE POSITIONS OF CHAIRPERSON AND CHIEF EXECUTIVE OFFICER OF BANCO DE SABADELL, S.A.

Preliminary title

Article 1. Approval and amendment

1. The Board of Directors of Banco de Sabadell, S.A. (the "Bank"), at the request of the Appointments Committee, has approved this succession plan for the positions of Chairperson and Chief Executive Officer of the Bank.
2. Any amendments hereto shall also require agreement from the Board of Directors, subject to a report from the Appointments Committee.

Article 2. Purpose

The purpose of this plan is to ensure the orderly succession of the Chairperson of the Board of Directors and the Chief Executive Officer and, in the event of a supervening permanent absence of the Chairperson of the Bank or the Chief Executive Officer, to identify the persons who should temporarily take over their functions, and the procedure to be followed until a new Chairperson or Chief Executive Officer is appointed by the Board of Directors.

Title I. Succession process

Article 3. Chairperson succession process: advance notice

1. In the event that the Chairperson of the Board of Directors notifies the Board of Directors of his/her desire to step down from that office on a specific date, the Chair of the Appointments Committee, assisted by the Lead Independent Director (where applicable) shall be responsible for planning, implementing and coordinating the succession process, ensuring that such process is carried out in an orderly fashion, and that a candidate is selected within the time frame determined by the Board of Directors upon taking cognisance of the Chairperson's notice.
2. Unless otherwise indicated by the Chairperson of the Board of Directors, he/she shall continue to perform all of his/her functions until a new Chairperson is appointed by the Board of Directors. Otherwise, the procedure set forth for supervening termination in the following Article herein shall be adhered to.
3. The Lead Director shall take part in Appointments Committee meetings with voice but no vote for the full duration of the Chairperson Succession process.

4. Upon receiving the notice referred to in item 1 above, the Appointments Committee shall hold a meeting during which the schedule for the succession process will be set forth, adhering to the time frame determined by the Board of Directors.
5. As part of this process, members of the Appointments Committee shall hold individual meetings with all members of the Board of Directors to hear their views regarding potential candidates for the succession.
6. The Appointments Committee may also recruit the services of an external advisor, whose fees shall be borne by the Bank, to help identify potential candidates under the terms set forth in Article 9 below.
7. Based on meetings held and any advisory services received from the external advisor (if applicable), and in line with the provisions set forth in Article 8 of this succession plan, the Appointments Committee shall escalate a proposal, through its Chair, to the Board of Directors of one or more candidates for the succession of the Chairperson of the Board of Directors, recommending a single candidate therefrom if deemed appropriate.
8. The Board of Directors shall hold a meeting no more than 48 hours after the proposal has been submitted by the Appointments Committee in order to select the new Chairperson.

Article 4. Chairperson succession process: supervening termination

1. In the event that the Chairperson of the Board of Directors unexpectedly ceases to hold their position or if, for any reason, such termination occurs before the Board of Directors has approved the appointment of a new Chairperson, the functions of Chairperson of the Board of Directors shall be automatically taken over, on a temporary basis, by the Vice Chairperson or, if there is more than one, by the corresponding Vice Chairperson in line with the designated order set forth at the time of their appointment or, in the absence thereof, by the Lead Director, pursuant to the provisions set forth in the Articles of Association and the Regulations of the Board of Directors, until such a time as a new Chairperson is definitively appointed. The executive functions of the Chairperson of the Board of Directors shall be automatically taken over, on a temporary basis, by the Chief Executive Officer.
2. As soon as the Chairperson of the Board of Directors' supervening termination is definitively confirmed, the person acting as Chairperson shall convene an urgent meeting of the Board of Directors to commence the succession process, pursuant to the provisions set forth for advance notice by the Chairperson within the time frames set forth hereafter.

3. The Appointments Committee shall hold a meeting no more than 24 hours after the date on which the Chairperson of the Board of Directors' supervening termination is definitively confirmed, and shall issue a proposal of one or more candidates to succeed the Chairperson within a maximum period of fifteen days.
4. The aforementioned proposal shall be submitted to the Board of Directors and the latter shall, during its meeting held no more than 24 hours following receipt of such proposal, appoint a new Chairperson of the Board of Directors.

Article 5. Chief Executive Officer Succession plan: advance notice

1. In the event that the Chief Executive Officer gives notice of his/her desire to step down from that office, the Chairperson of the Board of Directors shall submit a proposal to the Appointments Committee of one or more candidates to succeed the resigning Chief Executive Officer.
2. The Lead Director shall take part in Appointments Committee meetings with voice but no vote for the full duration of the Chief Executive Officer succession process.
3. The Appointments Committee shall interview the candidate or candidates proposed by the Chairperson and prepare a report determining whether the candidate(s) has the required knowledge, skills and experience indicated in this succession plan.
4. In order to prepare this report, if it considers it necessary to do so the Appointments Committee may arrange for any or all members of the Board of Directors to meet individually with the candidate or candidates in order to subsequently hear their views regarding the proposed candidate(s).
5. Once the above referred report has been issued, the Chair of the Appointments Committee shall escalate the proposal for the appointment of the new Chief Executive Officer to the Board of Directors for approval.

Article 6. Chief Executive Officer Succession process: supervening termination

In the event that the Chief Executive Officer unexpectedly ceases to hold their position or if, for any reason, such termination occurs before the Board of Directors has approved the appointment of a new Chief Executive Officer, the functions of Chief Executive Officer shall be automatically taken over, on a temporary basis, by the Chairperson of the Board of Directors, who shall immediately convene the Board for the ratification of their powers, until such a time as a new Chief Executive Officer is formally appointed pursuant to the provisions of the previous Article.

**Article 7. Chairperson and Chief Executive Officer succession process:
Supervening termination**

In the event that both the Chairperson and the Chief Executive Officer unexpectedly cease to hold their position simultaneously, the functions of Chairperson of the Board of Directors shall be taken over pursuant to the provisions set forth in Article 4.1. The executive functions of the Chairman, and if applicable, of the Chief Executive Officer, shall be temporarily assumed by an Executive Director, or in the absence of such Executive Director, by the General Manager with the longest tenure at the bank, initiating the process set forth in Article 4 on the appointment of a Chairperson due to supervening termination and , once completed, the process set forth in Article 6 on the appointment of Chief Executive Officer due to supervening termination shall be initiated.

Title II. Candidate recruitment and selection process: identification of candidates' knowledge, skills and experience

Article 8. Knowledge, skills and experience required from candidates to succeed the Chairperson and Chief Executive Officer of the Bank

1. In general, the Chairperson of the Board of Directors, executive or otherwise, and the Chief Executive Officer of the Bank must have recognised commercial and professional honesty, adequate knowledge and experience to allow them to perform their functions, and they must be willing to exercise a good governance of the Bank. In particular, they must have proven experience within the financial sector and/or in senior management functions, have sufficient technical training in finance and/or business management and administration to perform the executive functions associated with their office, and must be able to provide evidence of a professional background that demonstrates their leadership and/or entrepreneurial skills, in addition to meeting suitability criteria required by their position as directors of a credit institution in line with applicable legislation.
2. The candidate recruitment and selection process shall be carried out in such a way as to ensure that the Board of Directors, as a whole, has the necessary diversity of knowledge, background and experience to adequately understand the Bank's business, risks and corporate culture, as well as its competitive environment and general challenges facing the banking sector. The process shall be carried out so as to ensure that candidates have proven knowledge and/or experience in accounting and auditing, financial risk and equity management and, in general, the banking sector and the operation of security markets.
3. In all cases, the candidates must be honest and suitable persons with recognised standing and ability, who are committed and willing to dedicate time to

performing their functions, and they must meet the requirements set forth in Article 56 of the Bank's Articles of Association. They must also be all-round professionals whose conduct and work experience reflects a high level of commitment to professional honesty and responsibility that goes beyond the fulfilment of legal standards and is aligned with the principles set out in the Code of Conduct of Banco Sabadell Group.

4. The recruitment and selection process shall not discriminate between candidates based on race, colour, sex, religion or beliefs, political orientation, nationality, origin, physical disability or any other personal, physical or social characteristic. In particular, the recruitment and selection process shall not contain any type of implicit or explicit bias that limits the number of potential candidates or that discriminates - positively or negatively - between candidates due to the aforementioned personal characteristics.

Article 9. Involvement of external advisors in the candidate recruitment and selection process

1. The Appointments Committee may recruit the services of an external advisor of recognised standing, whose fees shall be borne by the Bank, to help identify potential candidates and report on the recruitment and selection process.
2. The mandate conferred by the Bank to the external advisor or advisors for the purposes indicated in the preceding section must be set forth in writing, and the Appointments Committee must have previously escalated such mandate to, and obtained approval from, the Board of Directors. All Directors shall be entitled to access and review its content.
3. For the provision of services, the external advisor must undertake to adhere to the criteria set forth in this plan.
4. The external advisor shall indicate which of the criteria set forth in Article 8 herein are met by each candidate, and give evidence to support this information.

Article 10. Information and disclosure

The Bank shall provide information on the general principles of this succession plan and, if applicable, on its enforcement in the Annual Report on Corporate Governance.