

**Regulations of the
Appointments and
Corporate
Governance
Committee of
Banco de Sabadell,
S.A.**

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CHAPTER I. PRELIMINARY

ARTICLE 1. PURPOSE

The purpose of these Regulations is to determine, within the framework of the Articles of Association and the Regulations of the Board of Directors, the principles of action, powers and functions, as well as the basic rules of organisation and operation of the Appointments and Corporate Governance Committee (hereinafter, the Committee) of Banco de Sabadell, S.A. (hereinafter, Banco Sabadell, the Bank or the Entity).

ARTICLE 2. INTERPRETATION

1. These Regulations implement and complement the applicable legal rules, the Articles of Association and the Regulations of the Board of Directors of Banco Sabadell in relation to the Committee, and shall be interpreted in accordance with them, with those of higher rank among them prevailing in the event of contradiction or conflict with these Regulations.
2. Any queries or discrepancies shall be resolved by a majority of the Committee itself and, if no majority is reached, by the Chairperson.
3. The provisions of the Regulations of the Board of Directors shall be of supplementary application to the Committee in all matters not provided for in these Regulations and which are not contradictory to its content.

ARTICLE 3. APPROVAL, AMENDMENT AND PUBLICATION

1. The Regulations may only be adopted or amended by the Board of Directors by a resolution adopted by a two-thirds majority of the Directors present. The proposal for approval or amendment may be made at the request of the Chairperson of the Board of Directors, the Chairperson of the Committee or any of the members of the Committee. In the latter case, the proposer must necessarily formalise their proposal in writing and give reasons for it and address it to the Chairperson of the Committee, who shall present it to the next meeting of the Committee for its decision to submit it to the Board following a favourable report.
2. In any case, it must be amended when a change in the applicable law, in the Articles of Association or in the Board of Directors' Regulations makes it necessary.
3. Directors have a duty to be familiar with and comply with these Regulations. The Regulations will be published on the Bank's website for public information.

CHAPTER II. FUNCTIONS OF THE COMMITTEE

ARTICLE 4. FUNCTIONS

In addition to those expressly provided for in these Regulations, the Appointments and Corporate Governance Committee has all the functions assigned to it by law, the Articles of Association and the Regulations of the Board of Directors, as well as those attributed to it by decision of the Board of Directors directly or through the approval of a policy.

Its main functions are:

1. To submit to the Board of Directors proposals for the appointment of independent Directors for appointment by co-option or for submission to the decision of the General Meeting of Shareholders, as well as proposals for the re-election or removal of such Directors.
2. To report on proposals for the appointment of the remaining directors, proprietary, other external or executive members, for appointment by co-option or for submission to the decision of the General Meeting, as well as proposals for their re-election or removal.
3. To ensure compliance with the qualitative composition of the Board of Directors, in accordance with the provisions of article 53 of the Articles of Association, assessing the balance of knowledge, capacity, diversity and experience of the Board of Directors. To this end, it must define the functions and skills required of the candidates to fill each vacancy, as well as the time commitment deemed necessary for the proper performance of their functions.
4. To ensure that, when filling new vacancies or appointing new Directors, the selection procedures favour diversity of experience and knowledge, facilitate the selection of female Directors and, in general, do not suffer from implicit biases that could imply any discrimination.
5. To assess the suitability, competences, knowledge and experience required of the members of the Board of Directors and their dedication regarding the authorization of their appointment by the competent authorities.
6. To report on proposals for the appointment and removal of senior executives and members of the Identified Staff and assess their suitability.
7. To report on the terms and conditions of the contracts of the executive directors, which must be approved by the Board and recorded as an annex to the minutes.
8. To examine and organise the succession plans for the Chairperson of the Board and the Managing Director of the Bank and, where appropriate, to make proposals to the Board and, where appropriate, to comply with the provisions of the duly approved and published Succession Plan.

9. To establish a goal for representation of the under-represented sex on the Board of Directors and to develop guidance on how to achieve this goal.
10. To periodically, and at least once a year, assess the structure, size and composition of the Board of Directors and its Committees, and to advise the Board on the most appropriate configuration, reporting on proposals regarding the appointment or removal of members of such Committees.
11. To propose to the Board of Directors the assignment of Directors to the corresponding category, their continuance in this category in the event of re-election or their modification when appropriate.
12. To annually review the status of Directors and to report to the Board of Directors for inclusion in the Annual Corporate Governance Report.
13. To report to the Board of Directors on proposals for the appointment of the Vice-Chairperson or Vice-Chairmen, as the case may be.
14. To report to the Board of Directors on proposals relating to the appointment and termination of the Secretary and, where appropriate, the Deputy Secretary of the Board of Directors, who may or may not be Directors.
15. To submit to the Board of Directors the proposal for the appointment, termination or re-election of the Lead Independent Director.
16. To develop and regularly update a competence matrix of the Board of Directors, assessing the knowledge, skills and experience of the members of the Board of Directors and the Board of Directors as a whole, for approval by the Board of Directors.
17. To periodically review and propose to the Board the modification of policies regarding the selection and diversity of members of the Board of Directors, and to annually verify their compliance, reporting to the Board of Directors on the degree of compliance.
18. To design and organise regular refresher programmes for Directors.
19. To review, at least once a year, the implementation and quality of the induction and integration training and the Director Training Programme, and to report to the Board of Directors.
20. To report on the terms and conditions of senior executive contracts, without prejudice to the remuneration powers of the Remuneration Committee.

The Committee shall have the following powers in the area of corporate governance:

1. To report to the Board of Directors on the Company's internal corporate policies and regulations, except in matters that fall within the competence of other Committees.
2. To supervise compliance with the Company's corporate governance rules, excluding those corresponding to areas that fall within the scope of other Committees.
3. To report to the Board of Directors, for its approval and annual publication, the Annual Corporate Governance Report, except in matters that fall within the scope of other Committees.
4. To supervise, within the scope of its powers, the communications that the Company makes with shareholders and investors, proxy advisors and other stakeholders, and report thereon to the Board of Directors.
5. To report annually on the evaluation of the functioning of the Board of Directors, as well as the performance of its functions by the Chairperson of the Board of Directors and the Managing Director.
6. To submit to the Board of Directors the evaluations of the Board Committees with the results of their evaluation together with a proposal for an action plan or with recommendations to correct possible deficiencies detected or to improve the functioning of the Board and its Committees.
7. To propose amendments to these Regulations and report on proposals to amend these Regulations and on proposals to amend the Regulations of the General Meeting of Shareholders of Banco Sabadell.
8. To ensure that the composition of the Board Committees is appropriate, especially the Audit and Control Committee and the Risk Committee.
9. Any other actions that may be necessary to ensure good corporate governance in all the Company's activities.

The Board may request the Committee to prepare reports on matters within its sphere of action.

CHAPTER III. COMPOSITION, APPOINTMENT AND TERMINATION

ARTICLE 5. COMPOSITION AND APPOINTMENT

1. The Committee should be made up of a maximum of five Directors appointed by the Board of Directors, all being non-executive, with at least two of them being independent Directors. The Board will appoint to its Chairperson among the independent directors that form part of it, with the vote in favour of two thirds of its members.

The Secretary shall be the Secretary of the Board of Directors or, as the case may be, the Deputy Secretary of the Board of Directors.

2. The members of the Committee shall have overall expertise and experience appropriate to the functions they are called upon to perform, taking into account that some of them have specific experience in the following areas: corporate governance, strategic analysis and evaluation of human resources, selection of Directors and executives, and performance of senior management functions. Efforts will be made to promote diversity, both in terms of gender, professional experience, skills, sectoral knowledge, international experience and geographical origin in the appointment of members of the Committee.

ARTICLE 6. TERMINATION

The members of the Committee shall cease to hold office in the following cases:

1. When they cease to be Directors of the Bank.
2. Upon consensus of the Board of Directors of the Bank.
3. When they become executive directors.

CHAPTER IV. OPERATION OF THE COMMITTEE

ARTICLE 7. DEDICATION AND MEETINGS OF THE COMMITTEE

1. The Committee shall meet as often as necessary and at least once every three months, when convened by its Chairperson, at his/her own initiative or at the initiative of any member of the Committee, or whenever the Board or its Chairperson requests the issuance of a report or the adoption of proposals and, in any case, whenever it is appropriate for the proper performance of its functions. In any event, the Committee shall meet once a year to report in advance on the assessment of the operations of the Board itself. The meetings of the Committee shall be set out in the annual calendar.
2. The Committee shall establish an annual work plan which shall include, as a minimum, specific objectives for the year, an annual calendar of meetings which shall take into account the calendar of meetings of the Board of Directors and the date of the General Meeting of Shareholders in order to prepare, where appropriate, the reports to be presented on the matters to be discussed at the meetings, the systematic organisation of information and the agenda of the meetings, planning fixed sections for topics to be dealt with on a regular basis and topics to be dealt with only at certain meetings, the annual training needs, and, where appropriate, the scheduling of preparatory working sessions or meetings on specific topics, or, insofar as foreseeable, the need for external experts to advise on the performance of some of the tasks.

3. The Chairperson of the Committee shall chair the meetings, set the Agenda, direct the discussions and deliberations of the meetings, encouraging its members to participate freely in the deliberations, without being affected by internal or external pressures.
4. As Directors and members of the Committee, these members must act independently of the rest of the organisation in terms of judgement and action, carry out their work with the utmost diligence, competence and professional dedication, fulfil their obligations of loyalty and maintain the utmost confidentiality with regard to the information to which they have had access in the exercise of their office, even when they have ceased to hold such office.

ARTICLE 8. NOTICE OF MEETINGS

1. Notice of meetings shall be given at least five days in advance, except in the case of urgent meetings, by the Secretary of the Committee to each of its members by letter, e-mail or any other reliable means, and shall be authorised by the Chairperson or the Secretary by order of the Chairperson.
2. The available documentation shall be made available to the Directors three days in advance, except for those documents which, due to their characteristics and deadlines for submission, must be submitted exceptionally and justifiably within a shorter period, or which should not be submitted for reasons of confidentiality.
3. It shall not be necessary to call a meeting of the Committee in advance when all members are present and unanimously agree to hold the meeting and the items on the agenda.

ARTICLE 9. CONSTITUTION

1. The Committee shall be constituted when the majority of its members are present, either in person or by proxy.
2. In the absence of the Chairperson, the session shall be chaired by the Director with the most seniority on the Committee and, in the event of coincidence, by the oldest.
3. In the absence of the Secretary, the Deputy Secretary, if any, or, failing that, the person appointed by the Committee for this purpose, shall act as Secretary.

ARTICLE 10. RESOLUTIONS

1. Resolutions shall be adopted by a majority of its members, present or represented. In the event of a tie, the Chairperson shall have the casting vote.
2. The Secretary of the Committee shall draw up minutes of each of the meetings held, which shall be approved at the same meeting or at the one immediately following.

The minutes shall be signed by the Chairperson and the Secretary of the Committee or by those who performed these functions at the meeting in question.

3. The content of these meetings shall be reported to the Board of Directors at its next meeting, at which resolutions shall also be adopted on its proposal or after its report, or the resolutions adopted by the Committee shall be ratified where necessary.

ARTICLE 11. ATTENDANCE

The Committee may request the attendance at the meeting of such executives, including those who are Directors, as it deems appropriate, notifying the Chief Executive(s) so that he/she/they may arrange for their attendance. The Committee may also summon other directors, executives or professionals of the Entity or of the Banco Sabadell Group, the external experts and any member of the administration bodies of the investee companies, limiting their presence to those items on the agenda to which they are summoned.

ARTICLE 12. TRAINING, ACCESS TO INFORMATION AND RESOURCES

1. The Bank, through the Secretary of the Board of Directors, shall ensure that the Committee has sufficient resources to enable it to fulfil its functions.
2. The Committee may inquire into any aspect of the Bank, having free access to any type of information or documentation held by the Bank relating to matters within the competence of the Committee and which it deems necessary for the performance of its functions. It may also seek, at the Bank's expense, the advice of external professionals in order to better perform its functions. The Committee shall ensure that any conflicts of interest do not impair the independence of external advice.
3. In order not to disrupt the day-to-day management of the Bank, the exercise of information and advisory powers shall be channelled through the Administration Office of the Committee, which shall respond to the Committee's requests by providing it with information directly, by offering it the appropriate interlocutors at the appropriate level of the organisation or by arranging for it to carry out the desired examination and inspection procedures on the spot.
4. The Committee may have a training plan, within the framework of the general plan of the Board or specific to the Committee, which ensures the updating of the knowledge necessary for the exercise of its functions and responsibilities and, in particular, in matters of corporate governance, analysis and strategic evaluation of human resources, selection of Directors and executives, and other aspects deemed appropriate.

CHAPTER V. EVALUATION

ARTICLE 13. EVALUATION

1. Within the framework of the annual evaluation foreseen in the Board Regulation, the Committee shall evaluate its performance autonomously, in order to strengthen its functioning and improve planning for the following year, seeking the opinion of its members, and, when deemed appropriate, and in any case every three years, it shall be assisted by an external consultant.
2. The Committee shall coordinate the evaluation with the Chairperson of the Board of Directors, informing the Board of Directors of the aspects evaluated, the outcome of the evaluations and the actions proposed for continuous improvement.

CHAPTER VI. INFORMATION TO OTHER BODIES OF THE BANK AND SHAREHOLDERS

ARTICLE 14. RELATIONS WITH THE GENERAL MEETING OF SHAREHOLDERS, THE BOARD OF DIRECTORS AND OTHER COMMITTEES

1. The Committee shall draw up an annual report on the functioning and activities of the Committee, which shall be made available to the shareholders on the occasion of the call to the Annual General Meeting of Shareholders, prior to its submission to the Board of Directors.
2. In addition to the provisions of articles 10.3 and 13.2 of these Regulations, the Chairperson of the Committee shall report periodically to the Board of Directors on its activities and shall advise and propose such measures as it deems appropriate to implement within the scope of its functions.
3. Appropriate coordination shall be maintained between the Bank's Appointment and Corporate Governance Committee and the other Board Committees and, in particular, with the Remuneration Committee, for which purpose joint meetings of the two Committees may be held when deemed appropriate.