

BANCO DE SABADELL, SOCIEDAD ANÓNIMA

ANNOUNCEMENT OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of Banco de Sabadell, Sociedad Anónima, hereby gives notice of the Ordinary General Meeting of Shareholders to be held at 12:00 hours on 26 March 2021, at Auditorio de la Diputación de Alicante, Paseo Campoamor, s/n, in Alicante, at second call, since it will foreseeably not be quorate at the first call, which is also hereby scheduled at the same location at 10:00 hours on 25 March 2021, with the following:

AGENDA

1. Examination and approval, where appropriate, of the Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow Statements, and Notes to the Annual Accounts) as well as the Directors' Report of Banco de Sabadell, Sociedad Anónima, which includes the Annual Report on Corporate Governance, and those of its Consolidated Group, and allocation of income; and grant of discharge to the directors of Banco de Sabadell, Sociedad Anónima. All the foregoing with reference to the year ended 31 December 2020.
2. Approval of the Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima.
3. Appointment of Directors.
 - 3.1 Ratification and appointment of Mr. César González-Bueno Mayer Wittgenstein as an executive director, at the proposal of the Board of Directors.
 - 3.2 Ratification and appointment of Ms. Alicia Reyes Revuelta as an independent director, at the proposal of the Appointments Committee.
 - 3.3 Re-appointment of Mr. Anthony Frank Elliott Ball as an independent director, at the proposal of the Appointments Committee.
 - 3.4 Re-appointment of Mr. Manuel Valls Morató as an independent director, at the proposal of the Appointments Committee.
4. Approval of the amendment of the Articles of Association of Banco de Sabadell, Sociedad Anónima to reflect the new corporate governance scheme and adapt to the June 2020 revision of the Good Governance Code of Listed Companies.

- 4.1 Amendment of current articles 38 and 47, in connection with the General Meeting of Shareholders.
 - 4.2 Amendment of current article 54 and insertion of new articles 55, 56, 57 and 58, to describe the functions of the Chairman, Chief Executive Officer, Lead Independent Director and Secretary in separate articles.
 - 4.3 Amendment of current articles 58, 59, 60 and 61, and insertion of a new article 63, in connection with the Board Committees.
 - 4.4 Amendment of current articles 56, 74 and 87 to include improvements derived from the applicable regulations.
 - 4.5 Authorisation to the Board of Directors to consolidate the text of the Articles of Association, to renumber the articles as necessary and to amend any cross-references in the articles.
5. Approval of the amendment of articles 3, 10, 11 and 13 and the introduction of a new article 15 of the Regulations of the General Shareholders' Meeting to adjust their wording to the proposed new text of the Articles of Association. Authorisation to the Board of Directors to consolidate the text of the Regulation of the General Meeting of Shareholders, to renumber the articles as necessary and to amend any cross-references in the articles.
 6. Take cognizance of the amendment of the Regulation of the Board of Directors to adjust its wording to the proposed text of the Articles of Association: amendments to current articles 3, 5, 8, 10, 11, 12, 13, 14, 17 and 25 and insertion of new articles 9, 10 and 14, as well as renumbering of the articles of the Regulation.
 7. Approval of the cap on variable remuneration for the members of the Group's Identified Staff.
 8. Approval of the Director Remuneration Policy for the years 2021, 2022 and 2023.
 9. Delegation of powers to formalise the foregoing resolutions.
 10. Consultative vote on the Report on Directors' Remuneration for 2020.

Attendance and proxies

As provided by article 38 of the Articles of Association, shareholders with at least 1,000 shares are entitled to attend the Meeting. Those who fail to meet that number may either pool their shares to meet this minimum requirement established in the Articles of Association or be represented by another shareholder with the same objective of attaining the required minimum.

Shareholders who wish to attend this Meeting must use the attendance/proxy card provided by the Board Secretary.

Shareholders may appoint a proxy by completing and signing the proxy section of the attendance/proxy card and handing it in at any Banco Sabadell group office or at the reception desk at the General Meeting of Shareholders. Additionally, shareholders who use Banco Sabadell group's distance banking services (BSOnline and BSMóvil) may register their proxy using that service, exclusively via the internet, using their personal login, as detailed on the attendance/proxy card.

Proxy forms which do not state the name of the designated representative would be deemed to be granted to the Chairman of the Board of Directors or, if the latter were in a hypothetical conflict of interest, to the Secretary of the General Meeting. If there is a designated proxy without express instructions and the proxy were in a hypothetical conflict of interest, representation would be deemed to be granted to the Chairman of the General Meeting or, if the latter were in a hypothetical conflict of interest, to the Secretary of the General Meeting.

In any event, it is an essential pre-requisite that the shares be registered in the shareholder's name in the central registry of uncertificated securities kept by IBERCLEAR (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, Sociedad Anónima Unipersonal) five days prior to the scheduled date of the Meeting.

Right to information

Pursuant to the provisions of the Capital Companies Act, the Articles of Association and the Regulation of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, as from the date of this notice of the General Meeting of Shareholders, all shareholders are entitled to examine the documents listed below at the registered offices in Alicante at Avenida Óscar Esplá, 37, and to obtain copies of them from Banco de Sabadell, Sociedad Anónima, in hand or by mail, immediately and free of charge:

1. The motions submitted by the Board of Directors of Banco de Sabadell, Sociedad Anónima to the General Meeting for approval.
2. Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow Statements, and Notes to the Annual Accounts) as well as the Directors' Report of Banco de Sabadell, Sociedad Anónima and those of its consolidated group for the year ended 31 December 2020, and the corresponding auditors' report.

3. The Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima.
4. The Annual Report on Corporate Governance 2020 of Banco de Sabadell, Sociedad Anónima.
5. The current Articles of Association of Banco de Sabadell, Sociedad Anónima.
6. The current Regulation of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima.
7. The current Regulation of the Board of Directors of Banco de Sabadell, Sociedad Anónima.
8. List of the full names, ages, nationalities and addresses of the directors of Banco de Sabadell, Sociedad Anónima, and the date on which they were first appointed.
9. CVs of the persons whose ratification and appointment, or re-appointment, as directors is submitted to the General Meeting of Shareholders for approval.
10. Report by the Appointments Committee preceding the proposal by the Board of Directors that the General Meeting of Shareholders ratify and appoint Mr. César González-Bueno Mayer Wittgenstein as an executive director.
11. Reports by the Appointments Committee in connection with its proposals to the Board of Directors to refer to the General Meeting of Shareholders the ratification and appointment of Ms. Alicia Reyes Revuelta and the re-appointment of Mr. Anthony Frank Elliott Ball and Mr. Manuel Valls Morató as independent directors.
12. Report by the Board of Directors on its proposal to the General Meeting of Shareholders to ratify the appointment of Mr. César González-Bueno Mayer Wittgenstein as an executive director.
13. Reports by the Board of Directors on vetting the competency, experience and merits in connection with the ratification and appointment of Ms. Alicia Reyes Revuelta and the re-appointment of Mr. Anthony Frank Elliott Ball and Mr. Manuel Valls Morató as independent directors.

14. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima in support of the proposal to amend the Articles of Association, including the full text of the amendments.
15. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima in support of the motion to amend the Regulation of the General Meeting of Shareholders, including the full text of the amendments.
16. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima in connection with the amendment of the Regulation of the Board of Directors, including the full text of the amendments.
17. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in support of the proposal to approve the cap on the variable remuneration for the members of the Identified Staff, which includes the list of the aforementioned members of the Identified Staff of Banco de Sabadell, Sociedad Anónima.
18. Report by the Remuneration Committee on the proposal to approve the Director Remuneration Policy for the years 2021, 2022 and 2023.
19. Proposal of the Director Remuneration Policy for the years 2021, 2022 and 2023.
20. Annual Report on Director Remuneration 2020.

As from the publication of this notice and until the Meeting is held, shareholders may access the following documents on the website of Banco de Sabadell, Sociedad Anónima (www.grupobancosabadell.com) in the section "Shareholder and Investor Information": the notice of the meeting, the total number of shares and voting rights, the documents listed above that are made available to shareholders, and the other documents and reports published on the website of Banco de Sabadell, Sociedad Anónima; the Articles of Association, the Regulation of the General Meeting of Shareholders, and the proxy rules.

For the same period of time, shareholders will have access to the Electronic Shareholders' Forum of Banco de Sabadell, Sociedad Anónima, which they may use in line with the terms and conditions set out in the Electronic Shareholders' Forum Regulation.

Up until five days before the General Meeting of Shareholders, shareholders may apply in writing for clarifications of the matters on the Agenda and of the information provided to the Spanish National Securities Market Commission since

the last General Meeting, and of the auditor's report, by following the instructions in the document entitled "Right to information", which is available on the company's website (www.grupobancosabadell.com); such questions will be answered before the Meeting. In view of the extraordinary circumstances referred to in the following section, the deadline for requesting information is extended from five days prior to the General Meeting of Shareholders up to 18.00 on 24 March 2021; questions presented in this period may be answered before or during the Meeting or in the seven days after the Meeting.

Shareholders representing at least three per cent of the share capital may request the publication of a supplement to the notice of the General Meeting in order to add items to the Agenda and may submit reasoned motions on matters already on the Agenda or which should be added to the Agenda, within five days from the publication of this notice. The procedures for the exercise of those shareholder rights are duly set out on the website of Banco de Sabadell, Sociedad Anónima.

Shareholders who grant proxy may, using the means established for exercising the right to information, submit the speeches they had intended to make during the General Meeting had they attended in person, and request that their remarks be entered literally in the minutes of the Meeting.

There will also be a mobile app for the General Meeting of Shareholders to establish an additional channel for informing shareholders, which will include the material public information from the notice of meeting and the business transacted at the General Meeting. There will also be a sign-language interpreter for deaf people who attend the Meeting at Auditorio de la Diputación de Alicante in person.

Measures derived from Royal Decree 926/2020, of 25 October

The state of alarm declared by Royal Decree 926/2020, of 25 October, declaring the state of alarm to contain the spread of infections caused by SARS-CoV-2 (published in the State Official Gazette on 05.10.2020), which was extended by Royal Decree 956/2020, of 3 November, until 9 May 2021, is still in force as of the date of this notice, in view of which the General Shareholders' Meeting will be held in accordance with safety and prevention measures that guarantee the transaction of its business without incident, in accordance with the regulations in force on the date of the General Shareholders' Meeting, including restrictions on the capacity of the venue and applicable safety, prevention and hygiene measures. The Preamble of the aforementioned Royal Decree 926/2020, of 25 October, states that, while the state of alarm is in force, for matters not provided for in the Royal Decree, the health administrations that are competent in the area of public health should continue to adopt the necessary measures to deal with the public

health emergency caused by Covid-19, in accordance with the health legislation, particularly, Organic Law 3/1986, of 14 April, on Special Measures in Public Health, Law 14/1986, of 25 April, (General Healthcare Law), and Law 33/2011, of 4 October, (General Public Health Law), as well as the corresponding regional regulations.

The Secretary of State for Health Resolution of 30 September 2020, published on 1 October 2020, publicising the Decision of the Interterritorial Council of the Spanish National Health System with respect to the Declaration of Coordinated Actions in Public Health to respond to situations of particular risk due to the uncontrolled transmission of infections caused by SARS-Cov-2, adopted stricter measures in those territories or geographical areas with greater spread, and these affect mobility and the holding of events.

Consequently, the Valencia region has adopted various measures in this respect, having regard to the development of the pandemic, which affect attendance in person at events and could, consequently, affect attendance in person at the General Meeting of Shareholders.

Accordingly, Banco de Sabadell, Sociedad Anónima reserves the right, in accordance with the provisions of article 3 of Royal Decree-Law 34/2020, of 17 November, on urgent measures to support the solvency of business and the energy sector, and on tax matters, as amended by Royal Decree-Law 2/2021, of 26 January, to establish an alternative venue within Spain at which to hold the Meeting on the same dates and at the same time provided for in this notice of meeting if new legislation prevent the General Meeting from being celebrated on the announced venue, which will be properly inform to the shareholders and proxies by means of a supplementary announcement to the present notice of meeting. Subject to the same conditions, Banco de Sabadell, Sociedad Anónima reserves the right to make such changes to the notice of meeting as may arise from or may be supported by changes in the regulations that take place up to the time the General Meeting of Shareholders is held.

Taking into account the situation deriving from the pandemic, and the restrictions or limitations adopted or that may be adopted by the authorities in order to guarantee the health and safety of the shareholders, the employees of Banco de Sabadell, Sociedad Anónima and the other persons participating in the General Meeting of Shareholders, it is recommended on a responsible basis that the shareholders exercise their rights to information prior to the General Meeting of Shareholders and their right to speak as indicated below, and their right to grant proxy or vote as they may indicate, by means of the proxy mechanisms placed at their disposal, whether on paper (proxy card) or online through BS Online and BS Móvil, which are described below and on the corporate website of Banco Sabadell

(www.grupobancosabadell.com), and to follow the transaction of business at the Meeting by means of the full live broadcast that can be viewed on the corporate website (www.grupobancosabadell.com) and the mobile app for the General Meeting.

Notarised Minutes

In accordance with Article 203 of the Capital Companies Law and Article 15.2 of the Regulation of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, the directors will engage a notary to minute the General Meeting.

Data protection

The personal data contained in this document, that which the shareholders or their representatives, as the case may be, provide to Banco de Sabadell, Sociedad Anónima to exercise their right to attend, grant proxy and vote at the General Meeting and that which is provided by the banks and securities firms at which such shareholders have deposited their shares, through IBERCLEAR, will be processed, by Banco de Sabadell, Sociedad Anónima, as controller, for the purposes of managing and overseeing the shareholders' status and for giving notice of the General Meeting, holding it and publicising it, as well as to fulfil the obligations established by law. This processing is necessary for those purposes and the lawful basis of that processing lies in the shareholder's status as such and the fulfilment of legal obligations. The data will be provided to the notary who will attend the General Meeting, as provided by law, and may be provided to third parties in exercise of the right to information established by law or made accessible to the public insofar as they appear on documentation available on the corporate website (www.grupobancosabadell.com) or are made public at the General Meeting.

The business transacted at the General Meeting of Shareholders may be recorded and broadcast audiovisually and be made available to the public, partly or wholly, via the corporate website of Banco de Sabadell, Sociedad Anónima, (www.grupobancsabadell.com) and in accredited media outlets. Attendance at the General Meeting implies that the attendee accepts and consents expressly, unequivocally and conclusively to the recording, processing, reproduction, distribution, public communication, viewing and divulgence on the Institution's corporate channels and by the media of Banco de Sabadell, Sociedad Anónima and of third parties, of their voice, likeness and any other personal data that may be captured or expressed in the course of the General Meeting of Shareholders.

The lawful basis for the treatment of data consisting of likeness or voice is both the existence of a legitimate interest on the part of the Company to record and broadcast the General Meeting that is recognised in the rules and principles of transparency and corporate governance that are applicable to it, as well as the consent of the person attending the General Meeting while having other alternative means for the exercise of his/her rights at his/her disposal.

Personal data will be retained for as long as the shareholder retains their status as such and for six (6) years thereafter solely to address potential legal or contractual actions except where, exceptionally, the statute of limitations period for such legal or contractual actions is greater.

Personal data subjects may, in the terms established in the current data protection regulations, exercise the rights of access, rectification, opposition, limitation of processing, portability, deletion, and any other right recognised by law in connection with data protection, in accordance with the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (General Data Protection Regulation), by writing to the registered offices of Banco de Sabadell, Sociedad Anónima, located in Alicante (03007), Avenida Óscar Esplá, 37, or to the following e-mail address: ejercicioderechosprotecdatos@bancsabadell.com. Personal data subjects may submit any claim or request related to personal data protection to the Spanish Data Protection Agency (www.aepd.es) and may contact the Data Protection Officer of the Banco Sabadell group at the following e-mail address: DataProtectionOfficer@bancsabadell.com.

Where the attendance card/proxy form contains personal data referring to natural persons other than the holder or where a third party other than the shareholder attends the General Meeting, the shareholder must inform them of the content of the preceding paragraphs in connection with the processing of personal data and fulfil any other requirements that are applicable for the proper transfer of the personal data to Banco de Sabadell, Sociedad Anónima, without the latter having to perform any additional actions vis-à-vis the interested parties. The lawful basis for this processing of third parties' data is the same as described above for shareholders.

Secretary of the Board of Directors
Miquel Roca i Junyent

Alicante, 18 February 2021