

## ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Ordinary General Meeting of Shareholders of Banco de Sabadell, S.A., was held in the Avenida Óscar Esplá 35, de la ciudad de Alicante, at 18:00 hours on 26 March 2020, at second call since it was not quorate at the first call. Notice of the General Meeting had been given in accordance with all the legal requirements: it was published in the Official Bulletin of the Companies Register and in the newspapers "La Vanguardia", "El País", and "Información" on 24 February 2020, on the website of the Spanish National Securities Market Commission and on the website of the company, [www.grupobancosabadell.com](http://www.grupobancosabadell.com), uninterruptedly from the date it was posted, 21 February 2020, and the new venue for the General Meeting of Shareholders in accordance with the provisions of Royal Decree-Law 8/2020, of 17 March, on urgent extraordinary measures to address the economic and social impact of COVID-19, was announced by means of a supplement to the notice of meeting published in the Official Bulletin of the Mercantile Register on 20 March 2020, on the website of the Spanish National Securities Market Commission (CNMV), on the website of the company at [www.grupobancosabadell.com](http://www.grupobancosabadell.com) uninterruptedly from the time it was published on 20 March 2020, up to the date of the General Meeting, 26 March 2020.

**Chair and Secretary.-** The Meeting was chaired by the Chairman of the Board of Directors, Mr José Oliu Creus, acting in this capacity by virtue of his position as Chairman of the Board, in accordance with Article 47 of the Articles of Association and (by reference) Article 11 of the Regulation of the General Meeting of Shareholders, and by resolution of the Board of Directors on 20 February 2020. He was accompanied by the remaining members of the Board of Directors, whose names are listed below. Mr Miquel Roca i Junyent acted as Secretary, by virtue of his position of Secretary to the Board of Directors, in accordance with Article 47 of the Articles of Association.

The following attended by distance means of communication as announced in the supplement to the notice of the General Meeting of Shareholders:

Chairman	Mr José Oliu Creus
Deputy Chairman	Mr José Javier Echenique Landiribar
Managing Director	Mr Jaime Guardiola Romojaro
Directors:	Mr Anthony Frank Elliott Ball
	Ms Aurora Catá Sala
	Mr Pedro Fontana García
	Ms María José García Beato
	Ms María Teresa Garcia-Milà Lloveras
	Mr George Donald Johnston
	Mr José Manuel Martínez Martínez
	Mr José Ramón Martínez Sufrategui
	Mr José Luis Negro Rodríguez
	Mr Manuel Valls Morató

Secretary  
Mr David Vegara Figueras  
Mr Miquel Roca i Junyent

Mr David Martínez Guzmán was absent with justifiable cause.

### **Quorum of the General Meeting.-**

The Secretary announced that the 99,037 shareholders in attendance, either in person or by proxy, represented 40.59% of the total number of shareholders and 61.57% of the capital, thereby constituting a quorum for the General Meeting.

The Chairman declared the Meeting to be quorate.

Before discussing the Motions, the Secretary announced the final number of shareholders in attendance, either in presence or by proxy. The final count was 99,037 shareholders in attendance, either in person or by proxy, owning 3,464,315,928 shares, i.e. 61.57% of the capital. The owners of 61.38% of the share capital were in attendance by proxy and the owners of the remaining 0.18% were present in person. Accordingly, there were 21 shareholders attending in person and 99,016 by proxy.

The Secretary noted that, given the form in which the Meeting was being held because of the exceptional circumstances, the Bank had announced via the legally provided channels that, in order to safeguard shareholders' rights, the deadline for exercising the right to information was extended to 25 March 2020, the date scheduled for the meeting.

Mr. Roca then read the items on the Agenda with regard to which clarifications or supplementary information had been requested and reminded the meeting that the contents of the motions had been made available beforehand on Banco Sabadell's corporate website and on the General Meeting of Shareholders app, which contain the literal wording of same.

As set out in the supplement to the notice of meeting with regard to the requirement that shareholders who wished to have their remarks entered in the minutes, in the event that they attended, must submit the text in advance, the Secretary announced that two speeches had been received in advance: from shareholders Mr. José Álvarez Álvarez and Ms. Brígida Tapia, and from Mr. Antoni Tatay Nieto. In both cases, the speakers had requested that their remarks be entered in the minutes. The Secretary also announced that the information that they had requested would be forwarded to them by the established deadline.

The Secretary then informed of the voting system (listing of the item on the Agenda, counting of votes against and abstentions, it being deemed that those who did not expressly abstain or vote against gave their consent and approval to the motion). The Secretary also announced that proxy votes granted to Chairman and to directors without express instructions were deemed to have been conferred on the Secretary to the General Meeting in the items of the Agenda indicated in the proxy. He also announced that votes expressed by shareholders who had granted proxy to the Board of Directors or any of its members would be counted appropriately.

## **Resolutions adopted.-**

The following motions were voted on:

### **AGENDA ITEM ONE: MOTION**

Approve 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 Corporate Governance Report, and of its consolidated group, all corresponding to the financial year ended 31 December 2019; and grant discharge to the directors of Banco de Sabadell, Sociedad Anónima, for the financial year that commenced on 1 January 2019 and ended on 31 December 2019.

#### ***Voting:***

The motion was passed by a majority, with 5,453 abstentions and 14,431 votes against, with 3,444,418 votes in favour, representing 99.42% of total voting capital present or represented.

### **AGENDA ITEM TWO: MOTION**

Approve the Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima, for the year 2019, which was drawn up by the Board of Directors in accordance with the Commercial Code and the consolidated text of the Capital Companies Act approved by Royal Legislative Decree 1/2010, of 2 July, as amended by Act 11/2018, of 28 December, on non-financial disclosures and diversity, and, in particular, with the content and structure established in article 49 of the Commercial Code.

#### ***Voting:***

The motion was passed by a majority, with 886 abstentions and 3,375 votes against, with 3,460,041 votes in favour, representing 99.87% of total voting capital present or represented.

### **AGENDA ITEM THREE: MOTION**

Approve the proposal for the allocation of income and the distribution of a dividend that was approved by the Board of Directors on 30 January 2020, consisting of distributing income as follows:

To voluntary reserves	828,736,362.51 euros
To legal reserve	0.00 euros
To reserves for investment in the Canary Islands	1,174,291.87 euros
To dividends	223,355,911.64 euros

Interim dividend paid on 24 December 2019	0.02 euros per share
Supplementary dividend payable from 3 April 2020	0.02 euros per share

***Voting:***

The motion was passed by a majority, with 50 abstentions and 2,258 votes against, with 3,461,994 votes in favour, representing 99.93% of total voting capital present or represented.

**AGENDA ITEM FOUR: MOTIONS**

Based on a proposal by the Appointments Committee and in accordance with the provisions of article 50 of the Articles of Association, appoint Ms. Mireia Giné Torrens, with ID no. 38.130.578-M, as a member of the Board of Directors for a term of four years, in the category of Independent Director. This appointment is being made to fill a vacancy in the Board of Directors.

***Voting:***

The motion was passed by a majority, with 6,025 abstentions and 7,682 votes against, with 3,450,595 votes in favour, representing 99.61% of total voting capital present or represented.

**AGENDA ITEM FIVE: MOTION**

Approve the maximum limit applicable to the variable remuneration for the members of the Group's Identified Staff at an amount equivalent to two years' salary, i.e. 200% of the annual fixed remuneration assigned to each one of them, in accordance with the provisions of article 34.1.g) of Act 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions, and authorise the Board of Directors to designate such other persons as members of the Group's Identified Staff as may be required by the regulations or the regulators and, in that event, to update the list in the information made available to shareholders at the next General Meeting of Shareholders.

There are 131 members of the Group's Identified Staff of material risk takers to which the aforementioned maximum limit on variable remuneration applies, having regard to their profiles and responsibilities and the need to retain the professionals whose work has a material impact on the Institution's risk, as set out in the list made available to shareholders at the time notice was given of the General Meeting of Shareholders.

***Voting:***

The motion was passed by a majority, with 1,049 abstentions and 232,115 votes against, with 3,214,645 votes in favour, representing 93.24% of total voting capital present or represented.

## **AGENDA ITEM SIX: MOTION**

Expressly authorise the Chairman of the Board of Directors of Banco de Sabadell, Sociedad Anónima, Mr. José Oliu Creus, the Director Secretary General of Banco de Sabadell, Sociedad Anónima, Ms. María José García Beato, and the Secretary of the Board of Banco de Sabadell, Sociedad Anónima, Mr. Miquel Roca i Junyent, or the persons who replace them in their respective posts of Chairman, Director Secretary General and Secretary, so that any of them, without distinction, may, on behalf of Banco de Sabadell, Sociedad Anónima:

- a) Take such steps as may be necessary to obtain the necessary authorisations or registrations with the European Central Bank, the Bank of Spain, the Ministry of Economy and Business and their dependent bodies, and the Spanish National Securities Market Commission, and any other body. Appear before a notary for the purpose of executing the adopted resolutions in a public instrument, and take all steps that may be advisable or necessary to achieve complete execution and registration thereof, as and when appropriate, in the corresponding public registries and, in particular, in the Mercantile Registry of the Province; this authorisation includes the power to correct, clarify, interpret, specify or supplement, where appropriate, the adopted resolutions in any public instruments or documents that may be executed for implementation thereof and, in particular, any defects, omissions or errors, of form or content, that may impede registration of the resolutions adopted and of their consequences in the Mercantile Registry of the Province, and to incorporate, on their own authority, any modifications that may be necessary to this effect or that may be indicated verbally or in writing by the Mercantile Registrar or required by the competent authorities, with no need for further consultation with the General Meeting of Shareholders.
- b) Perform, on behalf of Banco de Sabadell, Sociedad Anónima, such legal acts as may be necessary to execute the foregoing resolutions and implement them.

### ***Voting:***

The motion was passed by a majority, with 67 abstentions and 2,922 votes against, with 3,461,313 votes in favour, representing 99.92% of total voting capital present or represented.

## **AGENDA ITEM SEVEN: MOTION.**

The Board of Directors has drawn up and published the Annual Report on Director Remuneration with the content and structure in accordance with Order ECC/461/2013, of 20 March, and in the terms set out in the Spanish Capital Companies Act and Circular 4/2013, of 12 June, as amended by Circular 2/2018, of 12 June, of the Spanish National Securities Market Commission (CNMV). Additionally, a Presentation of the Annual Report on Director Remuneration was drawn up to accompany that report in order to detail the main issues set out in the report and the Policy that is applicable.

The Annual Report on Director Remuneration 2019, as provided in article 541 of the Capital Companies Act, is submitted to the General Meeting of Shareholders for a consultative vote based on a proposal by the Board of Directors.

***Voting:***

The motion was passed by a majority, with 1,046 abstentions and 293,035 votes against, with 3,170,221 votes in favour, representing 91.51% of total voting capital present or represented.

**Conclusion of the General Meeting:-**

There being no other business, the Chairman, Mr Oliu, declared the meeting to have concluded.