



Jaime Guardiola Romojaro, Managing Director

2015

Board of Directors

Chairman

Josep Olliu Creus (E)

Deputy Chairman

José Javier Echenique Landiribar (IC)

Managing Director (CEO)

Jaime Guardiola Romojaro (E)

Director-General Manager

José Luis Negro Rodríguez (E)

Directors

Aurora Catá Sala (I)

Héctor María Colonques Moreno (I)

Joaquín Folch-Rusiñol Corachán (NE)

M. Teresa Garcia-Milà Lloveras (I)

José Manuel Lara García (I)

Joan Llonch Andreu (I)

David Martínez Guzmán (P)

José Manuel Martínez Martínez (I)

José Ramón Martínez Sufrategui (I)

António Vítor Martins Monteiro (P)

David Vegara Figueras (I)

Secretary

Miquel Roca i Junyent

Deputy secretary

María José García Beato

E Executive
IC Independent coordinator
I Independent
P Proprietary
NE Non executive

Board of Directors

With the exception of matters falling within the remit of the Shareholders' Meeting, the Board of Directors is the highest decision-making body in the Company and is responsible under the law and the Articles of Association for managing and representing the Bank. The Board of Directors acts mainly as an instrument of supervision and oversight, and delegates the management of ordinary business matters to the executive organs and management team.

The Board of Directors is subject to defined, transparent rules of governance, particularly the Articles of Association and the Regulation of the Board of Directors.*

On 28 May 2015, the General Meeting of Shareholders of Banco Sabadell adapted the Articles of Association to the amendments introduced by Act 31/2014, of 3 December, amending the Capital Companies Act to enhance corporate governance, Act 10/2014, of 26 June, on ordering, supervision and solvency of credit institutions, and the Code of Corporate Governance for listed companies dated February 2015.

The changes include notably the creation of an Appointments Committee and a Remuneration Committee, each with the corresponding functions, in place of the Appointments and Remuneration Committee.

The Board of Directors comprises 15 members: three executive directors, two proprietary directors, nine independent directors and one external director. Three independent directors were appointed in 2015: Ms. Aurora Catá Sala, Mr. José Manuel Lara García and Mr. David Vegara Figueras.

⌘ See the Bank's Articles of Association, Regulation of the Board of Directors and Annual Report on Corporate Governance on the Bank's website (www.grupobancosabadell.com).

Delegated Board Committees

At present, there are five committees to which the Board of Directors delegates its functions by making use of the powers conferred on it by the Articles of Association; meetings of the committees are attended by members of senior management.

Executive Committee

The Executive Committee is comprised of five members and the Chairman of the Board of Directors, who chairs the Committee; its composition in terms of director categories is similar to that of the Board itself. This Committee is responsible for adopting any resolutions and decisions under the scope of the powers granted to it by the Board of Directors, and overseeing the Bank's ordinary activities; it must report the decisions adopted at its meetings to the Board of Directors, without prejudice to the other functions attributed to it by the Articles of Association and the Board of Directors Regulation.

Name	Position	Category
Josep Oliu Creus	Chairman	Executive Director
José Javier Echenique Landiribar	Member	Independent
Jaime Guardiola Romojaro	Member	Executive Director
José Manuel Martínez Martínez	Member	Independent
José Luis Negro Rodríguez	Member	Executive Director
David Vegara Figueras	Member	Independent
María José García Beato	Secretary	

Audit and Control Committee

The Audit and Control Committee comprises three independent directors and meets at least once per quarter. Its main function is to oversee the efficacy of the Bank's internal control, internal audit and risk management systems, supervise the process of drafting and presenting regulated financial disclosures, advise on the Bank's financial statements, liaise with the external auditor, and ensure that senior management and other executive levels take suitable measures to address improper conduct or methods by persons in the organization. It is also a watchdog, ensuring that the measures, policies and strategies defined by the Board are duly implemented.

Name	Position	Category
M ^a Teresa Garcia-Milà Lloveras	Chairman	Independent
Joan Llonch Andreu	Member	Independent
José Ramón Martínez Sufrategui	Member	Independent
Miquel Roca i Junyent	Secretary	
Nuria Lázaro Rubio	Deputy Secretary	

Appointments Committee

The main functions of the Appointments Committee, which comprises four non-executive directors, three of whom are independent, are to oversee the qualitative composition of the Board of Directors, assess whether directors meet the suitability, competency and experience requirements for the position, make proposals as to the appointment of independent directors and advise on the appointment of other directors. It must also establish a target for representation of the gender that is less represented on the Board of Directors and draw up guidelines on how to achieve that target; and advise on proposals for the appointment and removal of senior executives and members of the Designated Group, as well as on the basic contractual conditions for executive directors and senior executives.

Name	Position	Category
Héctor María Colonques Moreno	Chairman	Independent
Aurora Catá Sala	Member	Independent
José Javier Echenique Landiribar	Member	Independent
Joaquín Folch-Rusiñol Corachán	Member	Non executive
Miquel Roca i Junyent	Secretary	

Remuneration Committee

The main functions of the Remuneration Committee, which comprises four non-executive directors, three of whom are independent, are to make proposals to the board of directors regarding the policy for remuneration of directors and general managers, and the individual remuneration and other contractual conditions for executive directors, exercising oversight to ensure that they are complied with. It advises on remuneration in the form of shares and/or options and regarding the annual report on director remuneration, and also reviews the general principles of remuneration and the remuneration of all employees, ensuring transparency in remuneration.

Name	Position	Category
Aurora Catá Sala	Chairman	Independent
Héctor María Colonques Moreno	Member	Independent
José Javier Echenique Landiribar	Member	Independent
Joaquín Folch-Rusiñol Corachán	Member	Non executive
María José García Beato	Secretary	

Risk Committee

The functions of the Risk Committee, which comprises four independent directors, are to supervise and oversee proper acceptance, control and management of all the risks of the Bank and its consolidated group, and to report to the Board of Directors on the performance of its duties, as provided by law, the Articles of Association and the Regulation of the Board of Directors.

The Bank has published the Annual Corporate Governance Report, which is attached to the 2015 financial statements, and the Report on Director Remuneration on the websites of the CNMV and of Banco Sabadell.*

Name	Position	Category
José Manuel Martínez Martínez	Chairman	Independent
Joan Llonch Andreu	Member	Independent
M ^a Teresa García-Milà Lloveras	Member	Independent
David Vegara Figueras	Member	Independent
María José García Beato	Secretary	

The Board of Directors self-assessed its composition and performance in 2015 and those of its subcommittees, and found them to be satisfactory.

⊛ See the Annual Corporate Governance Report and the Annual Report on Director Remuneration on the Bank's website (www.grupobancosabadell.com).

General Management

Management Committee

Chairman

Josep Oliu Creus

Managing Director (CEO)

Jaime Guardiola Romojaro

Director-General Manager

José Luis Negro Rodríguez

General Secretary

María José García Beato

General Manager (CFO)

Tomás Varela Muiña

General Manager and Corporate Development Director

Miguel Montes Güell

General Manager and

Commercial Banking Director

Carlos Ventura Santamans

General Manager and

America & Global Corporate

Banking Director

Fernando Pérez-Hickman

Deputy General Manager and

Markets and Private Banking

Director

Ramón de la Riva Reina

Deputy General Manager and

Asset Transformation and

Industrial and Real Estate

Holding Director

Enric Rovira Masachs

TSB Managing Director

Paul Pester

Central Service Divisions

Internal Audit

Nuria Lázaró Rubio

Corporate Operations

Joan M. Grumé Sierra

Communication and Institutional Relations

Ramon Rovira Pol

Human Resources

Javier Vela Hernández

Risk management

Rafael José García Nauffal

Legal

Gonzalo Baretino Coloma

Financial Management

Sergio Palavecino Tomé

Organization and Services

Federico Rodríguez Castillo

Commercial Banking

Business Banking

Eduardo Currás de Don Pablos

Marketing and Retail Banking

Manuel Tresàncez Montaner

Bancassurance

Silvia Ávila Rivero

Catalonia Regional Division

Luis Buil Vall

Central Regional Division

Blanca Montero Corominas

Eastern Regional Division

Jaime Matas Vallverdú

Northestern Regional Division

Pablo Junceda Moreno

Northern Regional Division

Pedro E. Sánchez Sologaitua

Southern Regional Division

Juan Krauel Alonso

Markets and Private Banking

Investment, Products & Research

Cirus Andreu Cabot

Treasury and Capital Markets

Alfonso Ayuso Calle