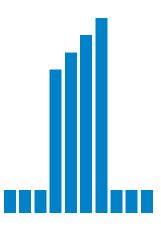
Banco Sabadell Annual Report 'th

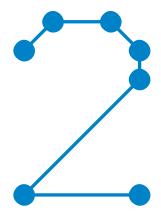


This document is an abridged version of the 2018 Annual Report. The full document is available on the corporate website www.grupobancosabadell.com.



Key figures in 2018

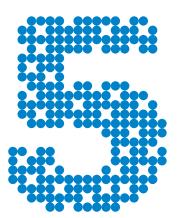
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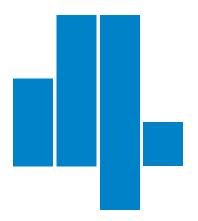
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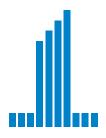


Milestones in 2018

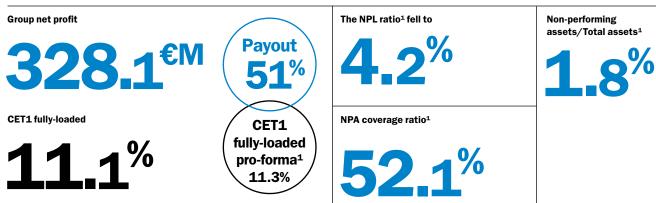
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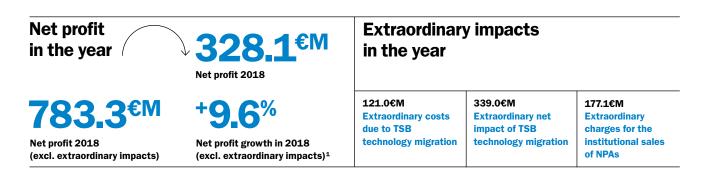
Key figures in 2018



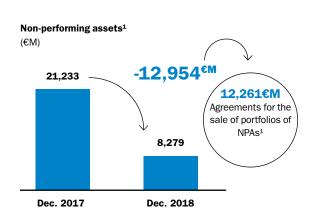
Key figures

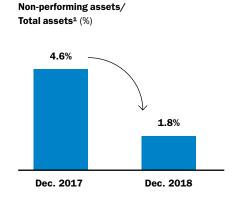


TSB migrated to a modern technology platform (though with extraordinary costs), balance sheet normalised, and focus on organisation structure.

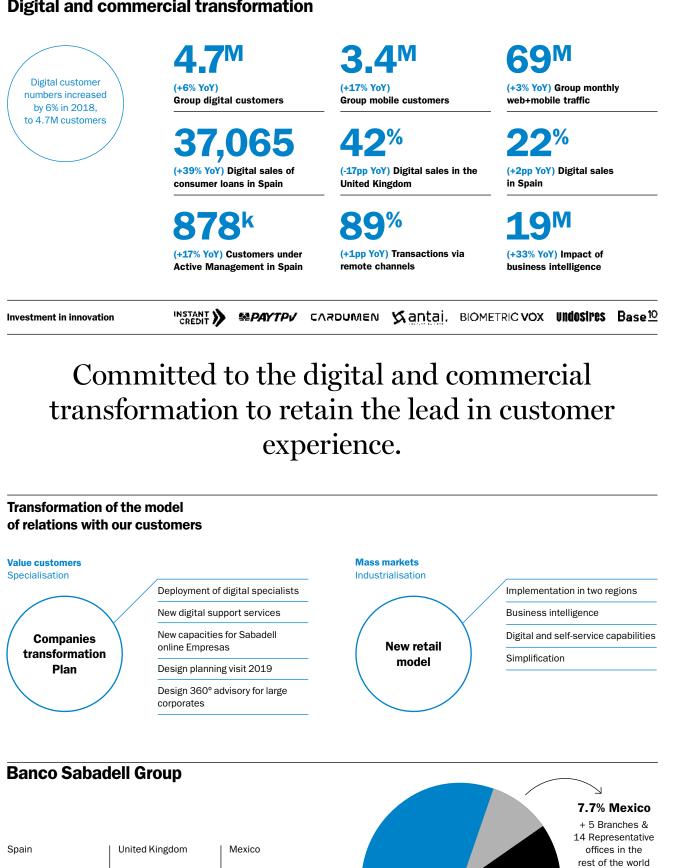


NPAs: situation normalised after portfolio sales.





Digital and commercial transformation



Banco

^BSabadell

T(S)

68.5%

Sabadell

Spain

Lending, by geography (%)

23.8%

TSB

Chairman's message

21

Dear shareholder,

In 2018, Banco Sabadell experienced solid growth in revenues, arranged a number of portfolio sales that significantly enhanced its capital position, and concluded the IT migration at TSB, incurring extraordinary costs as a result of incidents during the process.

The economic and financial context during the year gave rise to a number of regulatory and political uncertainties. A noteworthy development on the political front was the resurgence of protectionism, which poses a risk for world economic growth because of its impact on exports, among others. Political developments in general had a growing impact on the financial markets during the year, as the Fed continued with gradual interest rate increases. The financial markets responded with increasing volatility and global financial conditions became strained. The global economy maintained a relatively high rate of growth, supported by factors such as expansive fiscal policy in the United States and China.

In the euro area, the regulatory and political uncertainties were compounded by persisting negative interest rates in a context of low inflation and a still accommodative monetary policy, the main change in which, in the case of the ECB, was the conclusion of the asset purchase programme. As a result, investor perceptions of the European economy, and its banking industry in particular, were affected. Doubts about Brexit were reflected in slower economic growth in the United Kingdom and also in investors' expectations and their confidence in the broader European economy. The UK labour market continued to perform well, with record low unemployment and dynamic wage performance.

The Spanish economy achieved robust growth, again outstripping the euro area despite expanding more slowly than in previous years. Economic activity was supported by low interest rates and the private sector's improved financial position. Unemployment continued to decline and the real estate market was very active. Spain logged a foreign surplus for the sixth consecutive year and the government deficit was less than 3.0% of GDP.

The banking industry was affected by a more complex and less predictable regulatory framework and, in Spain, by a number of court rulings that negatively impacted perceptions of the stability of the industry's legal framework. The banking system continued to progress in reducing delinquency, while the challenge of profitability persisted. The industry's resilience was demonstrated by the European Banking Authority (EBA) stress tests, in which all tested banks were found to have sufficient capital even in the adverse scenario.

Net profit amounted to €328.1 million in 2018 as a result of the extraordinary negative impact of the TSB technology migration and the provisions booked for the sale of portfolios of non-performing assets. Excluding those effects, net profit would have amounted to €783.3 million, a 9.6% year-on-year increase at constant exchange rates and on a constant consolidation scope basis.

Commercial performance was superb during the year, resulting in 6% growth in outstanding loans (excluding TSB) and a strong increase in banking business. At constant exchange rates and on a constant consolidation scope basis, net interest income increased by 1.1% excluding TSB, while fees and commissions increased by 9.6%, or 11.3% excluding TSB.

Excellent commercial performance was supported by good results in the SME and large corporate segments in Spain and strong growth in Mexico.

Banco Sabadell is committed to commercial and digital transformation and to maintaining its lead in banking for companies and in customer experience. Digital customer numbers increased by 6% in 2018 to 4.7 million and online sales of consumer loans in Spain rose by 39% with respect to the previous year.

Bulk and ordinary sales of non-performing assets in 2018 reduced their balance by \in 13.2 billion by year-end, altering the Group's risk profile. The ratio of non-performing assets to total assets was cut to 1.8%, with a coverage ratio of 52.1%, while the Group's NPL ratio was reduced to 4.2%; as a result, one of the goals of the 2020 master plan, namely normalisation of the balance sheet, was achieved earlier than expected, marking the end of the lengthy crisis that began in 2008.

The migration of TSB's IT platform was completed in 2018; this lengthy and costly technical process, which commenced in 2015, definitively severed TSB's ties to Lloyds and makes it possible for the bank to develop autonomously in the future, with the flexibility to launch and market new products.

TSB now has a cutting-edge digital platform, putting it in an optimal position for future business development in the United Kingdom. However, at the time of the switch-over there were a number of incidents caused by difficulties in accessing digital and telephone channels, which resulted in additional costs due to the platform itself, to fraud and, above all, to regulated compensation for the customers who were affected. Having completed the necessary migration process, TSB commenced 2019 on a different footing, with the ability to pursue profitable growth, regain a dynamic commercial approach and advance in improving efficiency.

In spite of the additional requirements under IFRS 9 and the year's complexity, the Bank had a CET1 fully-loaded ratio of 11.1% at 2018 year-end (11.3% pro-forma), well above the minimum regulatory capital requirements and sufficient to enable the Board to propose that the General Meeting of Shareholders approve a gross dividend of \notin 0.03 in cash per share out of 2018 income, i.e. a 51% payout.

The year 2018 laid solid foundations from which to move forward. The Bank overcame two major challenges: restoring the balance sheet by shedding real estate, which enhanced its capital position while cutting its cost of risk, and completing the IT migration at TSB. The Bank also modified its organisation structure to strengthen risk control.

The year 2019 marks a new beginning for Banco Sabadell, as it advances towards a substantial improvement in profitability and capacity to generate shareholder value in the coming years. In this endeavour, it is supported by an organisation, resources and a highly committed workforce which, with rigour, hard work and tenacity, will overcome the challenges that the future will bring.

Josep Oliu Chairman

Corporate governance

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11

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Jaime Guardiola Romojaro, Managing Director

Board of Directors

Chairman

Josep Oliu Creus (E) **Deputy Chairman** José Javier Echenique Landiribar (I) **Managing Director** Jaime Guardiola Romojaro (E) **Director – General Manager** José Luis Negro Rodríguez (E) **Director – Company Secretary** María José García Beato (E) **Director – Chief Risk Officer (CRO)** David Vegara Figueras (E) **Directors** Anthony Frank Elliott Ball (I) Aurora Catá Sala (I) Pedro Fontana García (I) M. Teresa Garcia-Milà Lloveras (LI) George Donald Johnston (I) David Martínez Guzmán (P) José Manuel Martínez Martínez (I) José Ramón Martínez Sufrategui (I) Manuel Valls Morató (I) Secretary (not a director)

Miquel Roca i Junyent

Board sub-committees

Executive Committee

Josep Oliu Creus (C) (E) José Javier Echenique Landiribar (I) Jaime Guardiola Romojaro (E) Pedro Fontana García (I) José Manuel Martínez Martínez (I) María José García Beato (SNM)

Audit and Control Committee

Manuel Valls Morató (C) (I) Pedro Fontana García (I) M. Teresa Garcia-Milà Lloveras (LI) José Ramón Martínez Sufrategui (I) Miquel Roca i Junyent (SNM)

Appointments Committee

Aurora Catá Sala (C) (I) Anthony Frank Elliott Ball (I) Pedro Fontana García (I) M. Teresa Garcia-Milà Lloveras (LI) Miquel Roca i Junyent (SNM)

Remuneration Committee

Aurora Catá Sala (C) (I) Anthony Frank Elliott Ball (I) M. Teresa Garcia-Milà Lloveras (LI) George Donald Johnston (I) María José García Beato (SNM)

Risk Committee

George Donald Johnston (C) (I) M. Teresa Garcia-Milà Lloveras (LI) Manuel Valls Morató (I) María José García Beato (SNM)

Executive directors

Chairman

Josep Oliu Creus **Managing Director** Jaime Guardiola Romojaro **Director – General Manager** José Luis Negro Rodríguez **Director – Company Secretary** María José García Beato **Director – Chief Risk Officer (CRO)** David Vegara Figueras

Senior Management

General Manager (CF0) Tomás Varela Muiña **General Manager - Operations** and Persons Miguel Montes Güell **General Manager - Sabadell Spain** Carlos Ventura Santamans **Deputy General Manager -Corporate & Investment Banking** José Nieto de la Cierva **Deputy General Manager -Risk Management** Rafael García Nauffal **Deputy General Manager -Asset Transformation and Industrial and Real Estate** Investees Enric Rovira Masachs **Deputy General Manager -Business** Ramón de la Riva Reina **Deputy General Manager -Marketing & Business** Transformation Manuel Tresánchez Montaner **Deputy General Manager -Eastern Region** Jaime Matas Vallverdú

TSB

TSB Executive Chairman Richard Meddings

Mexico

General Manager - Sabadell Mexico Francesc Noguera Gili

Corporate Service Divisions

Corporate Service units

Company Secretariat

Legal Gonzalo Barettino Coloma Communication and Institutional Relations Gabriel Martínez Rafael

Managing Director

Strategic Planning and Managing Director's Office Fernando Herraiz Philip

CRO – Chief Risk Officer

Risk Control Joaquín Pascual Cañero Compliance Federico Rodríguez Castillo Chief Economist Sofía Rodríguez Rico

CFO – Chief Financial Officer

Global Finance and CFO Spain Sergio Palavecino Tomé Global Financial Control Anna Bach Portero

COO – Chief Operating Officer

Human Resources Conchita Álvarez Hernández Corporate Services Adrià Galian Valldeneu CIO Sabadell Rüdiger Schmidt Technological Innovation Alfonso Ayuso Calle

CCO – Chief Credit Officer

Corporate and Retail Risk José Luís Sánchez Rius

Internal Audit Núria Lázaro Rubio

Corporate Transactions Joan M. Grumé Sierra

Business Areas

Sabadell Spain

Customer Solutions Albert Figueras Moreno Institutional Business Blanca Montero Corominas Sabadell Consumer Finance **Miquel Costa Sampere** Catalonia Region Xavier Comerma Carbonell Central Region Eduardo Currás de Don Pablos Eastern Region Jaime Matas Vallverdú Northwest Region Pablo Junceda Moreno Northern Region Ignacio Navarro Cameo Southern Region Juan Krauel Alonso Private Banking Pedro Dañobeitia Canales Asset Management **Cirus Andreu Cabot** Bancassurance Silvia Ávila Rivero

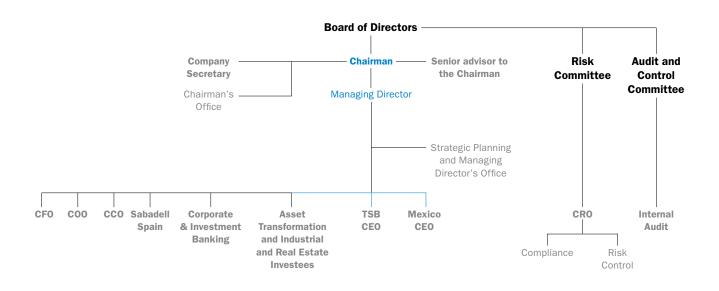
Corporate & Investment Banking

Corporate Banking EMEA Ana Ribalta Roig Corporate America & Asia and SIB Maurici Lladó Vila Structured Finance David Noguera Ballús Trading, Custody and Research Javier Benzo Perea Treasury and Capital Markets Guillermo Monroy Pérez

Asset Transformation and Industrial and Real Estate Investees

Real Estate and Institutional Markets Jaume Oliu Barton Solvia Javier García del Río

New organisation structure with enhanced control functions.



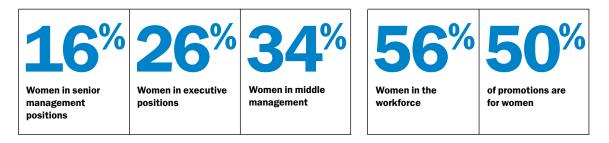
Corporate Governance Diversity of gender and profiles in the organisation

in the organisation		directors
Board of Directors profiles	Compliance with the highest standards of quality	1
20% international	Ongoing training	Executive 5 directors
20% women	Continuous assessment	
60% independent	of Board member fitness and suitability	9

Proprietary

Independent directors

Women in Banco Sabadell Group



Promoting equal opportunities: Equal-Opportunity Employer Seal.

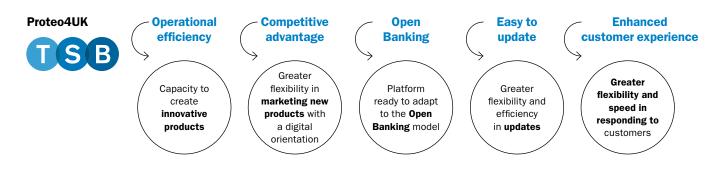


A year marked by excellent commercial performance in Spain and Mexico.

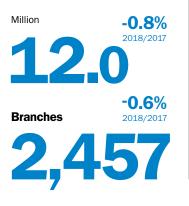
Growth year-on-	year 🔹 Sabad	lell Group 🛛 🛛 S	abadell excl. TSB					
Stron in ler	ng growth nding		Growth in business		Fees and commissions trending very positively			
Gross loans and advances ¹	Outstandi and advan	0	et interest income		Fees and	commissions		
+0.5	[%] + 3 .	2 % +	• 0.7 % ·	+ 1.1 %	+9.	6% +1	1.3 %	
+ 1.8 Sabadell Spa	* +6.		j)					
General		Companies			Individuals		 Dec. 2018 Dec. 2017 	
Customer loans ¹	Customer funds ¹	Lending ¹	PoS turnover	Penetration in SMEs ¹	Loans and advances	Card turnover	Mutual funds	
8.01 %	6.96%	11.62%	16.50%	52.0 %	5.49%	7.71%	6.19%	
↑ 7.84%	1 6.87%	↑ 11.25%	↑ 14.83%	↑ 50.0%	个 5.47%	↑ 7.69%	↑ 6.25%	

Service quality Net promoter score (NPS) ¹	inking	Large corporates (turnover > 5 €M)	34%	1st	Personal Banking	28%	2nd
Sabadell quality score vs. the sector	2018 re	SMEs (turnover < 5 €M)	16%	1st	Retail Banking	6%	3rd

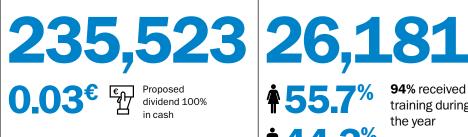
The new platform will provide numerous advantages to TSB and its customers.



Customers



Shareholders



Employees

94% received training during the year **†44_3**%

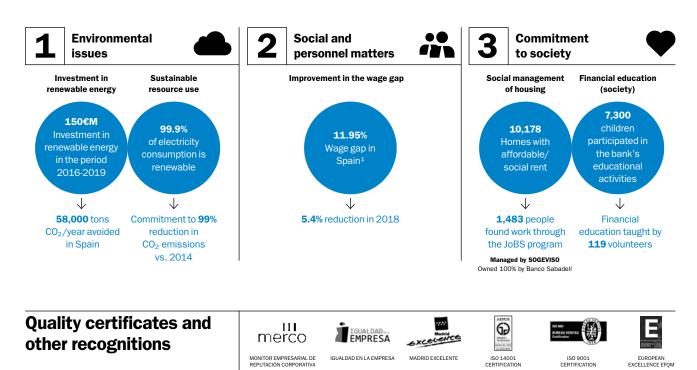
Financial data

Non-performing assets declined to 1.8% of total assets

Balance sheet	€M	2018/2017
Total on-balance sheet assets	222,322	0.4
Customer loans	146,420	-0.6
Funds under management	205,711	0.6
Own funds	12,545	-6.6
Results		
Core banking revenues (comparable data) ¹	5,010.5	2.6
Group net profit	328.1	-54.0
Group net profit (excl. extraordinary impacts)	783.3	9.6
Risks		
Non-performing loans ¹	6,236	-21.3
NPA coverage ratio (%) ¹	52.1	
Non-performing assets/Total assets (%) ¹	1.8	
Capital ratios (%)		
CET1 phased-in	12.0	
CET1 fully-loaded pro-forma 1	11.3	
CET1 fully-loaded	11.1	
Liquidity (%)		
Loan-to-deposit (LtD) ratio	101.6	

Non-financial information

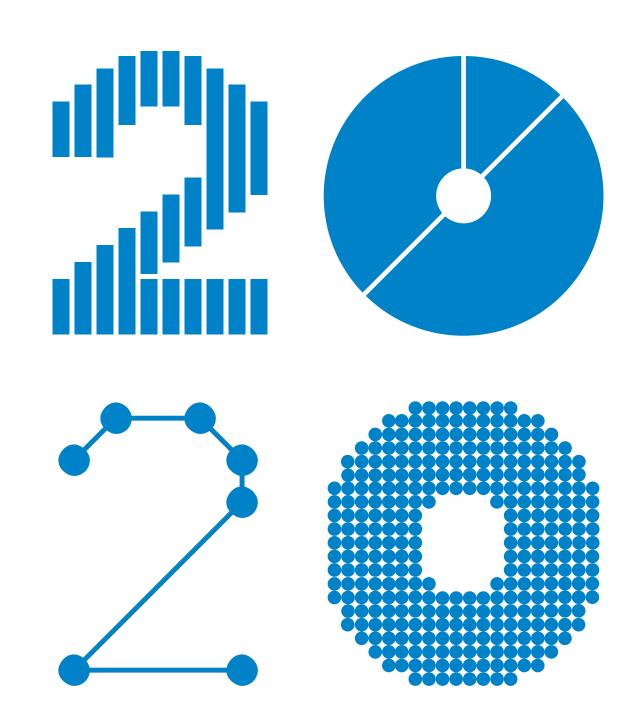
Key indicators from the Non-Financial Disclosures Report, incorporated as part of the Directors' Report in compliance with Act 11/2018, published on 29 December last, which amended articles 44 and 49 of the Commercial Code



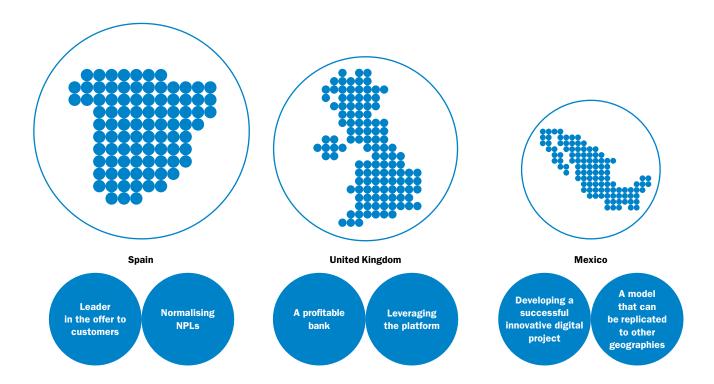
1 See roadmap of published information

Looking to the future

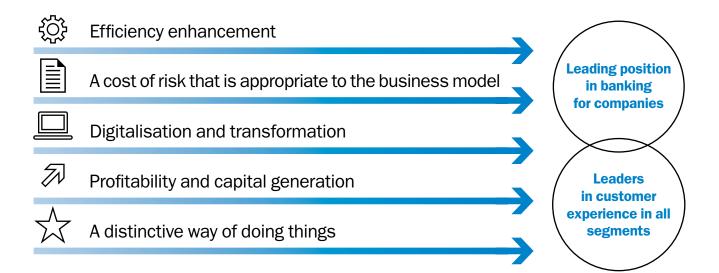




Creating value in the three geographies where Banco Sabadell is present.



On track to achieve the financial objectives set for 2020.



Banco Sabadell is forward-looking and works to help people and companies make the best economic decisions.

Roadmap of published information

Block	Document	Website section			
Corporate Governance System					
General data	General information about the group	Group			
General Meeting	GM Regulations, Proxies, Forthcoming General Meeting, Shareholder information and Electronic shareholders' forum	Shareholder and investor information_General meetings			
Corporate governance	Board of Directors, Director CVs and Board sub-committees	Group_Corporate Governance			
Statutory documents	Articles of Association, Regulation of the Board of Directors, and internal regulations	Corporate governance and Remuneration policy			
Internal Governance Framework	Banco Sabadell Internal Governance Framework	Corporate governance and Remuneration policy			
Remuneration policy	Annual report on director remuneration	Corporate governance and Remuneration policy			
Committee reports	Committees: Audit and Control, Appointments, Remuneration, and Risks	Corporate governance and Remuneration policy			
Annual Corporate Governance Report	Annual Corporate Governance Report	Corporate governance and Remuneration policy			
	Legal information 2018_Financial statements_ Directors' report	Shareholder and investor information_Financial information_Annual reports_Legal information			
Corporate Social Responsibility	Non-financial disclosures report 2018	CSR_Corporate Social Responsibility			
	General information	CSR_Corporate Social Responsibility			
	Codes and policies	CSR_Corporate Social Responsibility			
The share and communication policy and channels	Share price, capital stock, key data, investor calendar and ownership structure	Shareholder and investor information_The BS share (SAB)			
	Shareholder remuneration	Shareholder and investor information_The BS share (SAB)_Shareholder remuneration			
	InfoAccionista	Shareholder and investor information_Products and services_Infoaccionista			
	Annual report	Shareholder and investor information_Financial information_Annual reports			
	Policy on communication and contacts with shareholders, institutional investors and proxy advisors	Shareholder and investor information_ Communication policy and channels			
Economic and regulatory environment	Annual report_Economic, business and regulatory environment	Shareholder and investor information_ Financial information_Annual reports			
Financial information					
Business plan	Annual report_subchapter on Milestones in 2018 and Plan 2018-2020	Shareholder and investor information_Financial information_Annual reports			
	Earnings presentations (quarterly)	Shareholder and investor information_Financial information_Results			
	Legal information 2018_Financial statements_ Directors' report	Shareholder and investor information_Financial information_Annual reports			
Balance sheet and earnings performance	Annual report_Banco Sabadell Group financial information chapter	Shareholder and investor information_Financial information_Annual reports			
Financial statements	Legal information 2018_Financial statements_ Directors' report	Shareholder and investor information_Financial information_Annual reports_Legal information			
Businesses					
General data	General business data	Businesses			
Description, data and milestones in the year	Annual report_Businesses chapter	Shareholder and investor information_Financial information_Annual reports			
Financial data - main businesses	Legal information 2018_Financial statements_ Directors' report	Shareholder and investor information_Financial information_Annual reports_Legal information			
Risks and Capital	Annual report_Risk management chapter	Shareholder and investor information_Financial information_Annual reports			
	Legal information 2018_Financial statements_ Note 4, Note 5 and Schedule 6	Shareholder and investor information_Financial information_Annual reports_Legal information			
	Pillar III disclosures	Shareholder and investor information_Financial information_Pillar III disclosures			

Definitions and terms

 Non-performing assets: pro-forma following the agreements for institutional sales of non-performing assets; includes 100% of APS.

Non-performing assets/Total assets (%): pro-forma following the agreements for institutional sales of non-performing assets; includes 100% of APS.
 Portfolio sale agreements: gross carrying amount of real estate and loan portfolios whose sale has

been agreed. — Wage gap in Spain: calculated on total of women and men, without any additional distinctions.

— CET1 fully-loaded pro-forma: includes RWA released due to institutional sales of non-performing assets announced in 2Q18, the capital gain on the sale of Solvia, and the impact of IFRS 16.

 Net profit growth 2018 (excl. extraordinary effects): calculated in like-for-like terms assuming constant exchange rates and on a constant consolidation scope basis. - Loans and advances: excludes loans for real estate business and repos.

- Customer loans: excludes repos and impact of APS NPL run-off.

 Gross loans and advances: includes accrual adjustments and excludes repos.

- Outstanding loans and advances: excludes impact of APS NPL run-off.

 Core banking revenues (like-for-like): refers to net interest income and fees & commissions; calculated on a like-for-like basis.

— Net Promoter Score (NPS): Accenture benchmark survey. The NPS is based on the question "On a scale of 0 to 10, where 0 is 'not at all likely' and 10 is 'I would definitely recommend it', how likely would you be to recommend Banco Sabadell to a relative or friend?". The NPS is the percentage of customers who answered 9 or 10, after eliminating those who answered between 0 and 6. Includes institutions that are comparable to the Group. Data for the most recent available month. Penetration in SMEs: companies with revenues between 0.9€M and 10€M.

— NPA coverage ratio (%): pro-forma following the agreements for institutional sales of non-performing assets; includes 100% of APS to reflect changes in the reporting methodology.

— Customer funds: funds managed for other resident sectors: demand deposits and deposits with agreed maturity, mutual funds, savings insurance products, pension plans and retail bonds.

- NPL ratio (%): pro-forma following the agreements for institutional sales of non-performing assets; includes contingent liabilities and 100% of APS.

Contact

External Communications +34 937 485 019 bspress@bancsabadell.com

Investor Relations

The Leadenhall Building Level 37 122 Leadenhall Street London EC3V 4AB +44 (0) 2071 553 888 investorrelations@bancsabadell.com

Shareholder Relations

+34 937 288 882 accionista@bancsabadell.com

Customer Care Service

Centro Banco Sabadell Sena, 12 08174 Sant Cugat del Vallès +34 963 085 000 sac@bancsabadell.com **Regional divisions**

Catalonia Region Av. Diagonal, 407 bis 08008 Barcelona +34 934 033 268

Central Region Velázquez, 50 28001 Madrid

28001 Madrid +34 913 217 159

Eastern Region Pintor Sorolla, 6 46002 Valencia +34 965 906 979

Northwest Region

Fruela, 11 33007 Oviedo +34 985 968 020

Northern Region

Ercilla, 24 48011 Bilbao +34 944 224 062

Southern Region

Martínez, 11 29005 Málaga +34 952 122 350 Banco Sabadell registered offices Av. Óscar Esplà, 37 03007 Alicante

Corporate headquarters Torre Banco Sabadell Av. Diagonal, 407 bis 08008 Barcelona

CBS Sant Cugat Sena, 12 08174 Sant Cugat del Vallès

CBS Madrid Isabel Colbrand, 22 Las Tablas 28050 Madrid

CBS Agua Amarga Av. de Elche, 178 03008 Alicante

General information +34 902 323 555 info@bancsabadell.com www.grupobancosabadell.com

f Y facebook.com/bancosabadell @bancosabadell General Meeting of Shareholders 2018



This annual report is available on the group's website (www.grupobancosabadell.com), along with the full version and other reports and corporate policies. If you have a smartphone or tablet, you can access these reports on your device using the QR code. The issuer's legal name is Banco de Sabadell, S.A. and its commercial name is Banco Sabadell. It is registered in the Mercantile Registry of Alicante, in tomo 4070, folio 1, hoja A-156980, and its registered offices are in Alicante at Avenida Óscar Esplà, 37.

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And you have yo It's as easy as setting up a plan starting from just 3



RES: R YOU'RE No. 1620, PLE SAVE IN ME WAY

our own way too. with your relationship manager, 30 euros a month.

Credits

Creative Director

Mario Eskenazi

Design

Gemma Villegas

Photography

Elena Claverol

Page 8

Joan Hernández Pijuan *Camp pintat de blanc* 2003 Oil on canvas 180 × 150 cm Banco Sabadell Collection



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