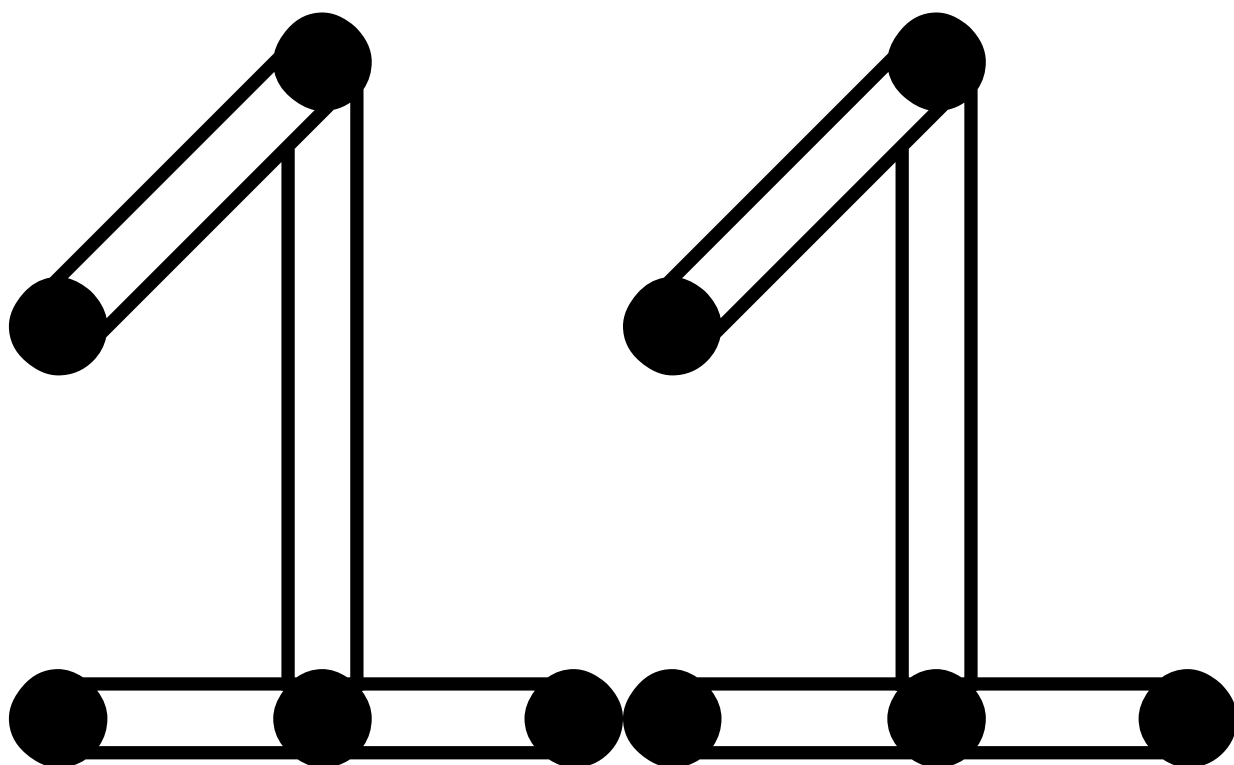


# Annual Report on Director Remuneration

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# Annual Report on Director Remuneration

This is the Annual Report on Director Remuneration of Banco de Sabadell, S.A. (hereinafter Banco Sabadell, the Institution or the Bank).

The Banco Sabadell Annual Report on Director Remuneration (the Report) is drawn up with the information from the Bank at 2025 year-end in compliance with the provisions of article 541 of Legislative Royal Decree 1/2010, of 2 July, approving the consolidated text of the Capital Companies Law (LSC), and Circular 4/2013, of 12 June, of the Spanish National Securities Market Commission (CNMV).

This Report, together with the statistical annex in [Section 7](#), was submitted as a regulatory disclosure to the CNMV and will be submitted for a consultative vote as a separate item on the agenda at the Bank's forthcoming Ordinary General Meeting of Shareholders, to be held in 2026. This Report is also available in the "Corporate Governance and Remuneration Policy" section of the Banco Sabadell Group corporate website ([www.grupobancsabadell.com](http://www.grupobancsabadell.com)).

The Director Remuneration Policy for 2024, 2025 and 2026, approved by the General Meeting of Shareholders on 23 March 2023 for a three-year term, is applicable until 2026.

This Report includes a summary of the new Director Remuneration Policy that has been applicable since the date of its approval, and describes how it was applied during 2025.

For more details, consult the Director Remuneration Policy at the following link: <https://www.grupobancsabadell.com/corp/es/gobierno-corporativo-y-politica-deremuneraciones/politica-de-remuneraciones-de-consejeros.html>

Accordingly, in 2026 it is necessary to draw up and approve the remuneration policy, which will be presented for approval at the next General Meeting of Shareholders of Banco de Sabadell.

In compliance with the provisions of Article 541 of the Capital Companies Law, this report, approved by the Board of Directors at a meeting on 19 February 2026, will be submitted to a consultative vote by the shareholders at the 2026 General Meeting of Shareholders as a separate item on the agenda.

As disclosed in a communication of Other Relevant Information to the CNMV dated 5 February 2026, the Board of Directors, at a meeting on 5 February 2026, approved, by mutual agreement with Mr. César González-Bueno, his replacement as Chief Executive Officer of Banco Sabadell and accepted his resignation as a director of the Bank, effective at the next General Meeting of Shareholders. The Board of Directors also approved the appointment of Mr. Marc Armengol Dulcet as an executive director with the status of chief executive officer to fill the vacancy left by the resignation of Mr. César González-Bueno. The resignation and appointment will take effect at the end of the bank's next Ordinary General Meeting of Shareholders, provided that the European Central Bank has issued a fit and proper assessment of Mr. Marc Armengol Dulcet by that date. If it is received after

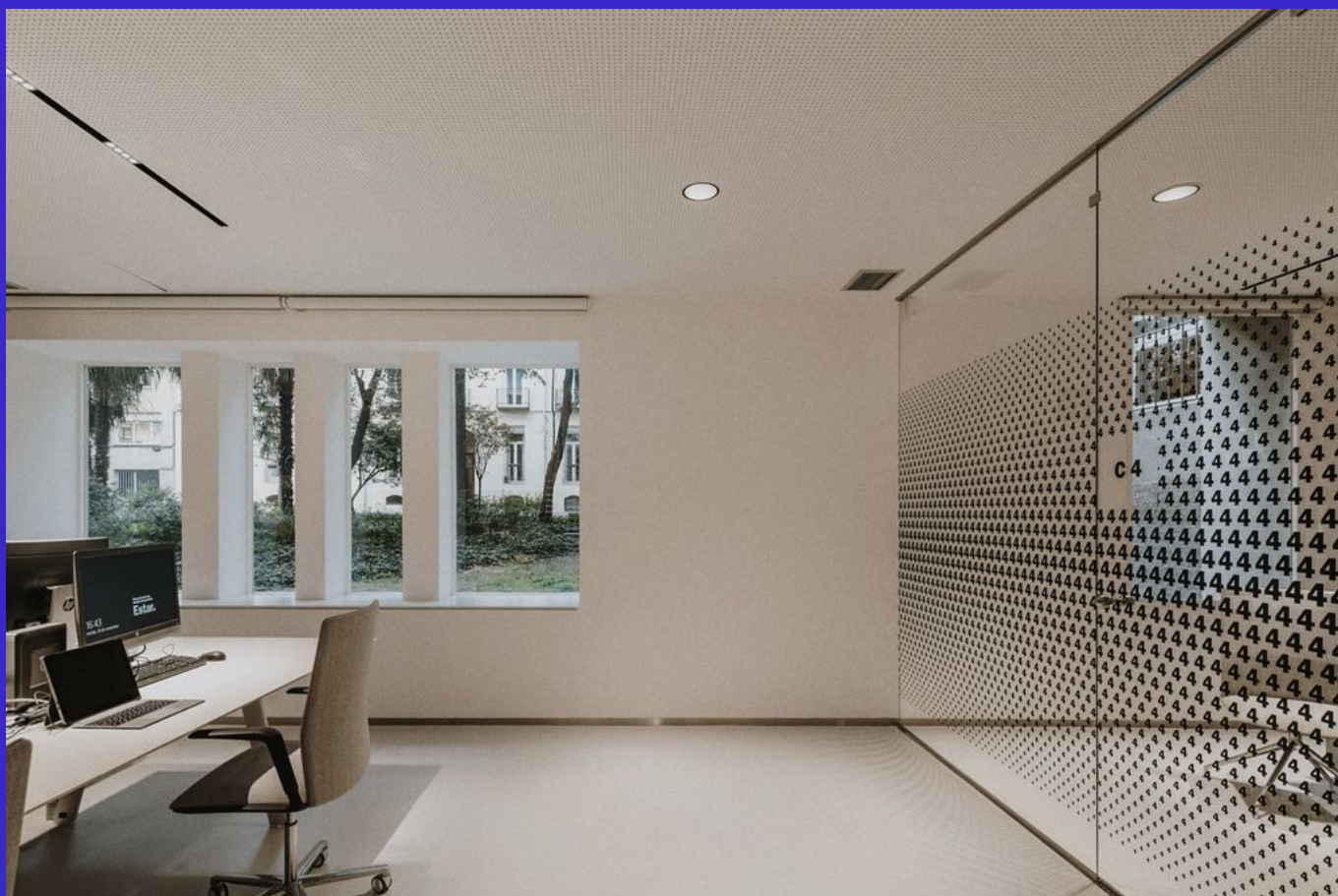
that meeting, the handover will take effect on the date on which that fit and proper clearance is received.

Furthermore, at the aforementioned meeting on 5 February 2026, the Board of Directors approved the appointment of Mr. Carlos Ventura Santamans as an executive director, to take charge of the business in Spain, including Corporate Banking, Retail Banking, Private Banking and the branch network.

The new Director Remuneration Policy for 2027, 2028 and 2028 will reflect the changes to remuneration arising from the changes in the composition of the Board of Directors.

This Report was prepared in accordance with best market practices and corporate governance recommendations, and is worded in clear, comprehensive and straightforward terms in the interests of transparency, providing comprehensive information on the application of the remuneration policy.





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>Corporate Governance and  
Remuneration Policy

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>Director Remuneration Policy

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# 1. Banco Sabadell Director Remuneration Policy 2024, 2025 and 2026

## 1.1. General Principles of the Banco Sabadell Remuneration Policy

The Banco Sabadell Remuneration Policy is focused on creating long-term value by aligning the interests of its shareholders and employees, and it is coherent with the strategic goals in terms of risks and the business, and with the Bank's values, all under a prudent risk management approach while avoiding conflicts of interest.

In accordance with the general principles of the Banco Sabadell Group Remuneration Policy, the principles upon which the Director Remuneration Policy is based are as follows:

### **1 Promoting medium- and long-term sustainability and alignment with the Group's values**

- Alignment of the remuneration with the interests of the shareholders and with long-term value creation
- Promotion of rigorous risk management, with measures to avoid conflicts of interest
- Alignment with the Group's long-term business strategy, objectives, values and interests.

The Banco Sabadell Group's Remuneration Policy as a whole contains information on the degree to which it is coherent with integrating sustainability risks. In particular, the following aspects are considered in connection with sustainability:

- The Group's Remuneration Policy and practices are in keeping with its credit risk management approach and with its appetite and strategies in relation to this risk, and do not create any conflicts of interest. These practices also include measures to manage conflicts of interest so as to protect consumers from any undesirable adverse effects.
- The Remuneration Policy and practices integrate sustainability risks by publishing information in this respect on the Group website.
- The Remuneration Policy and practices stimulate behaviour that is coherent with the Group's approach to risk in relation to climate and the environment, as well as the commitments made voluntarily by the Group. The Remuneration Policy and practices promote a long-term approach to the management of climate-related and environmental risks.
- The components of remuneration should contribute to driving action in environmental, social and governance (ESG) matters in order to make the business strategy sustainable and socially responsible.
- Banco Sabadell maintains its commitment to sustainability by contributing to promoting action in environmental, social and governance (ESG) matters.



The synthetic sustainability indicator (ISos) incorporates KPIs (Key Performance Indicators) for ESG matters and links them to the short-term variable compensation of executive directors and employees with variable remuneration; those KPIs form part of the group objectives with a weighting of 10%. Additionally, to reinforce the alignment of executive directors' remuneration with the Group's commitment to sustainability, a synthetic sustainability indicator is defined in the multi-year objectives set by the Group. That indicator is directly linked to long-term remuneration, with a weighting of 20%.

## **2 Ensuring a competitive, equitable remuneration system (external competitiveness and internal fairness), based on equal pay for male and female employees for the same job or for work of equal value**

- Able to attract and retain the best talent.
- Rewarding professional track record and responsibility, regardless of the employee's gender.
- Aligned with market standards, while providing flexibility to adapt to changes in the situation and in the demands of the sector.

In terms of equal pay, the Remuneration Policy is gender-neutral and aligns with the principle of equal pay for the same work or for work of equal value. The Remuneration Policy also guides decision-making to avoid any gender pay gap and guarantees equal opportunities, a prerequisite for achieving gender-neutral remuneration in the long term.

## **3 Reward performance by aligning remuneration with results generated by the individual without encouraging risk-taking beyond the level tolerated by the Group, which entails:**

- An appropriate balance between the various remuneration components.
- Consideration of current and future risks and results, without incentivizing the assumption of risks that exceed the level tolerated by the Group.
- A system that is simple, transparent and clear. The Remuneration Policy must be understandable and easy to communicate to the entire workforce.

The Remuneration Policy is gender neutral, in line with the principle of equal pay for equal work or work of equal value.



## Principles applicable to the members of the Board of Directors

### Principles of the Remuneration Policy applicable to Executive Directors

A reasonable balance between fixed and variable components (annual and multi-year) to favour appropriate risk-taking combined with the attainment of defined short- and long-term objectives.

- Consideration of multiple metrics linked to results, returns, risk management and control, solvency, capital, and strategic non-financial objectives linked to sustainability.
- Short-term remuneration, with an annual measurement period for the Group's objectives using financial indicators (profitability, results, revenue and efficiency) and non-financial metrics related to service quality, competitive position and sustainability.
- Long-term remuneration with a three-year objective measurement period linked to TSR, value creation, ROTE and sustainability objectives and subject to a risk-related correction factor that is a function of fulfilment of capital and liquidity indicators.
- Variable remuneration is not guaranteed.
- Prudential mechanisms for adjusting the attainment of objectives and other ex-ante adjustments.
- Deferral over five years of 60% of the annual variable remuneration for any variable remuneration element.
- Payment of more than 50% of the variable remuneration in shares (50% of the up-front part, and 55% of both the deferred part of annual variable remuneration and of the long-term remuneration).
- Share lock-up. Executive directors may not dispose of shares they receive until at least three years have elapsed since receipt unless they own shares worth twice their annual fixed remuneration; the shares must be held for at least one year in any event.
- Malus and clawback clauses, in accordance with the provisions of the regulations governing credit institutions.
- Regular external advice to the Board of Directors and the Remuneration Committee with regard to market practices.

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### Principles of the Remuneration Policy applicable to the Directors for their functions as members of the Board of Directors

The remuneration is commensurate with the responsibilities and functions assumed by each director without jeopardising their independence.

- They do not qualify for variable remuneration.
- They are not remunerated in the form of shares, options or rights relating to shares or instruments linked to the value of the share.
- They do not benefit from long-term savings systems such as pension plans, retirement schemes or other similar arrangements.

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The policy also complies with the current European Directives and Regulations and other legislation, in particular Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions, Royal Decree 84/2015, of 13 February, implementing that Law, and Bank of Spain Circular 2/2016, of 2 February, to credit institutions, on supervision and capital adequacy, which completes the adaptation of Spanish law to Directive 2013/36/EU and Regulation (EU) 575/2013, as well as the EBA Guidelines on internal governance (EBA/GL/2021/05) of 2 July 2021, and EBA Guidelines EBA/GL/2021/04, of 2 July, on sound remuneration policies under Directive 2013/36/EU and Delegated Regulation (EU) 923/2021.



## 2. Application of the Director Remuneration Policy in 2025

The remuneration accrued in 2025 conformed to the terms of the Banco Sabadell Director Remuneration Policy for 2024, 2025 and 2026 approved by the General Meeting of Shareholders on 23 March 2023.

During 2025, Banco Sabadell's Board of Directors found itself dealing with exceptional circumstances, which required extraordinary dedication on the part of its members and led to numerous extraordinary Board meetings being held, as well as the preparation of special reports that current regulations do not allow to be delegated.

The Director Remuneration Policy, approved by the General Meeting of Shareholders, establishes that Board members receive attendance fees for a maximum of 11 ordinary meetings per year, with no provision for the payment of fees for extraordinary meetings. However, Article 7.4 of the Policy provides for the possibility of applying temporary exceptions in duly justified situations, provided that the circumstances so require and the established procedures are followed.

In this context, and at the proposal of the Remuneration Committee, the Board of Directors approved a temporary exception to the Remuneration Policy and authorised the payment of attendance fees for four of the extraordinary meetings held during 2025, linked to functions that cannot be delegated. The adoption of this exceptional measure is intended to recognise the additional dedication required of directors in a year marked by events of particular significance for the bank and its shareholders.

The Annual Report on Director Remuneration for 2024 was submitted to a consultative vote at the General Meeting of Shareholders on 20 March 2025:

The number of shares for which valid votes were cast was 3,786.534,408, distributed as follows:

Description	No. of votes	Shares represented	Shareholders	% votes cast
<b>Votes in favour</b>	3,078,187	3,079,223,323	91,427	81.320 %
<b>Votes against</b>	698,502	698,612,015	748	18.453 %
<b>Abstentions</b>	8,575	8,699,070	528	0.227 %

In recent years, Banco Sabadell shareholders have supported the remuneration proposals presented by the Board of Directors, at the initiative of the Remuneration Committee. At the General Meeting of Shareholders on 20 March 2025, the Annual Report on Director Remuneration for 2025 was approved by 81.32% of the votes cast.

## 2.1. Remuneration for Executive Directors

### 2.1.1. Details of the remuneration items

In addition to their remuneration for membership of the Board of Directors, executive directors are paid for performing executive functions, as provided in the Articles of Association of Banco Sabadell, under the same headings as members of Banco Sabadell Senior Management and the rest of the Identified Staff.

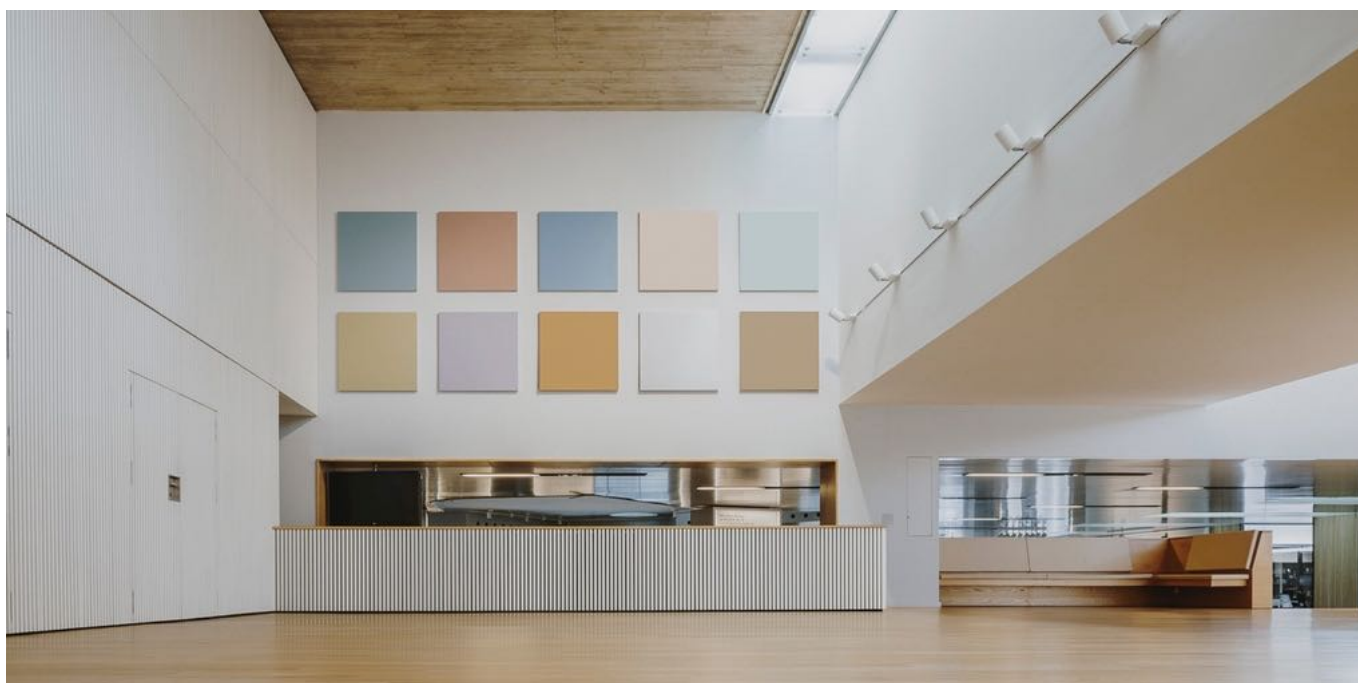
Executive director remuneration is set each year by the Board of Directors within the maximum overall amount established by the General Meeting of Shareholders by approving the Director Remuneration Policy for each remuneration item.

The Board of Directors will comply with the provisions of the applicable legal regulations, taking into account its special status as a financial institution and in accordance with the definitions, terms and conditions set out in the Director Remuneration Policy. The Remuneration Policy contemplates a vision of total remuneration, taking into account all elements of remuneration and the relationship between them, establishing an appropriate balance between fixed and variable remuneration, as well as between the distribution of short- and long-term remuneration, so as to safeguard the rights and interests of shareholders, investors and customers.

The CEO's remuneration mix (variable/fixed) was modified so that the variable proportion went from 91.6%, to 90.7%, (including discretionary pension benefits) and the proportion of remuneration at risk was set at 55%. The purpose of this ratio is to increase alignment of the CEO's remuneration with shareholders' interests, and with the values and long-term interests of the Banco Sabadell Group, while also linking his compensation more tightly to the risk and business strategy.

To determine the CEO's remuneration, a benchmarking analysis was carried out with the assistance of Willis Tower Watson, structured into two comparison groups: a peer group composed of 15 banks from Spain and other European countries (the international benchmark), and a peer group made up of 15 Spanish companies, most of them in the IBEX-35 (the domestic benchmark).

The CEO's total remuneration for 2025 is in the 71st percentile of the international peer group and the 75th percentile of the domestic peer group.



## Companies used as benchmark

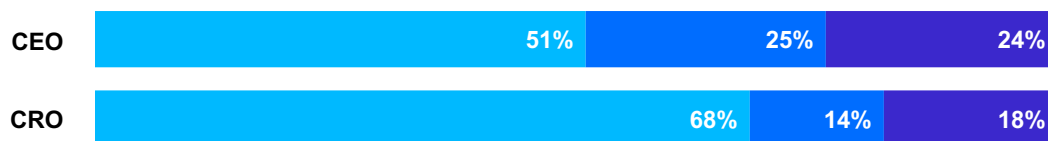
Banks in the international benchmark 		Companies in the domestic benchmark 	
Swedbank	Intesa San Paolo	Abanca	Ferrovial
Banco BPM	KBC Groep NV	Acciona	Fluidra
Bankinter	Mediobanca	Amadeus	Grifols
BBVA	Skandinaviska Enskilda Banken	Bankinter	Mapfre
BPER Banca	Standard Chartered Bank	BBVA	Merlin Properties
Caixabank	Raiffeisen	Caixabank	Santander Spain
Commerzbank AG	ABN Amro Group	Enagás	Siemens Gamesa
Erste Group		Endesa	

Below is detailed the individual remuneration that made up the remuneration for 2025 for executive directors.

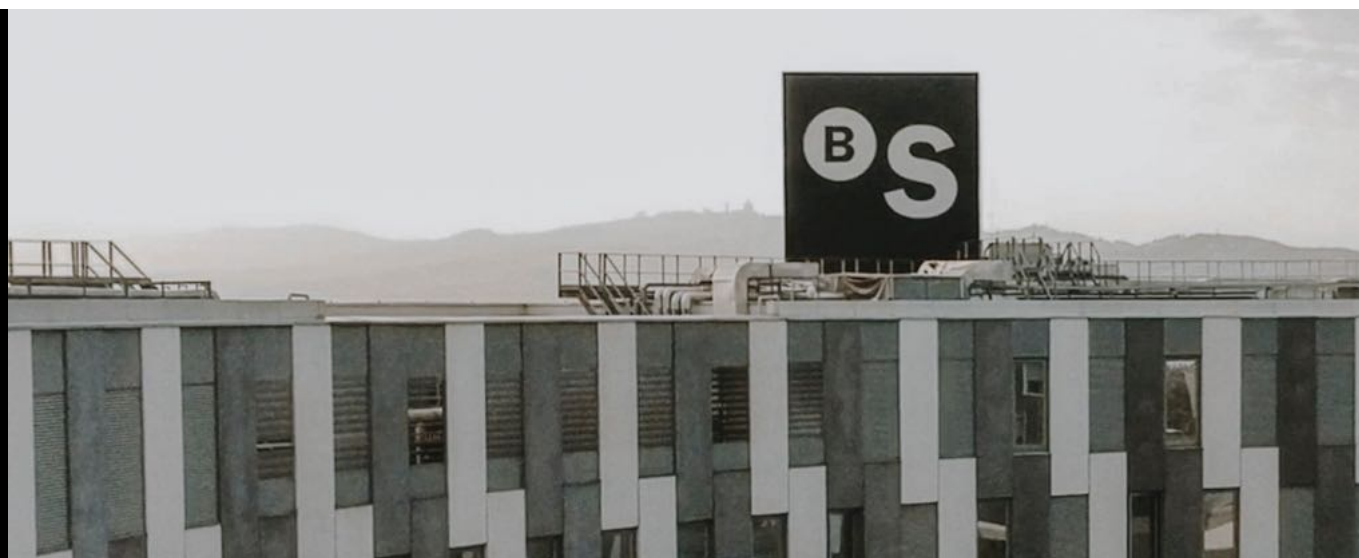
2025 remuneration (thousand euro)	CEO	CRO
Fixed salary	2,000	691
Benefits and remuneration in kind	36	36
Retirement and savings plans	301	132
Short-term variable remuneration	1,100	128
	✓ 109.98 %	✓ 121.75 %
Long-term remuneration	1,100	210
	✓ 109.98%	✓ 121.75%

✓ Percentage attainment of Group targets for 2025

### Individual remuneration



- Fixed salary + benefits + pension benefits
- Short-term variable remuneration + discretionary pension benefits
- Long-term remuneration



## A) Fixed remuneration

### Fixed salary

- The fixed salary is intended to remunerate the executive director's functions and responsibilities and to recognize their contribution during their tenure.

### Benefits and remuneration in kind

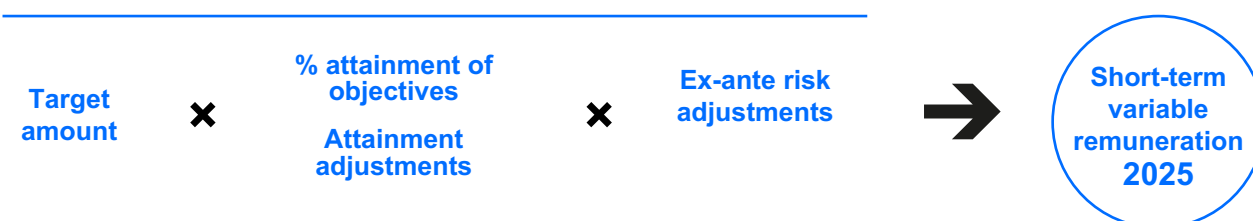
- Benefits and remuneration in kind: In 2025, the executive directors were beneficiaries of, inter alia, a group life insurance policy, school aid and Christmas hamper (as applicable to all the Bank's employees) and a medical insurance policy and risk coverage (also applicable to the Bank's management team), and they had the use of a vehicle on the same terms as the other members of Senior Management.

### Contributions to retirement and savings plans

- The executive directors are beneficiaries of a defined contribution Group life insurance policy that pays out upon (i) the date of termination of the contract, in the case of the Chief Executive Officer, or on the date of effective retirement, in the case of the CRO, (ii) death or (iii) permanent and absolute disability.
- Of the amounts paid in their name, 85% is classified as fixed remuneration and the other 15% is classified as "discretionary pension benefits", which is treated as variable compensation in accordance with current regulations; it is linked to the percentage of attainment of the beneficiary's short-term objectives, and may not exceed 100% of the amount in any event.
- The reported amounts include contributions to other policies that cover the executive directors in the same way as the other employees. Specifically, the employer pension plan for Group B (defined contribution), which will pay out upon retirement as employees.

## B) Short-term variable remuneration

The short-term variable remuneration in 2025 was as follows:

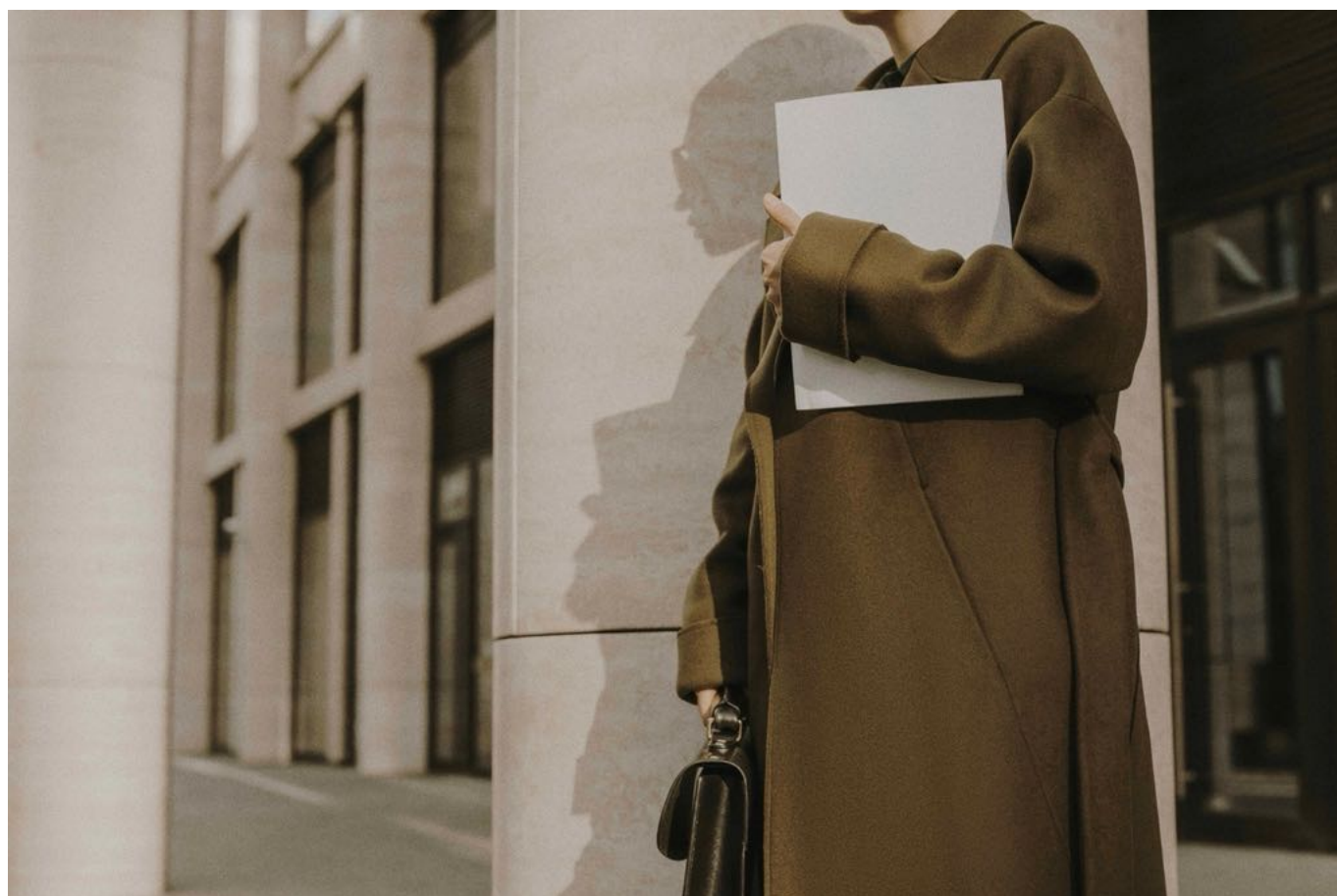


## B.1.) Percentage attainment of Group targets for 2025

Assessment methods were established consisting of defining attainment parameters between 50% and 150% for each of the objectives, based on a non-linear scale of attainment established beforehand by the Remuneration Committee. Attainment of under 50% is considered as 0% for the purposes of counting general attainment. On 5 February 2026, the Board of Directors determined the degree of attainment of the Group objectives, applying the weightings established at the beginning of the year. The following tables summarise the Group's objectives for the 2025 financial year, the definition of these objectives and the levels of attainment.

### Group objectives for 2025:

Metric	Weighting
Group net profit	10 %
ROTE	15 %
Net interest income plus net fees and commissions	15 %
Group expenses + Depreciation & amortization	10 %
Asset quality	15 %
Market share	10 %
Service quality	15 %
Sustainability	10 %



## Definition of objectives:

Metric	Definition
Group net profit	Profit that is directly attributable to the parent company, calculated by deducting minority interests from profit for the year.
Return on Tangible Equity (ROTE)	Measures the return on the company's average tangible equity. Calculated by dividing profit attributable to the Group by average equity after deducting intangible assets and goodwill.
Net interest income + net fees and commissions	Reflects the revenues related most directly to the banking business, consisting of the Group's net interest income and net fees and commissions.
Group expenses + Depreciation & amortization	The sum of the Group's consolidated expenses, including personnel expenses, general expenses, depreciation and amortization and expenses derived from the real estate business that are not already included in the preceding categories.
Asset quality	Indicator composed of three metrics: the Cost of Risk, calculated as the sum of provisions for loan losses and other financial assets divided by the sum of gross loans and advances to customers, non-performing properties and guarantees, which provides information about losses per unit loan granted; the balance of Non-Performing Assets (NPAs), comprising the sum of Stage 3 assets and non-performing properties; and Total NPA Coverage, calculated as the ratio of provisions for non-performing assets to total non-performing assets.
Market share	A synthetic indicator focused on increasing profitability and business volume; it is composed of indicators of market share of loans and advances in Spain, market share of mortgages in the United Kingdom through subsidiary TSB, and market share of net fees and commissions with respect to credit institutions operating in Spain.
Service quality	A synthetic indicator that reflects the rating of quality of service by the Group's customers, distinguishing between commercial segments and relationship channels, weighted by the strategic focus of each segment (individuals, businesses, SMEs, private, corporate, branch, internet, mobile, etc.) and the employee satisfaction index.
Sustainability	A synthetic evaluation indicator made up of the following indicators: Green and sustainability-linked financing, diversity (% female executives), upgrades by the main rating agencies/ESG indices and Sustainable Finance Plan.

## Attainment of 2025 objectives:

Metric	Threshold <sup>(1)</sup>	Maximum result <sup>(2)</sup>	% Attainment
Group net profit	1.5 B€	2.0 B€	109.79 %
ROTE	11.8 %	15.6%	116.42 %
Net interest income + net fees and commissions	6.1 B€	6.6 B€	80.27 %
Group expenses + Depreciation & amortization	3.3 B€	3.2 B€	125.79 %
Asset quality	50.0 %	150.0 %	117.35 %
CoR	0.42 %	0.22 %	135.46 %
NPA volume	5.5 B€	5.1 B€	150.00 %
Total NPA coverage	59.2 %	63.2 %	66.58 %
Market share	50.0 %	150.0 %	59.00 %
Service quality	50.0 %	150.0 %	128.55 %
Sustainability	50.0 %	150.0 %	116.31 %
<b>Total</b>			<b>107.48 %</b>

(1) Threshold for attainment of the objective

(2) Maximum result, above which attainment is constant at 150%

The information used to calculate the financial indicators is derived from audited data in the financial statements using the definition that applied when they were first set.

The Banco Sabadell Group achieved €1,775 million in net profit in 2025 (-2.8% year-on-year). Excluding extraordinary items in 2024, net profit increased by 3.4% year-on-year, supported by improved asset quality and lower provisions, as well as strong growth in lending and funding volumes in Spain. As a result, the Group's RoTE rose to 14.3% and its fully loaded CET1 ratio rose to 13.65% (13.11% after considering the distribution of surplus capital), representing 196 basis points of organic growth during 2025.

The non-financial metrics are detailed below:

- **Market share: synthetic** indicator focused on increasing profitability and revenue, with a weighting of 10% in the Group's objectives, which groups the following parameters:

Definition	Weighting	Attainment
Lending to other resident sectors in Spain	50 %	65.0 %
Mortgages in the UK	20 %	50.0 %
Net fees and commissions in Spain	30 %	55.0 %
<b>Total</b>	<b>100 %</b>	<b>59.0 %</b>

- **Service quality:** a synthetic indicator that reflects the assessment of service quality, with a weighting of 15% in the Group's objectives, which groups the following variables:

Variable	Definition	Weighting	Attainment
Employee satisfaction	Outcome of annual employee satisfaction survey	33.3 %	150.00 %
	Sabadell Spain	46.7 %	118.70 %
	— NPS Individuals		
	— NPS Businesses		
	— NPS SMEs		
Customer satisfaction	TSB	13.3 %	99.00 %
	— Bank NPS		
	— Channel NPS (Mobile, Branch, Telephony, Internet banking and Conversational Banking)		
	— Banking complaint per thousand customers		
Corporate & Investment Banking		6.7 %	150.00 %
	— NPS CIB EMEA		
<b>Total</b>		<b>100 %</b>	<b>128.60 %</b>

- **Sustainability indicator:** a synthetic indicator of sustainability that is weighted 10% in the Group's objectives and is composed of the following variables:

Variable	Definition	Weighting	Attainment
Rating agencies	Improve/maintain the score in the main ESG indices (MSCI, Sustainalytics, DJSI, ISS)	20 %	98.99 %
Sustainable Finance Plan	<ul style="list-style-type: none"> <li>— Number of IRCA assessments performed</li> <li>— Accessibility project deployment</li> <li>— Fulfilment of the main indicators of Sabadell Sustainable Commitment</li> <li>— Fulfilment of established decarbonisation pathways</li> </ul>	20 %	106.84 %
Diversity	% Female executives	20 %	85.75 %
Sustainable Business	<ul style="list-style-type: none"> <li>— Sustainable finance</li> <li>— FvS finance</li> </ul>	40 %	144.98 %
<b>Total</b>		<b>100 %</b>	<b>116.31 %</b>

This indicator is monitored periodically by the Sustainability Committee, and its metrics are updated as part of this review. Attainment of this metric in 2025 was 116.31%.





## B.3.) Attainment of objectives by the CRO

Table of objectives		Attainment
25%	Group objective	107.48%
55%	Functional objectives	128.87%
20%	Individual qualitative assessment	120.00%

Attainment in 2025	
<b>121.75 %</b>	

(1) Objective measured through surveys completed by employees each year and by evaluating the change in the score compared to the previous year.

The CRO had 25% of his annual variable remuneration tied to Group objectives. The other 75% was indexed to individual objectives which, in turn, are composed of functional objectives and an individual qualitative assessment. These functional objectives are aligned with the oversight functions he performs, independent of the business and corporate areas, and are focused on the oversight and monitoring of transactions and of the risks that arise from such transactions, ensuring compliance with applicable laws, rules and regulations, and advising management on matters in his area of expertise.

The functional objectives set for the CRO for 2025 were assessed on the basis of the following parameters: Quantitative objectives included contributing to an improved SREP rating and management satisfaction. Qualitative objectives included the following: contribution to the proper operation of the Risk Committee; fulfilment of the second line of defence (2LoD) action plans, including the Risk Control, Validation and Compliance functions; deployment of the control framework for artificial intelligence models; the development and implementation of the annual regulatory model plan; and the proper delivery of the stress test exercise.

The individual qualitative assessment considered the following:

- His decisive contribution in a particularly demanding year, as well as his central role in the defence strategy, providing regulatory experience, judgement and credibility before authorities and supervisors.
- His ability to approach complex decisions calmly and balanced judgement, providing key advice at critical moments.
- The outstanding performance of his department, which maintained superior standards and whose leadership was recognised throughout the organisation.
- The added value provided by his presence on the Board as Chief Risk Officer, enhancing debates with a valuable technical and strategic vision.

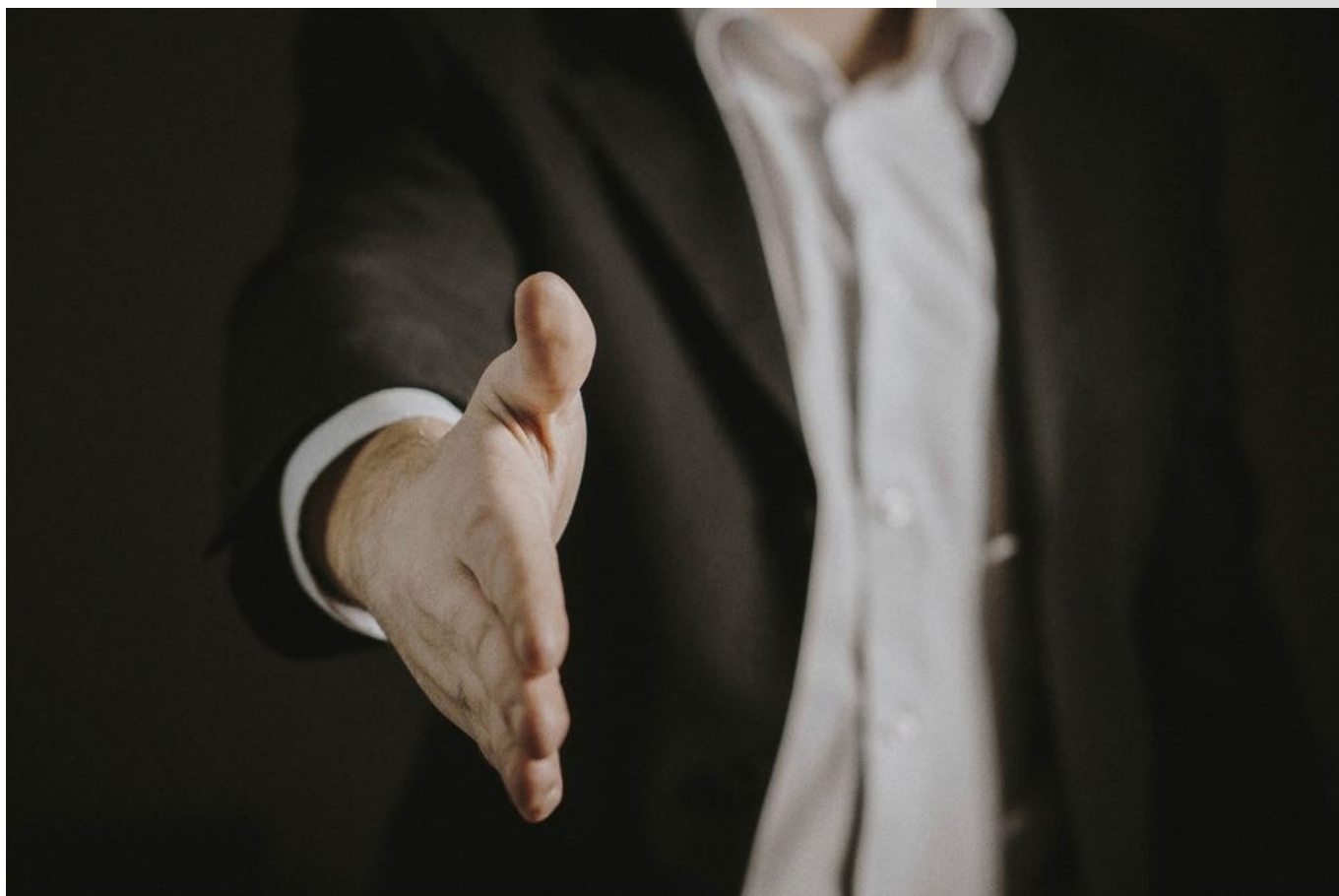


The CRO attained 120% of his individual qualitative objectives for 2025. This indicator is capped at 120%.

The year-end evaluation of these objectives is the responsibility of the Risk Committee, which proposes the level of attainment and the degree of attainment achieved.

The percentage of attainment of objectives by both the CEO and the CRO were approved by the Board of Directors on 5 February 2026.

In order to qualify for variable remuneration, overall attainment of the objectives must exceed 60%. No variable remuneration is accrued under 60%, and no additional variable remuneration is accrued above 144%.



## B.4.) Attainment adjustments

The Board of Directors did not consider it necessary to make any adjustments to the level of attainment of the objectives described above, since the Bank's capital (CET1 and MREL) and liquidity (Liquidity Coverage Ratio) fulfilled the limits established in the Risk Appetite Statement (RAS).

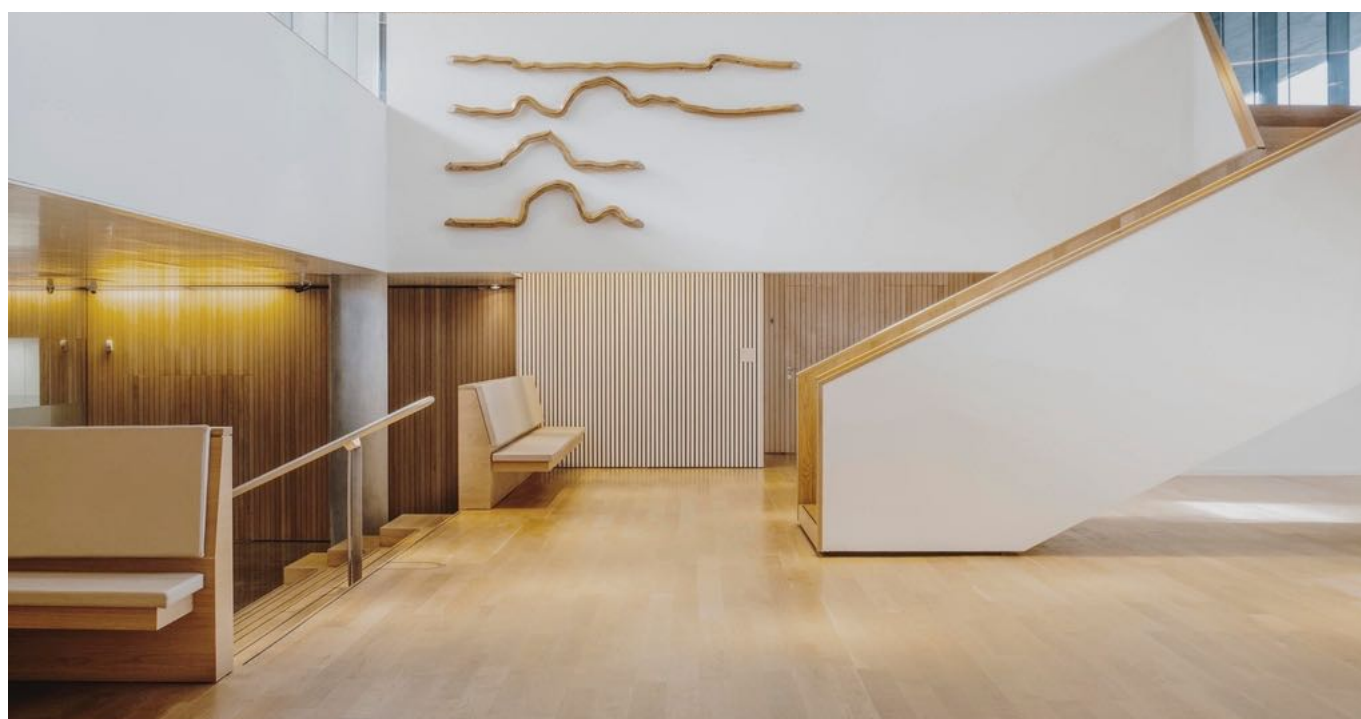
The Banco Sabadell Remuneration Committee analyzed the application of the Risk Correction Factor (RCF) to the Group's objectives at a meeting on 2 February 2026. In accordance with the capital and liquidity objectives, metrics, attainment scales and payment curves of the RCF approved by the Board of Directors on 28 January 2025, the Remuneration Committee determined that the thresholds required in the RAS to give entitlement to the entire variable remuneration that corresponds to the attainment of the Group's objectives in this regard had been attained.

In addition, there are prudential mechanisms for adjusting the CRO's individual attainment, based on exceedance of expected loss thresholds in terms of operational risk and/or internal control indicators. No factors arose such as to trigger an adjustment in the degree of attainment.

## B.5.) Ex-ante risk adjustments

Based on information provided by the Internal Control Division, the Remuneration Committee decided not to propose any additional individual or collective ex-ante adjustment for 2025, insofar as:

- The Group and/or its subsidiary credit institutions attained the MDA (Maximum Distributable Amount) determined by current regulations.
- In accordance with the reports provided by the Compliance, Internal Audit, Finance and Internal Control Divisions, the short-term variable remuneration for 2025 is aligned with risk and control factors such as breaches of standards and regulations, exceedance of risk limits (e.g. RAS, solvency, liquidity, or breach of expected loss thresholds in terms of operational risk) and/or internal control indicators (e.g. results of internal audits) or similar items.



## B.6.) Short-term variable remuneration accrued in 2025

Once the degree of attainment of the objectives at Group and individual level had been calculated, and it had been determined that no ex-ante adjustments were necessary, the variable remuneration to be assigned individually to each of the executive directors was determined. On the basis of each individual's assigned bonus target and attainment of individual objectives, the Board of Directors approved the variable remuneration for the executive directors, on a motion of the Remuneration Committee, at a meeting on 5 February 2026, as follows:

Director (thousand euro)	Initial target	% Attainment	Granted
CEO	1,000	✓ 109.98 %	1,100
CRO	105	✓ 121.75 %	128

✓ Percentage attainment of Group targets for 2025

Additionally, at a meeting on 29 October, the Board of Directors approved an extraordinary bonus consisting of delivering 300 shares to all employees in recognition of their hard work since May 2024 to successfully achieve the objective of maintaining the Bank's independence.

The shares were delivered on 19 November 2025 and form part of the short-term variable remuneration for the year. Consequently, they have been incorporated into the deferral schedule applicable to directors, in accordance with current regulations on remuneration.

In accordance with the applicable regulations, these amounts are paid as follows:

2025	2026	2027	2028	2029	2030	2031
Incentive target	40% Initial payment					
	50% €	12% Deferred payment	12% Deferred payment	12% Deferred payment	12% Deferred payment	12% Deferred payment
	50% ↗	45% €	45% €	45% €	45% €	45% €
		55% ↗	55% ↗	55% ↗	55% ↗	55% ↗
Earning period	Payment period					

€ Cash      ↗ Shares

- 40% will be paid in 2026, 50% in cash and the remainder in Banco Sabadell shares (valued at the closing market price in the last trading session in the month in 2026 when the non-deferred portion is paid), the shares being subject to lock-up for at least three years from the date of delivery unless the holder owns an amount equivalent to twice their annual fixed remuneration; in any event the minimum lock-up period is one year.
- 60% will be deferred over a five-year period, with one-fifth being paid in each of the years 2027, 2028, 2029, 2029 and 2030, split 45% in

cash and 55% in Banco Sabadell shares (valued at the closing market price in the last trading session in the month when the non-deferred portion is paid), subject to the same lock-up obligation as the remuneration paid up-front in 2026.

- Since the shares will be delivered on the last trading day in February, the number of shares in this table was calculated using the weighted average price of the last 20 sessions in December 2025 (€3.334 per share), The number of shares will be updated using the closing price in the last session in February, once it is known.

Form of payment			Mr. César González-Bueno	Mr. David Vegara Figueras
<b>Up-front</b>	2026	€	220	26
		↗	66,034	7,727
	2027	€	59	7
		↗	21,791	2,550
	2028	€	59	7
		↗	21,791	2,550
<b>Deferred</b>	2029	€	59	7
		↗	21,791	2,550
	2030	€	59	7
		↗	21,791	2,550
	2031	€	59	7
		↗	21,791	2,550

€ Thousand euro      ↗ Number of shares

The deferred amounts and shares are subject to malus and clawback clauses as described in section [3.1.2.B](#)) of this Report.

In accordance with the provisions of CNMV Circular 4/2013, of 12 June, the non-deferred amount payable in cash in 2025 is set out in section C.1.a.i) of the Statistical Annex. Table C.1.a.ii) sets out both delivered shares (financial instruments that vested in 2025) and deferred shares (financial instruments at the end of 2025).

## B.7.) Variable remuneration deferred from prior years that is payable in 2026

As supplementary information to tables C.1.a) i) and ii) of the Statistical Annex, it is hereby disclosed that the amount in cash and the shares for deferral for 5 years out of the short-term variable remuneration accrued in preceding years, and the severance payment for termination as executive director of María José García Beato in 2021, all in accordance with the Director Remuneration Policy, were delivered to the executive directors in 2026.

Below is a detail of the amounts of cash and shares in 2026 corresponding to deferred variable remuneration from prior years:

			Mr. César González-Bueno	Mr. David Vegara Figueras	Mr. Josep Oliu Creus <sup>1</sup>	Ms. María José García Beato <sup>1</sup>	
<b>Variable remuneration</b>	2021	€	30	5	19	—	
		↗	47,513	8,490	30,278	—	
	2022	€	38	5	—	—	
		↗	37,305	5,427	—	—	
	2023	€	53	6	—	—	
		↗	54,222	6,380	—	—	
	2024	€	59	7	—	—	
		↗	27,217	3,298	—	—	
	<b>Long-term remuneration</b>	2020-2022	€	—	6	—	5
			↗	—	21,097	—	16,797
		2021-2023	€	50	10	13	—
			↗	104,524	21,014	26,146	—
2022-2024		€	188	36	—	—	
		↗	262,757	50,175	—	—	
<b>Termination indemnities</b>	€	—	—	—	44		
	↗	—	—	—	102,232		

€ Thousand euro      ↗ Number of shares

(1) Deferred amounts accrued in the period in which they were executive directors.

Note: For the 2024 variable remuneration in shares, the number of instruments was updated with the Bank's share price at the close of the last trading session in the month of settlement and payment of the immediate (not deferred) variable remuneration to match the actual accrued values. As a result, in table C.1.a.(ii) of the statistical annex on changes in share-based remuneration systems, the number of financial instruments for the 2024 variable remuneration at the beginning of 2025 does not match the amount that was reported in the 2024 Report on Director Remuneration for the end the year.

The Remuneration Committee assessed whether the conditions are met for the application of the clauses for the reduction or cancellation of the deferred variable remuneration (malus clauses) and the recovery of the amounts received (clawback clauses), based on the characteristics and circumstances of each particular case, and it concluded that none of the cases that would trigger such clauses arose in 2025.



## C) Long-term remuneration

In the case of executive directors, long-term remuneration consists of the allocation to each beneficiary ("Incentive") of a certain amount in cash determined as a percentage of each beneficiary's fixed compensation (the "Target Incentive") approved by the Board of Directors. The incentive is paid 55% in shares of the Company and 45% in cash.

Payment of the Incentive is contingent upon attainment of the annual and multi-year objectives, performance of executive functions and non-termination of the employment or mercantile relationship with Banco Sabadell, S.A.

The structure of the long-term remuneration is shown below:

### Scheme for payment of long-term variable remuneration

N	N+1	N+2	N+3	N+4	N+5	N+6
Incentive target	Adjusted target			60% Initial payment		
				45% €	20% Deferred payment	20% Deferred payment
				55% ↗	45% €	45% €
					55% ↗	55% ↗
Earning period			Vesting period	Payment period		

€ Cash

↗ Shares

This section includes information on long-term remuneration schemes whose measurement periods include the year 2025. The calendars of the long-term incentives that are in force are shown by way of example.

Long-term remuneration	2023	2024	2025	2026	2027
2023-2025	Beginning of measurement period		End of measurement period		
2024-2026		Beginning of measurement period		End of measurement period	
2025-2027			Beginning of measurement period		End of measurement period

## C.1.) Long-term remuneration 2023-2025

The long-term remuneration scheme for 2023-2025 is based on the attainment of annual and multi-year objectives (3 years), where a reference amount of long-term remuneration (amount to be received in the event of 100% attainment of both annual and multi-year objectives) was established at the beginning of the cycle.

Once 2023 had concluded, the reference amount was adjusted during the first quarter of 2024 based on the degree of attainment of the objectives for 2023 short-term variable remuneration. When determining the adjusted reference amount, the applicability of the ex-ante adjustments described above for the variable remuneration was also analysed (described in [section 2.1.1.B](#)), among other sections, of this Report).

Director (thousand euro)	Initial target	Adjusted target
CEO	751	983
CRO	138	160

In accordance with the Director Remuneration Policy, the adjusted reference amounts consisted of a cash amount (45%) and a number of shares (55%) determined using the weighted average price in the last 20 sessions in the month of December 2023, with the following result:

Director		
CEO	443 €	454,130
CRO	72 €	73,896

€ Thousand euro      ↗ Number of shares

Payment of the adjusted reference amount was subject to the following multi-year objectives established for the period 2023-2025:

Objective	Weighting	Outcome	% Attainment
Relative total shareholder return (TSR)	40 %	#3	135.0 %
ROTE	40 %	13.5 %	137.5 %
Sustainability	20 %	130.8 %	130.8 %
<b>Total*</b>	<b>100 %</b>	<b>—</b>	<b>135.2 %</b>

\*In accordance with the regulations governing the 2023-2025 long-term remuneration, under no circumstances may the adjusted target be increased, meaning that the percentage of attainment is capped at 100%.

The Group objectives for 2023-2025 are detailed below:

## Relative Total Shareholder Return (TSR)

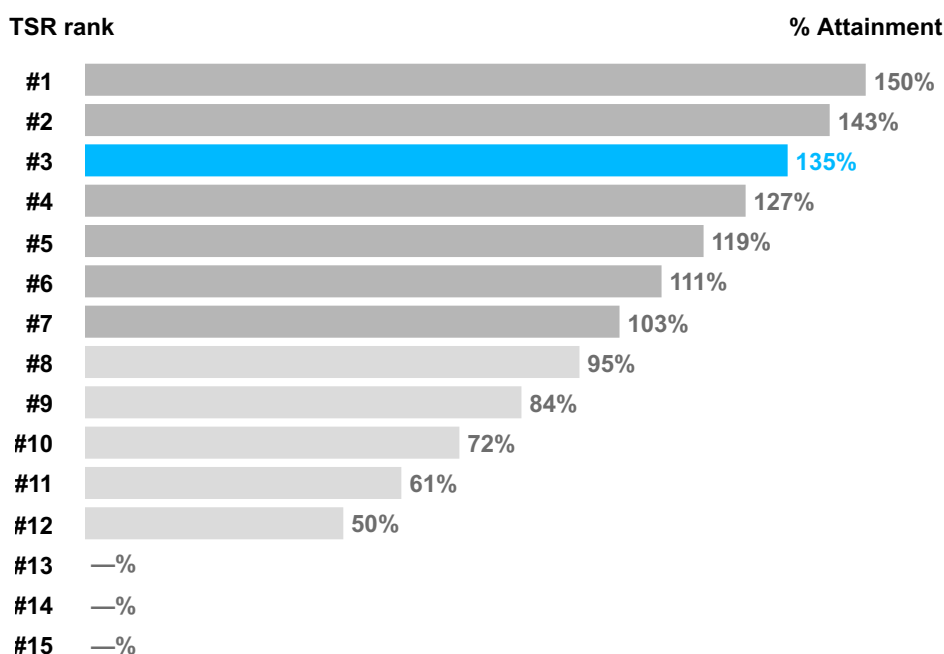
Metric that measures the total return on investment obtained by the shareholder. TSR is taken to be the sum of the dividends paid and the share price appreciation, taken as the difference between the arithmetic mean of the closing price of the share, rounded to the third decimal place, in the 20 sessions preceding the beginning date and the last 20 sessions of the years in which the end date falls. For these purposes, the beginning and end dates are as follows:

Long-term remuneration	2023-2025
Beginning date	1 January 2023
End date	31 December 2025

Banco Sabadell's TSR is compared with that of the following peer group:

Peer group		
ABN AMRO Group NV	Caixabank S.A.	Raiffeisen
Banco Bpm SpA	Erste Group	Skandinaviska Enskilda Banken AB
Bankinter S.A.	Intesa Sanpaolo SpA	Standard Chartered Bank
BBVA, S.A.	KBC Groep NV	Swedbank
BPER Banca	Mediobanca	

### Attainment scale:



### Percentage of attainment:

Since Banco Sabadell ranked #3 within the peer group, the percentage of attainment of this metric is 135%.

## Return on Tangible Equity (ROTE)

Index that measures the return on minimum equity required to attain the CET1 early warning indicator (EWI). The numerator is the profit attributable to the group and the denominator is the minimum equity required to attain the CET1 early warning indicator (EWI).

Attainment of the objective in connection with the Return on Total Equity is measured on the basis of the ROTE at the end of the period between December 2022 and December 2025.

### Attainment scale:

Value at end of period Dec. 2025	% attainment
< 8 %	0 %
> 8 %	50 %
10 % - 12 %	100 %
>12 % - <14 %	% attainment (straight-line basis)
> 14 %	150 %

### Percentage of attainment:

Since the average ROTE in the period from December 2022 to December 2025 was 13.5%, 137.50% of the objective is deemed to have been achieved.

## Sustainability

To reinforce the alignment of remuneration with the Group's commitment to sustainability, a synthetic sustainability indicator with a 20% weighting was added to the multi-year objectives set by the Group directly related to long-term remuneration. It is structured as a synthetic indicator linked to sustainable business (green finance, sustainability-linked finance, and other finance) and Diversity (% women in the management team).

An attainment scale is defined for the Sustainable Business indicator based on accumulated objectives for 2023-2025 and another scale is defined for the % of Women in the management team.

Scope	Metric	Weighting	Threshold	Maximum result	% Attainment
Sustainable Business	FAS financing	60 %	€29,000	€54,000	150.00 %
	Social finance				
	Finance linked to Sustainability				
	Other funding				
Diversity	% Female executives	40 %	33 %	37 %	102.08 %

### Percentage of attainment:

Based on the foregoing levels of attainment, attainment of the Sustainability objective is found to be 130.80%.

Considering the percentages of attainment of the objectives and their weightings, the final percentage of attainment of the 2023-2025 long-term remuneration objectives was 100.0%. On 2 February 2026, the Remuneration Committee determined that no adjustment of any type is required to be made to this percentage, resulting in the following distribution:

Director		
CEO	443 €	454,130
CRO	72 €	73,896

€ Thousand euro      ↗ Number of shares

The schedule for payment of this incentive, in accordance with the regulatory requirements, is as follows:

Director		2027 (60 %)	2028 (20 %)	2029 (20 %)
CEO	€	266	89	89
	↗	272,478	90,826	90,826
CRO	€	43	14	14
	↗	44,338	14,779	14,779

€ Thousand euro      ↗ Number of shares

#### Notes:

- These amounts are subject to the malus and clawback clauses established in the Director Remuneration Policy.
- The shares that are delivered are subject to lock-up as described in [section 3.1.2.B](#)) on short-term variable remuneration.

## C.2.) Long-term remuneration 2024-2026

Long-term remuneration for 2024 was approved in the same terms as for 2023, based on attainment of annual and multi-year objectives, establishing a reference amount of long-term remuneration (the amount to be received in the event of attaining 100% of the objectives).

Once 2024 had concluded, the reference amount was adjusted during the first quarter of 2025 based on the degree of attainment of the objectives for 2024 short-term variable remuneration.

Director	Initial target	Adjusted target	Cash (45 %)	No. of shares (55 %)
CEO	856 €	(856 x 128.05 %) 1,096 €	493 €	349,484
CRO	145 €	(145 x 126.51 %) 184 €	83 €	58,567

€ Thousand euro      ↗ Number of shares

These amounts are linked to attainment of the long-term objectives defined for the long-term remuneration 2024-2026 and may not exceed the indicated amounts in any event.

### C.3. Long-term remuneration 2025-2027

Long-term remuneration was approved for 2025 in the same terms as that approved for 2024, based on the fulfilment of annual and multi-year objectives.

Once 2025 had concluded, the reference amount was adjusted during the first quarter of 2026 based on the degree of attainment of the objectives for 2025 short-term variable remuneration; as indicated in this Report, the degree of attainment was 109.98% in the case of the CEO and 121.75% in the case of the CRO.

The Adjusted Target was calculated in February 2026 on the basis of the attainment of the 2025 Annual Variable Remuneration objectives, on a scale of 60%-150% of the initial target. The Adjusted Target is the sum of an amount in cash (45%) and an amount in Banco Sabadell shares (55%), calculated during the month of February 2026.

The multi-year targets will be measured at the beginning of 2028.

The adjusted target can be maintained or reduced, or even eliminated, depending on the degree of attainment of the Group's multi-year objectives.

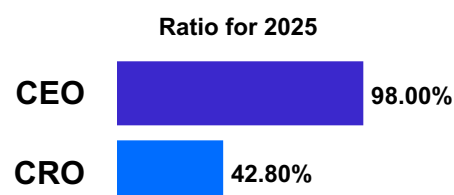
Director	Initial target	Adjusted target	Cash (45 %)	No. of shares (55 %)
CEO	1,000 €	1,100 €	495 €	131,481
CRO	173 €	210 €	95 €	34,706

€ Thousand euro      ↗ Number of shares

These amounts are linked to attainment of the long-term objectives defined for the long-term remuneration 2025-2027 ([see section 3.1.2.D](#)) and may not, in any event, exceed the indicated amounts.

### C.4. Ratio between fixed and variable components

The General Meeting of Shareholders on 20 March 2025 approved the maximum ratio between the executive directors' variable and fixed components at 200%. The proportion of variable to fixed remuneration items for each of the executive directors is shown below



## 2.1.2. Contractual conditions for executive directors, including termination indemnities

The executive directors' contractual conditions are described in [section 3.1.3](#).

No executive directors were removed in 2025, with the result that no termination indemnities accrued.

## 2.1.3. Malus and clawback clauses

As indicated in [section 2.1.1](#) in relation to short- and long-term variable remuneration, up to 100% of outstanding amounts are subject to the possibility of reduction or cancellation (malus clause) and the amounts already received may have to be repaid (clawback clauses).

The cases that would trigger such clauses are described in [section 3.1.2.B](#)); none of them arose in 2025.



## 2.2 Directors' remuneration for their functions as members of the Board of Directors

Director remuneration is established on the basis of reports on director remuneration in Spain published by KPMG and Spencer Stuart (Spencer Stuart Board Index), which report on the remuneration for membership of the Boards and Committees of Spain's main financial institutions.

In accordance with the power granted to the Board of Directors by the Director Remuneration Policy, and based on the review of the remuneration model and market practices, the Board of Directors resolved on 29 January 2025 to apply the same annual amounts as for 2024, as follows:

<i>(thousand euro)</i>	2025 remuneration	Attendance fees 2025 (per meeting)
<b>Members</b>	100	2
Additionally:		
<b>Chairman</b>	1,500	
<b>Deputy Chairman</b>	107	
<b>Lead Independent Director</b>	22	

Non-executive directors also received the following amounts for membership of Board Committees:

<i>(thousand euro)</i>	Position	Amount
<b>Strategy and Sustainability Committee</b>	Chairman	—
	Member	40
<b>Credit Delegated Committee</b>	Chairman	70
	Member	40
<b>Audit and Control Committee</b>	Chairman	70
	Member	40
<b>Appointments and Corporate Governance Committee</b>	Chairman	50
	Member	30
<b>Remuneration Committee</b>	Chairman	50
	Member	30
<b>Risk Committee</b>	Chairman	70
	Member	40

At a meeting on 25 November 2025, based on a the proposal by the Remuneration Committee, the Board of Directors approved the application of a temporary exception to the Remuneration Policy, allowing the payment of attendance fees to directors for four of the extraordinary meetings held during 2025 (€2,772 per director per meeting), linked to functions that cannot be delegated.

Based on the foregoing, the total amount actually collected by the members of the Board of Directors in 2025 is as follows (thousand euro):

Directors (thousand euro)	Director category	Board of Directors	Per diems*	Board of Directors Committees					
				RC	A&CGC	Rem C	A&CC	CrDC	S&SC
Josep Oliu Creus	Non-executive Chairman	1,600	34	0	0	0	0	0	0
Pedro Fontana García	Deputy Chairman Independent	207	34	0	50	0	0	70	40
César González-Bueno Mayer Wittgenstein	CEO	100	34	0	0	0	0	0	0
Ana Colonques García-Planas	Independent director	100	34	0	20	30	40	0	0
Aurora Catá Sala	Independent director	100	34	33	28	0	0	0	0
Luis Deulofeu Fuguet	Independent director	100	34	0	0	0	0	38	40
María José García Beato	Other external director	100	34	0	30	0	0	0	40
Mireya Giné Torrens	Independent director	100	34	0	10	50	0	23	0
Laura González Molero	Independent director	25	5	0	0	8	3	0	0
María Gloria Hernández Garcia	Independent director	67	25	23	0	0	19	0	0
George Donald Johnston	Lead Independent Director	122	32	64	0	0	0	0	30
David Martínez Guzmán	Proprietary director	92	29	0	0	0	0	0	0
Alicia Reyes Revuelta	Independent director	25	5	7	0	0	0	6	0
Margarita Salvans Puigbo	Independent director	58	23	0	0	15	20	0	0
Manuel Valls Morató	Independent director	100	34	40	0	0	70	0	0
David Vegara Figueras	Executive director	100	34	0	0	0	0	0	0
Pedro Viñolas Serra	Independent director	100	34	0	20	0	18	37	0

- RC** Risk Committee  
**A&CGC** Appointments and Corporate Governance Committee  
**RemC** Remuneration Committee  
**A&CC** Audit and Control Committee  
**CrDC** Credit Delegated Committee  
**S&SC** Strategy and Sustainability Committee

Mr. Luis Deulofeu Fuguet collected €30 thousand as an ordinary member of the Board of Directors of Sabadell Digital S.A.U.

Ms. Mireya Giné Torrens collected €30 thousand as an ordinary member of the Board of Directors of Sabadell Consumer Finance, S.A.

The Board of Directors met 19 times in 2025.

\* Includes extraordinary attendance fees.

The amounts actually received depend on the date of appointment and on meeting attendance, and they are detailed in the Statistical annex to this Report.

The directors did not collect any other supplementary remuneration from the Institution or any other Group institution in 2025 as consideration for services rendered other than those inherent to their position, or any other remuneration items such as advances, loans or guarantees, or any remuneration by virtue of payments by the Bank to a third party, or any other remuneration not disclosed in this report.





# 3. Director Remuneration Policy applicable in 2026

Banco Sabadell regularly reflects on its current Director Remuneration Policy, considering the following:

## The Bank's actual situation

- **Aligning** remuneration with the short- and long-term objectives set out in the Institution's strategy.
- **Commitment to sustainability:** this is an essential element of the Group's remuneration policy. The components of remuneration contribute to fostering action in environmental, social and governance (ESG) matters in order to make the business strategy sustainable and socially responsible.
- **Prudent risk management:** discouraging the taking of present and future risks that go beyond the level tolerated by the Group, while taking customers' interests into account.
- **Banco Sabadell's Remuneration Policy:** particularly the one applied to members of the Group's Identified Staff and Senior Management.

## External factors

- **Regulations:** strict compliance with the regulatory requirements on remuneration.
- **Stakeholders:** recommendations received in the course of Banco Sabadell's regular engagement with investors, shareholders and proxy advisors.
- **Market practices:** credit institutions that may compete for business or talent.
- **Governance:** general corporate governance recommendations at a national and international level.

During the year, based on proposals by the Remuneration Committee, the Board of directors applies the measures it considers to be appropriate in the Director remuneration system within the limits established by the Policy. However, if the Board of Directors considers that the measures to be implemented require an amendment to the policy or a new Remuneration Policy, it may propose such a change or a new Remuneration Policy to the General Meeting of Shareholders.

As disclosed in a communication of Other Relevant Information dated 5 February 2026, the Board of Directors, at a meeting on 5 February 2026, approved, by mutual agreement with Mr. César González-Bueno, his replacement as Chief Executive Officer of Banco Sabadell and accepted his resignation as a director of the Bank, effective at the next General Meeting of Shareholders. The Board of Directors also approved the appointment of Mr. Marc Armengol Dulcet as an executive director with the status of chief executive officer to fill the vacancy left by the resignation of Mr. César González-Bueno. The resignation and appointment will take effect at the end of the bank's next Ordinary General Meeting of Shareholders, provided that the European Central Bank has issued a fit and proper assessment of Mr. Marc Armengol Dulcet by that date. If it is received after that meeting, the change will take effect on the date on which that fit and proper clearance is received.

Furthermore, at the aforementioned meeting on 5 February 2026, the Board of Directors approved the appointment of Mr. Carlos Ventura Santamans as an executive director, to take charge of the business in Spain, including Corporate Banking, Retail Banking, Private Banking and the branch network.

In 2026, it will be necessary to draw up and approve the remuneration policy for 2027, 2028 and 2029, establishing the characteristics derived from the changes in the corporate governance structure, for submission to the next Ordinary General Meeting of Shareholders of Banco de Sabadell.

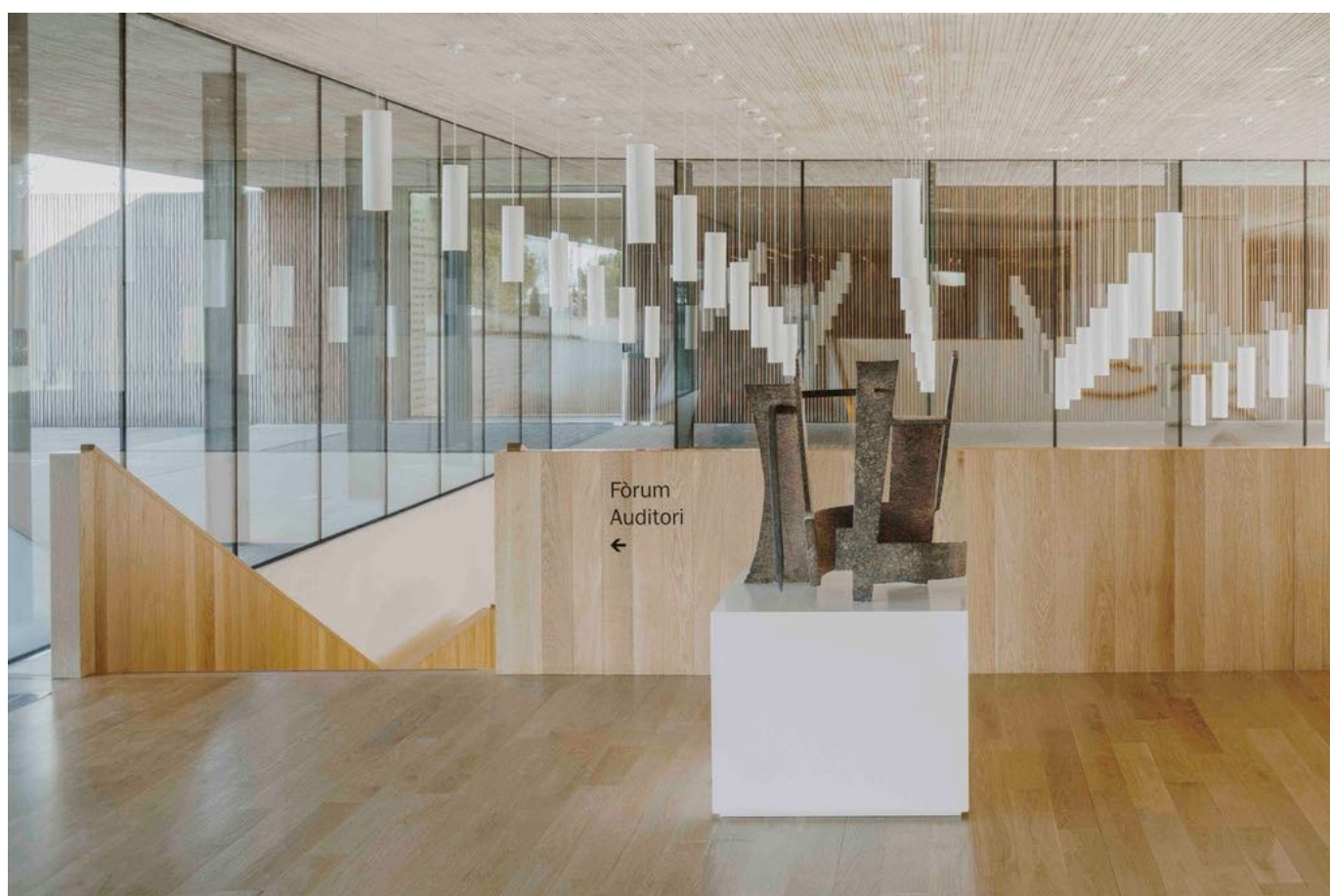


## 3.1. Remuneration for Executive Directors

### 3.1.1. Remuneration system

In addition to their remuneration for membership of the Board of Directors, executive directors are paid for performing executive functions, as provided in the Articles of Association of Banco Sabadell, under the same headings as members of Banco Sabadell Senior Management and the rest of the Identified Staff.

Executive director remuneration is set each year by the Board of Directors within the maximum overall amount established by the General Meeting of Shareholders by approving the Director Remuneration Policy for each remuneration item. The Board of Directors will comply with the applicable regulations, taking into account its specific status as a financial institution and in line with the items, terms and conditions established in the new Director Remuneration Policy, which takes a comprehensive view of total remuneration including all remuneration components and the relationship between them, striking an appropriate balance between fixed and variable remuneration, as well as between the distribution of short- and long-term payments, while safeguarding the rights and interests of shareholders, investors and customers.



The remuneration items for each executive director for 2026 are set out in this section 3.1. The Chief Executive Officer, Mr. César González-Bueno, will receive the proportional amount of remuneration until the 2026 Annual General Meeting of Shareholders, or until the date his resignation takes effect, if later. The remuneration envisaged for 2026 for Chief Executive Officer, Mr. Marc Armengol Dulcet, will be proportional to date on which his appointment to that position takes effect.

The effective date of both the resignation and the appointment of the Chief Executive Officer will be the date of the General Meeting of Shareholders or the date of receipt of the required clearance from the European Central Bank, if later.

2026 remuneration, annualized <sup>(2)</sup> <i>(thousand euro)</i>	CEO (Mr. César González-Bueno)	CEO (Mr. Marc Armengol Dulcet)
<b>Fixed salary</b>	2,070 <sup>(1)</sup>	1,375
<b>Benefits and remuneration in kind</b>	Similar amounts to 2025	**
<b>Retirement and savings plans</b>	301	301
<b>Short-term variable remuneration</b>	Target*: 1,035 Maximum: 1,490	Target*: 750 Maximum: 1,080
<b>Long-term remuneration</b>	Target*: 1,035 Maximum: 1,490	Target*: 750 Maximum: 1,080

(1) After personal income tax withholdings, the CEO, Mr. César González-Bueno, must systematically a net annual amount equivalent to €300 thousand gross of his fixed remuneration in shares of Banco Sabadell, S.A. Those shares will be under lock-up for a period of five years or until the date of abandoning the Institution, whichever is earlier.

The remuneration of the CRO and General Manager-Spain are detailed below:

2026 remuneration, annualized <sup>(2)</sup> <i>(thousand euro)</i>	CRO (Mr. David Vegara Figueras)	General Manager - Spain (Mr. Carlos Ventura Santamans)
<b>Fixed salary</b>	717	1,052
<b>Benefits and remuneration in kind</b>	Similar amounts to 2025	**
<b>Retirement and savings plans</b>	137	317
<b>Short-term variable remuneration</b>	Target*: 111 Maximum: 160	Target*: 591 Maximum: 851
<b>Long-term remuneration</b>	Target*: 179 Maximum: 258	Target*: 263 Maximum: 379

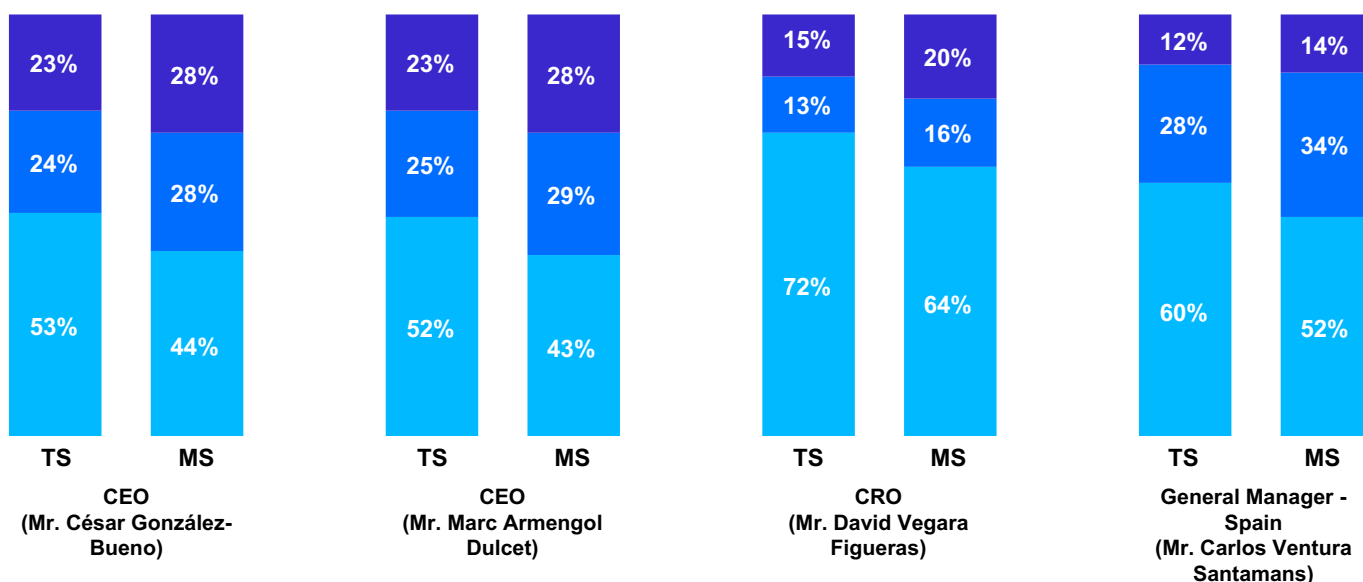
\* Target: remuneration to be allocated in the event that 100% of the objectives are achieved.

Maximum: maximum amount of the variable remuneration to be allocated in the event of exceeding the objectives.

\*\* With regard to benefits and remuneration in kind, it is envisaged that the new executive directors will receive, under the same conditions, the goods and services to which the rest of the Bank's staff are entitled for these purposes and those defined at any given time for senior management.

(2) These amounts are expressed in annualised terms, regardless of the effective date of appointment or termination; the actual amount paid is proportional to the time spent in office.

Accordingly, the proportion between an executive director's fixed and variable remuneration, assuming attainment of the objectives and a maximum attainment scenario, is as follows:



- Fixed salary + benefits + pension benefits
  - Short-term variable remuneration + discretionary pension benefits
  - Long-term remuneration
- TS** Target scenario  
**MS** Maximum scenario



## Scheme for payment of short-term variable remuneration

2026	2027	2028	2029	2030	2031	2032
Incentive target	40% Initial payment					
	50% €	12% Deferred payment	12% Deferred payment	12% Deferred payment	12% Deferred payment	12% Deferred payment
	50% ↗	45% €	45% €	45% €	45% €	45% €
		55% ↗	55% ↗	55% ↗	55% ↗	55% ↗
Earning period	Payment period					

€ Cash

↗ Shares

## Scheme for payment of long-term variable remuneration

2026	2027	2028	2029	2030	2031	2032
Incentive target	Adjusted target			60% Initial payment		
				45% €	20% Deferred payment	20% Deferred payment
				55% ↗	45% €	45% €
					55% ↗	55% ↗
Earning period			Vesting period	Payment period		
<p>The Adjusted Target will be calculated in February 2027 based on the attainment of the 2026 Annual Variable Remuneration objectives (60%-150% of the initial target). The Adjusted Target is the sum of an amount in cash (45%) and an amount in Banco Sabadell shares (55%), calculated during the month of February 2027.</p>			<p>Early 2029: Measurement of multi-year objectives</p>			
<p>The adjusted target can only be maintained or reduced, or even eliminated, depending on the degree of attainment of the Group's multi-year objectives.</p>						

€ Cash

↗ Shares

## 3.1.2. Details of the remuneration items

In accordance with the Director Remuneration Policy, the Board of Directors is empowered, on the motion of the Remuneration Committee, to set the amounts of annual fixed and variable remuneration for each of the executive directors within the maximum established amounts.

### A. Fixed remuneration

In accordance with the Director Remuneration Policy, the maximum combined amount of fixed remuneration for executive directors is €6 million per year: Within that limit, which includes fixed annual remuneration in cash and in shares as well as benefits and retirement and long-term savings plans as specified by contract, the Board of Directors sets the individual remuneration amounts based on a favourable report by the Remuneration Committee.

The amounts comprising the fixed remuneration of the executive directors under the applicable Policy are listed below:

Description	Additional information
<b>Fixed salary</b>	Paid monthly in cash. This remuneration is set by the Board of Directors on the motion of the Remuneration Committee.
<b>Benefits and remuneration in kind</b>	In 2025, the executive directors are beneficiaries of, inter alia, a group life insurance policy, school aid and Christmas hamper (as applicable to all the Bank's employees) and a medical insurance policy and risk coverage (also applicable to the Bank's management team), and they have the use of a vehicle on the same terms as the other members of Senior Management.
<b>Pension plan</b>	Like all other employees, the executive directors are members of the B Group defined contribution occupational pension plan, which pays out on retirement as an employee.
<b>Retirement and savings plans*</b>	The CEO is the beneficiary of a defined-contribution group savings insurance policy that pays out upon termination of the contract, death or absolute permanent disability, conditional upon diligent performance in his capacity as CEO. The CRO and the General Manager-Spain are the beneficiaries of a defined-contribution executive group insurance policy which will pay out in the event of effective retirement, death or permanent and absolute disability, except where, in the absence of express interest on the part of Banco Sabadell, the beneficiary continues to work at Banco Sabadell beyond the age defined by law for collecting retirement benefit, in which case all economic rights are forfeited. Both policies allow for the benefit to be received as a lump sum, an annuity or a combination of the two, in accordance with current legislation. The plans are compatible with termination indemnities.

(\*) Discretionary pension benefits: from the entry into force of Bank of Spain Circular 2/2016, of 2 February, to credit institutions, on supervision and capital adequacy, which completes the adaptation of Spanish law to Directive 2013/36/EU and Regulation (EU) 575/2013, 15% of contributions are treated as discretionary pension benefits and, consequently, are linked to the percentage attainment of the beneficiary's short-term objectives, capped at 100% of the amount.

Consequently, 15% of the contributions to be made in 2026 in relation to the group executive insurance policy on behalf of the CEO and CRO will be adjusted on the basis of the degree of attainment of the short-term variable remuneration objectives.

Description <i>(thousand euro)</i>	CEO (Mr. César Gonzalez-Bueno)	CEO (Mr. Marc Armengol Dulcet)	CRO (Mr. David Vegara Figueras)	General Manager - Spain (Mr. Carlos Ventura Santamans)
<b>Fixed salary</b>	2,070 <sup>(1)</sup>	1,375	717	1,052
<b>Benefits and remuneration in kind</b>	Similar amounts to 2025 <sup>(2)</sup>	*	Similar amounts to 2025 <sup>(2)</sup>	*
<b>Pension plan</b>	1	1	1	1
<b>Retirement and savings plans</b>	300	300	136	316

(1) After personal income tax withholdings, the CEO, Mr. César González-Bueno, must systematically invest a net annual amount equivalent to €300 thousand gross of his fixed remuneration in shares of Banco Sabadell, S.A. Those shares will be under lock-up for a period of five years or until the date of abandoning the Institution, whichever is earlier.

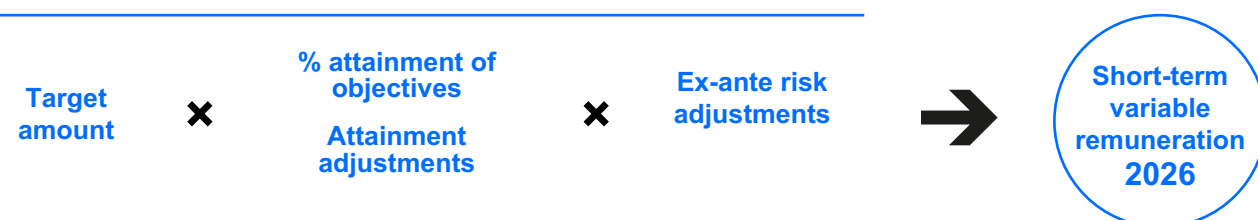
(2) The amounts in 2025 are detailed in [section 7](#). Statistical annex, table i).

\* With regard to benefits and remuneration in kind, it is envisaged that the new executive directors will receive, under the same conditions, the goods and services to which the rest of the Bank's staff are entitled for these purposes and those defined at any given time for senior management.

The CRO's remuneration is predominantly fixed in order to reflect the nature of his work and so as not to compromise his independence vis-à-vis the business units that he oversees.

## B. 2026 Short-term variable remuneration

The Director Remuneration Policy establishes that short-term variable remuneration is calculated as follows:



### B.1. Target and maximum amounts

Description	Additional information
<b>Short-term variable remuneration</b>	<p>Reflect performance in the year, measured through annual objectives aligned with the risk incurred. The executive directors are assigned Group objectives, which include risk control and management metrics, and capital metrics, and may also have strategic objectives, with a weighting assigned to each indicator, and a scale of attainment.</p> <p>The objectives assigned to each executive director for 2026 are set out in this section.</p>

Description <i>(thousand euro)</i>	CEO (Mr. César Gonzalez-Bueno)	CEO (Mr. Marc Armengol Dulcet)	CRO (Mr. David Vegara Figueras)	General Manager - Spain (Mr. Carlos Ventura Santamans)
<b>Short-term variable remuneration</b>	Target: 1,035 Maximum: 1,490	Target: 750 Maximum: 1,080	Target: 111 Maximum: 160	Target: 591 Maximum: 851

## B.2. Objectives and metrics

The breakdown of the objectives for 2026 is as follows:

### Group objectives for 2026:

Metric	Weighting
Group net profit	10 %
ROTE	15 %
Capital generation	10 %
Net interest income plus net fees and commissions	10 %
Group expenses + Depreciation & amortization	10 %
Asset quality	15 %
Market share	10 %
Service quality	10 %
Sustainability	10 %

### Definition of objectives:

Metric	Definition
Group net profit	Profit that is directly attributable to the parent company, calculated by deducting minority interests from profit for the year.
ROTE	<i>Return on tangible equity.</i>
Capital generation	Change in the year in the CET1 ratio plus dividends accrued in the year
Net interest income + Net fees and commissions	Banco Sabadell Group consolidated net interest income plus net fees and commissions in 2025.
Group expenses + Depreciation & amortization	Personnel expenses + General expenses + Depreciation + Amortisation + Recovery costs
Asset quality	Cost of Risk (5 %) + NPA volume (5 %) + Coverage ratio (5 %).
Market share	A synthetic indicator focused on increasing profitability and revenue. It is composed of indicators of market share of loans and advances in Spain, market share of net fees and commissions with respect to credit institutions operating in Spain, and market share of active customers in the private individuals segment.
Service quality	A synthetic indicator that reflects the rating of service quality by the Group's customers, distinguishing between commercial segments and relationship channels, and the employee satisfaction index.
Sustainability	A synthetic valuation indicator comprising metrics linked to sustainable business (green and sustainability-linked financing), diversity (% female executives), upgrades by the main rating agencies/ESG indices and Sustainable Finance Plan.

As part of the review of the Banco Sabadell Group's annual objectives for 2026, and in line with supervisory recommendations aimed at strengthening prudent risk management and capital adequacy, a new strategic indicator has been added: Capital Generation.

This objective, defined as the change in the CET1 ratio during the year plus dividends accrued in the same period, aims to reinforce the Bank's commitment to improving capital adequacy and creating sustainable value for shareholders. Adding this indicator also entails an increase in the weighting of control and risk objectives in the Group's

overall annual objectives, rising from 15% in 2025 (just one objective) to 25% in 2026 (two objectives).

With this measure, the Banco Sabadell Group is advancing in aligning its remuneration policy with good practices in corporate governance and with the expectations of supervisory bodies, ensuring that variable remuneration is linked to profitability, financial soundness and appropriate risk management.

## Objectives of the CEO

In the case of the CEO, 80% of the objectives are linked to the Group's objectives and the other 20% depend on an individual qualitative assessment adopted by the Remuneration Committee on the motion of the Chairman.

### Table of objectives

<b>80%</b>	<b>Group objective</b>
<b>20%</b>	<b>Valoración cualitativa individual</b>

## Objectives of the CRO

The methods used to set the CRO's objectives and determine his variable remuneration must not compromise his objectivity or independence.

In the case of the CRO, 25% of the objectives are linked to the Group's objectives and the other 75% is indexed to individual objectives that, in turn, are composed of functional objectives (55%) and an individual qualitative assessment (20%). These functional objectives are aligned with the oversight functions he performs, independent of the business and corporate areas, and are focused on the oversight and monitoring of transactions and of the risks that arise from such transactions, ensuring compliance with applicable laws, rules and regulations, and advising management on matters in his area of expertise.

### Table of objectives

<b>25%</b>	<b>Group objective</b>
<b>55%</b>	<b>Functional objectives</b>
	<ul style="list-style-type: none"> <li>Contribution to improving the SREP results</li> <li>Management satisfaction and diversity</li> <li>Contribution to the proper functioning of the Risk Committee</li> <li>Fulfilment of 2LoD action plans</li> <li>Development and implementation of the annual regulatory model plan</li> <li>Stress test improvements and proper delivery of geopolitical stress test</li> <li>Increase external impact of Public Policy area</li> </ul>
<b>20%</b>	<b>Individual qualitative assessment</b>

In this regard, the functional objectives set for the CRO for 2026 revolve around the following parameters:

Quantitative objectives include contributing to improvements in the SREP result and Management Satisfaction and Diversity. The Satisfaction objective is measured through engagement surveys conducted among the entire workforce and evaluating the change in the score compared to the previous year. The diversity objective refers to the scope of the manager's responsibility.

Qualitative objectives: contributing to the proper functioning of the Risk Committee, fulfilment of the second line of defence (2LoD) action plans, development and implementation of the annual regulatory model plan, stress test improvements and proper delivery of the geopolitical stress test exercise, and increasing the external impact of the Public Policy area.

Of the CRO's functional objectives, 40% are quantitative while the other 60% relate to qualitative assessments made by the Risk Committee.

## Objectives of the General Manager - Spain

In the case of the General Manager - Spain, 30% of the objectives are linked to the Group's objectives and the other 70% are indexed to individual objectives that, in turn, are composed of functional objectives (50%) and an individual qualitative assessment (20%). These functional objectives are aligned with his duties as head of the business in Spain, which includes Corporate Banking, Retail Banking, Private Banking and the branch network.

Since his appointment in charge of these areas is recent, the functional objectives will be set shortly by the Board of Directors, at the proposal of the Remuneration Committee, and will be disclosed in the pertinent public reports.

### B.3. Attainment scale

	% attainment		
	<50%	50% - 150%	>150%
Group objectives	0%	50% - 150%	150%
Functional objectives	0%	50% - 150%	150%
Individual qualitative assessment		Max. 120%	

Regarding the Group objectives, which are applied as functional objectives for the CEO, attainment parameters have been set between 50% and 150% for each of the objectives, based on a non-linear scale of attainment established beforehand by the Remuneration Committee for each objective. Attainment of under 50% is considered as 0% for the purposes of counting overall attainment.

In the case of the CRO's functional objectives, the attainment parameters are set between 50% and 150%.

In the qualitative assessment, attainment is capped at 120%.

In order to qualify for variable remuneration, overall attainment of the objectives must exceed 60%. No variable remuneration is accrued under 60%, and no additional variable remuneration is accrued above 144%.

## B.4. Prudential adjustments for attainment of objectives

The amount to be actually received will be determined by the degree of attainment of the established Group objectives, adjusted by a correction factor based on the relationship between the Institution's capital (CET1 and MREL) and liquidity (Liquidity Coverage Ratio) and the limits set in the Risk Appetite Statement (RAS). Failure to meet any of these indicators will result in a reduction in variable remuneration; failure to meet the RAS tolerance threshold for these indicators will result in zero attainment of the Group's 2026 objectives.

In addition, there are prudential mechanisms for adjusting the CRO's individual attainment, based on exceedance of expected loss thresholds in terms of operational risk and/or internal control indicators.

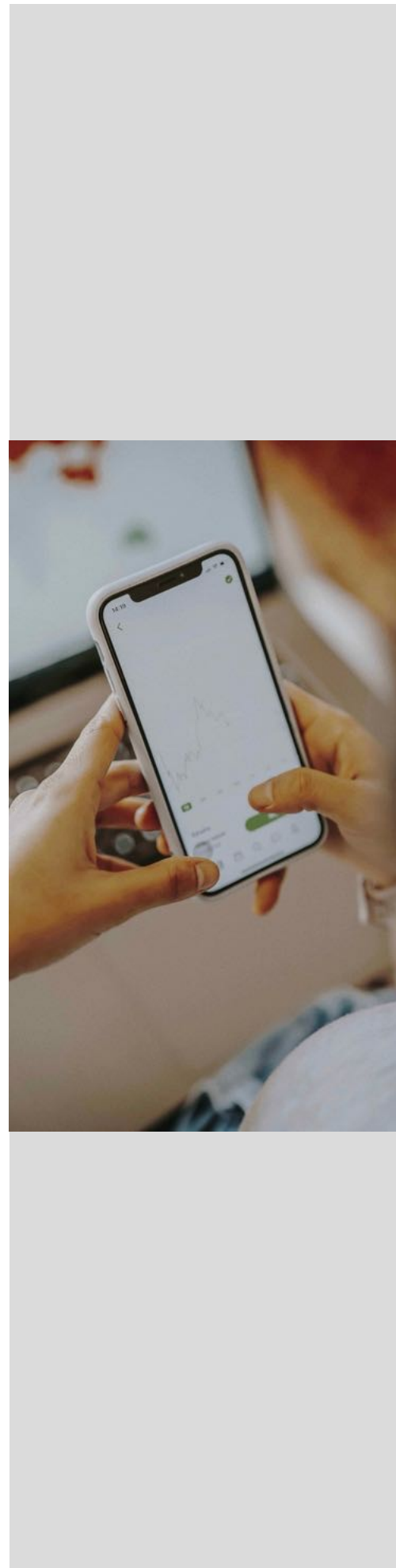
## B.5. Ex-ante risk adjustments

The amount of any short-term remuneration item is subject to downward adjustment at the discretion of Board of Directors, on a motion by the Remuneration Committee, and may even be reduced to zero, depending on the following parameters:

- An adjustment to variable remuneration based on risk profile and earnings performance. The adjustment may be applied at Group, unit, country or even individual level, to reflect the various classes of risk. This variable remuneration adjustment, which can reduce the initial pool of available remuneration to zero, ensures that the variable remuneration is fully aligned with the risks assumed. The variable remuneration adjustment will cover all the cases or situations that might have an impact on the Group's risk profile and that were not fully factored into the assessment of the objectives set at the beginning of the year, and will be related to risk and control factors such as breaches of standards and regulations, exceedance of risk limits (e.g. RAS [capital, liquidity] or exceedance of expected loss thresholds in terms of operational risk) and/or internal control indicators (e.g. results of internal audits) or similar items.
- The possibility of reduction to zero if the Bank's capital is less than the Maximum Distributable Amount (MDA) determined by regulation at any given time.
- The executive directors' variable remuneration for 2026 incorporates an automatic adjustment mechanism. Under this mechanism, accrual of variable remuneration is contingent on attainment of thresholds for attributable net profit and the CET1 capital ratio, which will be defined each year by the Board of Directors.

If Net Profit and the CET1 ratio do not reach the thresholds, there will be no entitlement to annual variable remuneration. This mechanism ensures that variable remuneration is aligned with the Bank's financial strength and stability, ensuring that payments linked to its overall performance are only made when the established profitability and solvency requirements are met.

The purpose of this adjustment is to strengthen the link between variable remuneration and the ability to generate sustainable profits and maintain adequate capital, thereby contributing to prudent risk management and the long-term sustainability of the Banco Sabadell Group.



## B.6. Malus and clawback clauses

Short-term variable remuneration and long-term remuneration that has not yet been collected (up to 100% of the amount) may be reduced or cancelled (malus clause) or clawed back in the event of poor financial performance by the Bank as a whole or by a specific division or area or by the exposures generated by the executive director in question. They will also apply in the event of actions or omissions by the executive director to whom they are applicable that are in breach of the applicable regulations or the internal rules of the Company or that are otherwise irregular. It is not necessary for there to be malice or negligence in order for these clauses to apply. For these purposes, the performance assessment will be compared with subsequent performance of the variables that contributed to achieving the objectives.

The following factors will be considered:

- Significant failures in risk management by the Institution or a business unit.
- An increase in capital requirements at the Institution or one of its business units not envisaged at the time that the exposure was generated.
- Regulatory penalties or legal convictions for events attributable to the unit or its managers. Failure to comply with the Institution's internal codes of conduct.
- Improper conduct, whether individual or collective. Particular consideration will be given to the negative effects deriving from marketing unsuitable products and the liability of the persons or bodies making such decisions.

Malus clauses may be triggered during the period in which variable remuneration is deferred. Clawback clauses may be triggered from the time the remuneration is paid up to conclusion of the corresponding lock-up period. Application of clawback clauses may be supplementary to the application of malus causes so that, in addition to forfeiting amounts not yet received, the executive director may be required to refund part or all of the amounts already received as short-term variable remuneration or long-term remuneration.

The Remuneration Committee must review the situation each year in order to make a proposal to the Board of Directors, if necessary, based on a report by the People and Sustainability Division, and after seeking the opinion of the Internal Control Division, the Finance Division and the Compliance Division as to whether circumstances have arisen to reduce or cancel the deferred remuneration or trigger clawback of variable remuneration already collected by an executive director, depending on the characteristics and circumstances of each particular case.

## B.7. Payment procedure

This remuneration is deferred and paid in equity instruments, in accordance with the applicable regulations.

Accordingly, actual receipt of the executive directors' short-term variable remuneration for 2026 will be subject to the following scheme (see [section 3.1.1](#)):

- 40% of the variable remuneration for 2026 will be paid in 2027, split 50% in cash and 50% in Banco Sabadell shares (valued at the closing market price in the last trading session in the month in 2027 when it is paid), the shares being subject to a lock-up of at least one year.\*
- 60% of the variable remuneration for 2026 will be deferred over a five-year period, with one-fifth being paid in each of the years 2028, 2029, 2030, 2031 and 2032, split 45% in cash and 55% in Banco Sabadell shares (the number being determined on the basis of the closing market price in the last trading session in the month in 2027 when they are delivered).

\* Variable remuneration paid in shares is subject to lock-up of at least one year. In line with recommendation 62 of the Code of Good Governance, unless executive directors own shares amounting to the equivalent of twice their fixed annual remuneration, they may not dispose of the shares they receive until at least three years have elapsed from the time of delivery. The above condition will not apply to any shares that the director must dispose of to cover tax obligations related to their delivery.

The use of personal hedging strategies or any mechanism that guarantees receipt of part or all of the variable remuneration is not permitted.

## C. Long-term remuneration 2026-2028

Executive directors receive long-term remuneration granted each year in overlapping cycles.

The long-term remuneration scheme for 2026-2028 is based on the attainment of annual and multi-year objectives (3 years), where a reference amount of long-term remuneration (amount to be received in the event of 100% attainment of both annual and multi-year objectives) is established at the beginning of the cycle.

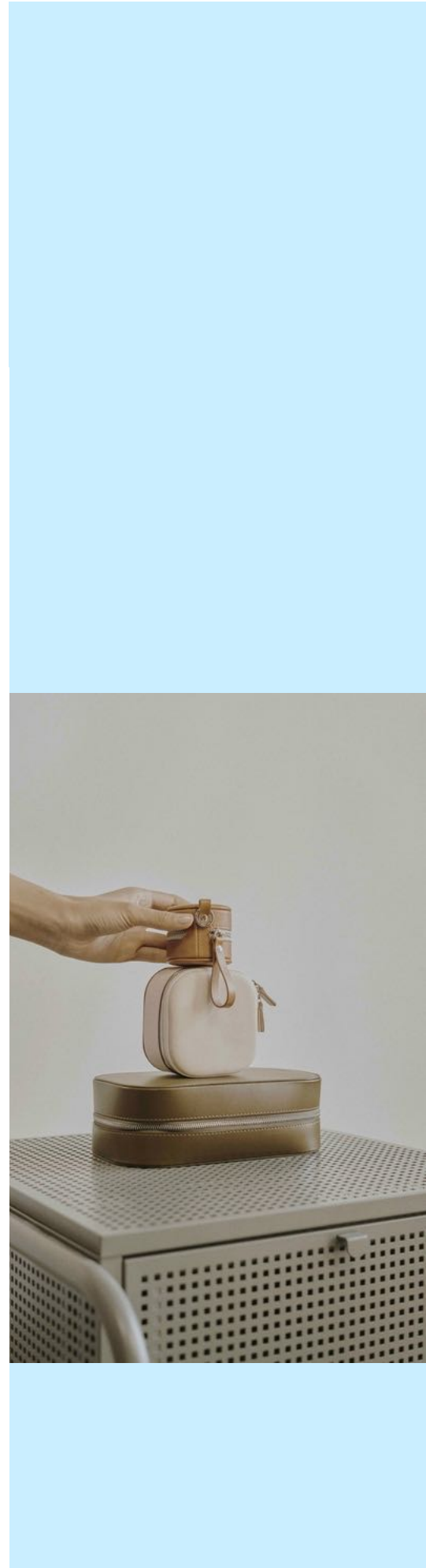
After the first year of the cycle has concluded, the reference amount is adjusted during the first quarter based on the following factors:

- Degree of attainment of the objectives for short-term variable remuneration in the first year of the cycle.
- Ex-ante adjustments, if any.

This adjustment may result in the reference amount being zero or, in the event of overachievement of annual objectives, at most 144% of the reference amount in the case of both directors.

Payment of the adjusted reference amount, determined as a cash amount (45%) and a number of shares (55%), will depend on the degree of attainment of the multi-year objectives (period of three years). The final amount to be paid may not exceed the adjusted reference amount (which may not be increased in any event).

Additionally, as in the case of annual objectives, a risk-related correction factor will be applied that includes indicators relating to capital (CET1 and MREL) and liquidity (Liquidity Coverage Ratio), and an attainment adjustment. Breach of the tolerance threshold in the RAS for liquidity or capital adequacy result in the long-term remuneration being reduced to zero.



## C.1.) Target and maximum amounts

Description	Additional information
<b>Long-term remuneration</b>	<p>Measure the Group's and the executive director's performance over a multi-year time-scale.</p> <p>The annual objectives determine the amount assigned, to the same extent as in the case of short-term variable remuneration. Based on that amount, the multi-year objectives determine the amount to be actually received, which may be less (but never more) than the amount assigned on the basis of annual objectives.</p> <p>The objectives assigned to each executive director for the various cycles that are current in 2026 are set out in section 3.1.2.C).</p>

Description	CEO (Mr. César Gonzalez-Bueno)	CEO (Mr. Marc Armengol Dulcet)	CRO (Mr. David Vegara Figueras)	General Manager - Spain (Mr. Carlos Ventura Santamans)
<i>(thousand euro)</i>				
<b>Long-term remuneration</b>	Target: 1,035 Maximum: 1,490	Target: 750 Maximum: 1,080	Target: 179 Maximum: 258	Target: 263 Maximum: 379

## C.2.) Objectives and metrics

The same objectives as for short-term variable remuneration are applicable to determine the adjusted reference amount.

The indicators for the multi-year objectives for the period 2026-2028 are detailed below.

Objective	2026-2028
Total Shareholder Return (TSR)	30%
Return on Tangible Equity (ROTE)	30%
Capital generation	20%
Sustainability	20%

The main features of each of those metrics are described below:

### Relative Total Shareholder Return (Relative TSR)

#### Definition:

A metric of the shareholders' total return on investment. TSR is taken to be the sum of the dividends paid and the share price appreciation, taken as the difference between the arithmetic mean of the closing price of the share, rounded to the third decimal place, in the 20 sessions preceding the beginning date and the last 20 sessions of the year in which the end date falls. For these purposes, the beginning and end dates are as follows:

Long-term remuneration	2026-2028
Beginning date	1 January 2026
End date	31 December 2028

In order to apply market best practices and in line with the recommendations received in Banco Sabadell's regular engagement with investors, shareholders and proxy advisors, the improvements introduced in 2026 to calculate attainment of the TSR indicator have been maintained:

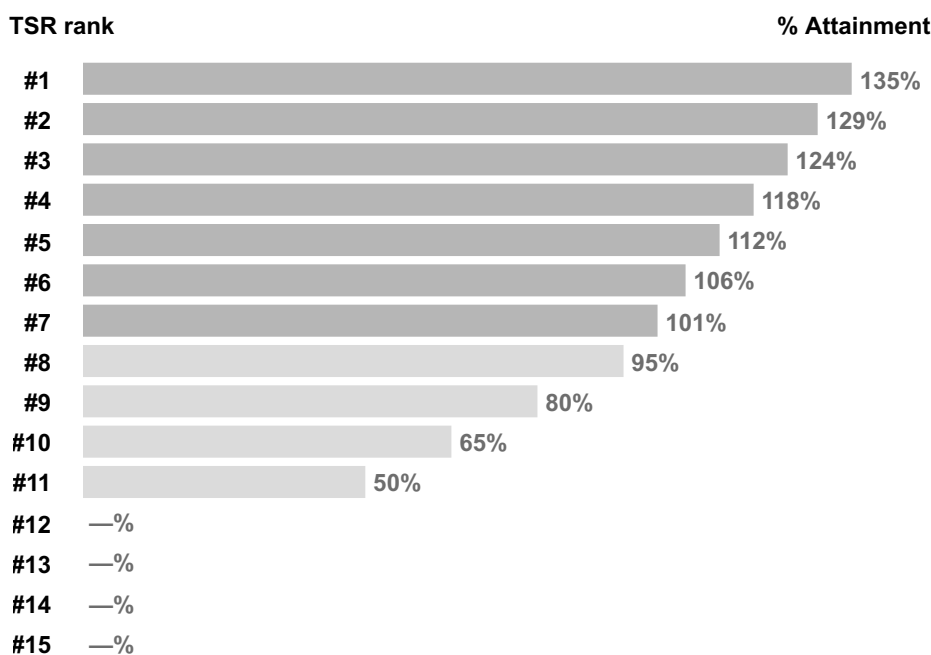
- The maximum level of attainment is 135%.
- Attainment of more than 100% requires that the TSR exceed the median.
- Any position in the last quartile entails 0% attainment.

Banco Sabadell's TSR will be compared with that of the following peer group:

<i>Peer group</i>		
ABN AMRO Group NV	Caixabank S.A.	Raiffeisen
Banco Bpm SpA	Commerzbank AG	Skandinaviska Enskilda Banken AB
Bankinter S.A.	Erste Group	Standard Chartered Bank
BBVA, S.A.	Intesa Sanpaolo SpA	Swedbank AB
BPER Banca, SpA	KBC Groep NV	

To ensure that the comparison is made on a like-for-like basis, the Board of Directors has the power, based on a proposal from the Remuneration Committee, to adapt, where appropriate, the composition of the sample of entities in the event of unforeseen circumstances affecting the aforementioned companies (e.g. mergers, spin-offs, delisting, etc.) and to adapt the TSR calculation for any transactions (e.g. rights issues) by those entities that affect the value of the shares.

#### Attainment scale:



## Return on Tangible Equity (ROTE)

### Definition:

Recurring ROTE is determined as the average of the values obtained in the months of December during the measurement period (2026-2028).

### Attainment scale:

The following attainment scale is defined:

0%	50%	100%	150%
<14 %	>14 %	15 % - 16 %	>17 %

Attainment is increased on a straight-line basis for attainment between 50% and 100% and between 100% and 150%.

## Capital generation

Capital generation (pb) is a financial indicator that assesses the Group's ability to increase common equity during the 2026-2028 period. The indicator combines:

- The change in the CET1 capital ratio between the beginning and end of the period, taking into account any shareholder remuneration, in relation to risk-weighted assets (RWA) at year-end.

### Attainment scale:

The following attainment scale is defined:

50 %	100 %	150 %
130 %	170 %	210 %

- Additionally, this indicator will measure the percentage of attainment based on Banco Sabadell's ranking in the peer group according to this metric at the end of the measurement period, using the same attainment scale as for the Relative TSR target.

## Sustainability

### Definition:

A synthetic indicator that combines two of the bank's major ESG goals, one environmental and one social, thereby reinforcing Banco Sabadell's commitment to sustainability in the broadest sense. Specifically, it combines:

- Sustainable Business (environmental component): measures the volume of sustainable financing mobilised by the Group, including FAS financing (transactions aligned with the EU taxonomy for sustainable activities), sustainability-linked financing, social impact financing and other sustainable finance.
- Management Diversity (social component): reflects the percentage of women in management positions within the Group. A multi-year target has been set to increase female representation in senior management by 2028, in line with the bank's stated commitments on gender equality.

The Sustainability Indicator combines both components to obtain a single result. Currently, the internal methodology for calculating the indicator assigns greater weight to Sustainable Business (60%) than to Diversity (40%), thus ensuring that the environmental dimension

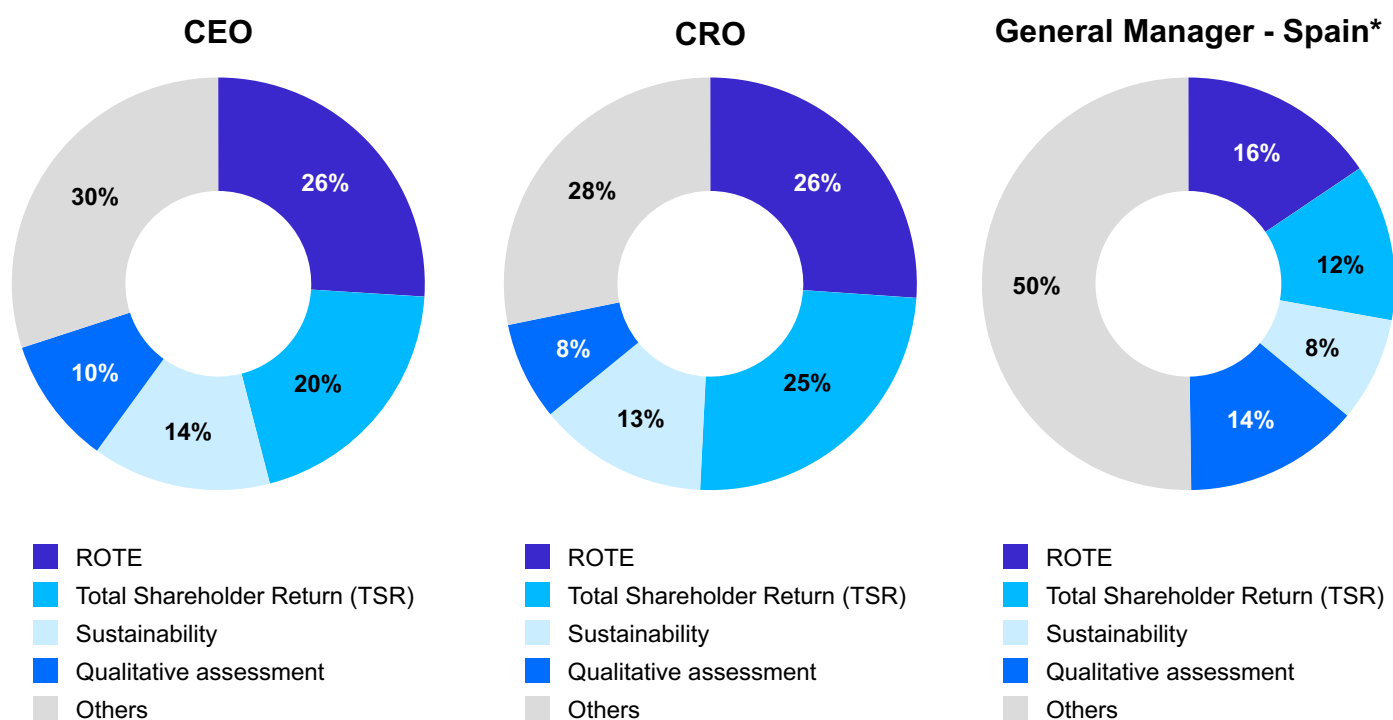
(sustainable financing) has a proportionally greater impact, while continuing to give importance to the social dimension (gender diversity).

In short, this multi-year sustainability indicator (ISos) links directors' long-term variable remuneration to specific targets in the environmental (growth in sustainable financing) and social (greater gender diversity in leadership) dimensions.

**Attainment scale:**

An attainment scale is defined for the Sustainable Business indicator based on accumulated objectives for 2026-2028 and another scale is defined for the percentage of Women in the management team.

**C.3.) Proportion of total variable remuneration with respect to target metrics**



\* In the case of the General Manager - Spain, this proportion takes account only of the indicators already set in the Group's annual and multi-year objectives. This proportion may be updated once the final objectives have been approved, at which point the functional objectives (currently in the "Others" category) will be incorporated.

## D) Long-term remuneration 2024-2026 and 2025-2027

The indicators of the long-term remuneration plans in force and covering the year 2026, which, like the one corresponding to the period 2026-2028, are based on the attainment of annual and multi-year (3 years) objectives, where a reference amount for the long-term remuneration (amount to be received in the event of 100% attainment of both annual and multi-year objectives) is established at the beginning of the cycle, are summarized below.

The amounts established for each of these two plans are detailed in [section 2.1.1.C](#)).

Objective	2024-2026	2025-2027
Total Shareholder Return (TSR)	40%	40%
Return on Tangible Equity (ROTE)	40%	40%
Sustainability	20%	20%

### Relative Total Shareholder Return (Relative TSR)

#### Definition:

A metric of the shareholders' total return on investment. TSR is taken to be the sum of the dividends paid and the share price appreciation, taken as the difference between the arithmetic mean of the closing price of the share, rounded to the third decimal place, in the 20 sessions preceding the beginning date and the last 20 sessions of the year in which the end date falls. For these purposes, the beginning and end dates are as follows:

Long-term remuneration	2024-2026	2025-2027
Beginning date	1 January 2024	1 January 2025
End date	31 December 2026	31 December 2027

Banco Sabadell's TSR will be compared with that of the following peer group in the 2024-2026 plan:

#### Peer group 2024-2026

ABN AMRO Group NV	Caixabank S.A.	Raiffeisen
Banco Bpm SpA	Erste Group	Skandinaviska Enskilda Banken AB
Bankinter S.A.	Intesa Sanpaolo SpA	Standard Chartered Bank
BBVA, S.A.	KBC Groep NV	Swedbank AB
BPER Banca, SpA	Mediobanca	Virgin Money

For the 2025-202XXX plan, Banco Sabadell's TSR will be compared with that of the following companies (peer group):

#### Peer group 2025-2027

ABN AMRO Group NV	Caixabank S.A.	Raiffeisen
Banco Bpm SpA	Erste Group	Skandinaviska Enskilda Banken AB
Bankinter S.A.	Intesa Sanpaolo SpA	Standard Chartered Bank
BBVA, S.A.	KBC Groep NV	Swedbank AB
BPER Banca, SpA	Mediobanca	Commerzbank AG

## Attainment scale

TSR rank	% Attainment
#1	135%
#2	129%
#3	124%
#4	118%
#5	112%
#6	106%
#7	101%
#8	95%
#9	84%
#10	73%
#11	61%
#12	50%
#13	—%
#14	—%
#15	—%
#16	—%

## Return on Tangible Equity (ROTE) for both plans

### Definition:

ROTE in each plan is determined as the average of the values obtained in the month of December during the measurement period (2024-2026 and 2025-2027).

### Attainment scale:

The following attainment scale is defined:

2024-2026	0 %	50 %	100 %	150 %
	<11%	>11%	12% - 13%	>14%

2025-2027	0 %	50 %	100 %	150 %
	<13 %	>13 %	14 % - 15 %	>16 %

Attainment is increased on a straight-line basis for attainment between 50% and 100% and between 100% and 150%.

## Sustainability (set for 2024-2026)

### Definition:

A synthetic indicator related to sustainable business (green finance, sustainability-linked finance, and other finance) and Diversity (% women in the management team).

### Attainment scale:

An attainment scale is defined for the Sustainable Finance indicator based on accumulated objectives for 2024-2026 and another scale is defined for the percentage of Women in the management team.

## Sustainability (set for 2025-2027)

### Definition:

A synthetic indicator related to sustainable business (green finance, sustainability-linked finance, and other finance) and Diversity (% women in the management team).

### Attainment scale:

An attainment scale is defined for the Sustainable Business indicator based on accumulated objectives for 2025-2027 and another scale is defined for the % of Women in the management team.

## D.1.) Prudential adjustments for attainment of objectives

A risk-related correction factor will be applied that includes indicators relating to capital (CET1 and MREL) and liquidity (Liquidity Coverage Ratio), and attainment adjustments. Breach of the tolerance threshold in the RAS for liquidity or capital adequacy result in the long-term remuneration being reduced to zero.

## D.2.) Ex-ante risk adjustments

The ex-ante risk adjustments described in [section 3.1.2.B](#)) for short-term variable remuneration are also applicable to long-term remuneration.

## D.3.) Payment procedure

This remuneration is deferred and paid in equity instruments, in accordance with the applicable regulations and the Remuneration Policy. The following table shows the calendar for payment of the long-term remuneration for 2023, 2024 and 2025:

Long-term remuneration	Annual measurement year	Multi-year measurement period	1st payment* (60%)	2nd payment* (20%)	3rd payment* (20%)
2024	2024	2024 2026	2028	2029	2030
2025	2025	2025 2027	2029	2030	2031
2026	2026	2026 2028	2030	2031	2032

\* Since the adjusted reference amount is determined 45% in cash and the remaining 55% in Banco Sabadell shares, each payment of the long-term remuneration will be made in the same proportion. The shares that are delivered are subject to lock-up as described in [section 3.1.2.B](#)) on short-term variable remuneration.

### 3.1.3. Contractual conditions for executive directors, including termination indemnities

The executive directors' contracts are standard Senior Management contracts and meet the legal requirements for contracts of this type, with the following terms and conditions:

- **Duration:** the contracts are indefinite.
- **Fixed remuneration:** the contracts provide for the payment of fixed remuneration to executive directors under the terms and conditions detailed above.
- **Variable remuneration:** the contracts provide for the payment of variable remuneration to executive directors under the terms and conditions detailed above.
- **Retirement and savings plans:** the contracts provide for executive directors to participate in pension and saving schemes, under the terms and conditions detailed above.
- **Benefits:** the executive directors' contracts provide for them to enjoy the benefits and flexible remuneration schemes that the Bank has established for its other employees, in the same terms as the latter.
- **Confidentiality:** the contracts include a confidentiality clause that obliges directors not to disclose, either during the term of the contract or thereafter, any confidential data, procedures, methods, information, or commercial or industrial data referring to the Bank's business or finances.
- **Restitution and use of company assets:** all material goods, information media, files, documentation, manuals, etc. that the directors have in their possession must be returned to the Bank at the time of termination of the contract.
- **Clawback and Malus clauses:** the contracts contain clauses of both types that apply in the cases defined in the Director Remuneration Policy, as described in [section 3.1.2.B](#)).
- **Early termination and non-competition:**  
The contract of the Chief Executive Officer (Mr. César González-Bueno) contains a post-contractual non-competition clause of two years' duration providing two years' fixed remuneration, including the portion of annual contributions to pension plans that are not classified as discretionary pension benefits, in the event of the Chief Executive Officer's termination due to (i) a decision by the Bank, without this being due to a breach of the Chief Executive Officer's duties, or (ii) a change of control; and a non-competition clause of one year's fixed remuneration and one year's duration for all other cases. The application of this non-competition clause is limited geographically to Spain, the United Kingdom and Mexico, where the Bank's main activity is concentrated.

In accordance with this clause, and following the replacement of Mr César González-Bueno as Chief Executive Officer of Banco Sabadell, at a meeting on 5 February 2026 the Board of Directors approved the application of the non-competition clause with effect from the date of his effective termination.

The CRO's contract contains a post-contractual non-competition clause with a duration of two years, applicable at most up to the first date of ordinary retirement, providing for two years' fixed remuneration.

The contract of the Chief Executive Officer (Mr. Marc Armengol Dulcet) contains a post-contractual non-competition clause of two years' duration providing two years' fixed remuneration in the event of the Chief Executive Officer's termination due to (i) a decision by the Bank, without this being due to a breach of the Chief Executive Officer's duties, or (ii) a change of control; and a non-competition clause of one year's fixed remuneration and one year's duration in the event of termination at the request of the Chief Executive Officer.



The application of that non-competition clause is limited geographically to Spain, the United Kingdom and Mexico, where the Bank's main activity is concentrated.

The General Manager - Spain's contract contains a clause entitling him, in the event of early termination of his contract (other than as a result of disciplinary dismissal, retirement, incapacity or voluntary resignation), to receive the mandatory compensation to which he would be entitled under labour regulations, plus an amount, calculated according to a predefined generic formula, of twice the amount of his annual fixed remuneration. He will also be entitled to receive that amount in the event of a change of control.

They do not contain any of the other clauses set out in article 249.4 in connection with article 529.1 *octodecies* of the Capital Companies Law.

## 3.2. Remuneration for Directors for their functions as members of the Board of Directors

### 3.2.1. Remuneration Policy

In accordance with the Director Remuneration Policy applicable in 2026, the overall maximum limit of remuneration for directors for their duties as members of the Board of Directors, pursuant to the provisions of the Articles of Association of Banco Sabadell, is €5 million per year. This maximum limit includes the additional remuneration for the Chairman for non-executive functions. The remuneration is set each year within this limit by the Board of Directors subject to a favourable report from the Remuneration Committee.

The directors' remuneration for 2026 was determined on the basis of the reports on director remuneration in Spain published by Spencer Stuart.

Directors' remuneration in 2026 for membership of the Board of Directors is broken down as follows:

- Fixed remuneration for belonging to the Board of Directors.
- Attendance fees, for at most 11 ordinary meetings, with the possibility of collecting attendance fees for at most two meetings that they miss for justified reasons provided that they grant proxy in those cases. No amounts are payable for attendance at extraordinary meetings of the Board of Directors.
- The Chairman receives additional fixed remuneration for performing his duties as Chairman of the Bank, of the Board of Directors and of the General Meeting of Shareholders, for acting as the Bank's highest representative, and for the special dedication involved in performing the duties of Chairman under the terms established in the Capital Companies Law, in the Articles of Association and by the Board of Directors in a group such as Banco Sabadell. Due to the organic or representative nature of these functions, they cannot be classified as executive functions but they require a considerable degree of dedication of a much greater intensity than that of the other non-executive members of the Board of Directors.
- Additional amounts for performing the functions of Deputy Chairman or Lead Independent Director, and for chairing or being a member of Board Committees.

Non-executive directors do not qualify for the remuneration or benefits that apply to Bank personnel, the Group's Identified Staff or

Senior Management, and they are not members of the retirement and savings or variable and long-term remuneration systems.

## 3.2.2. Projected remuneration

In accordance with the power granted to the Board of Directors by the Director Remuneration Policy, and based on the review of the remuneration model and the amounts for the Board and its Committees in relation to market practices, the remuneration specified in the following table was approved on 5 February 2026:

<i>(thousand euro)</i>	2026 remuneration	Attendance fees 2026 (per meeting)
<b>Members</b>	100	2
Additionally:		
<b>Chairman</b>	1,500	
<b>Deputy Chairman</b>	107	
<b>Lead Independent Director</b>	22	

Non-executive directors also receive remuneration for chairing or being members of Board Committees.

<i>(thousand euro)</i>	Position	Amount
<b>Strategy and Sustainability Committee</b>	Chairman	—
	Member	40
<b>Credit Delegated Committee</b>	Chairman	70
	Member	40
<b>Audit and Control Committee</b>	Chairman	70
	Member	40
<b>Appointments and Corporate Governance Committee</b>	Chairman	50
	Member	30
<b>Remuneration Committee</b>	Chairman	50
	Member	30
<b>Risk Committee</b>	Chairman	70
	Member	40

Mr. Luis Deulofeu Fuguet will collect at most €30,000 as an ordinary member of the Board of Directors of Sabadell Digital S.A.U.

Ms. Mireya Giné Torrens will collect €30,000 as an ordinary member of the Board of Directors of Sabadell Consumer Finance, S.A.

It is not envisaged that the non-executive directors will collect any other supplementary remuneration from the Institution or any other Group institution in 2026 as consideration for services rendered other than those inherent to their position, or any other remuneration items such as advances, loans or guarantees, or any other additional remuneration not disclosed in this Annual Report on Director Remuneration.

Both Mr. Josep Oliu Creus, the Chairman, and Ms. María José García Beato, a director, will continue to receive the deferred amounts of short- and long-term variable remuneration accrued while they performed executive duties.

### 3.2.3. Contractual conditions

With the exception of the Chairman, non-executive directors are not under contract to the Bank by virtue of their status as members of the Board of Directors, and none of them are entitled to indemnities or have non-compete clauses for the event of termination of their position as director.

As established in the Articles of Association of Banco de Sabadell, S.A., the Chairman is the highest representative of the Bank and has the rights and obligations inherent to that position, including the power to sign on behalf of the company. In discharging his duties, the Chairman of the Board of Directors is the person with primary responsibility for the effectiveness of the Board of Directors and, as such, represents the Bank in any event, and signs on behalf of the company; he convenes and chairs meetings of the Board of Directors, setting the agenda, directing the debates and deliberations within the Board of Directors, and taking responsibility for executing the decisions adopted by the Board of Directors.

Due to the scope and special nature of his duties, the Chairman's contract as a non-executive director provides for fixed remuneration in addition to that corresponding to his membership of the Board.





# 4. Procedures and bodies involved in determining and approving the Remuneration Policy

## 4.1. General framework

The Articles of Association of Banco Sabadell set out the competencies of the Board of Directors and its Committees. The Board of Directors Regulation sets out the terms of reference for the Board of Directors and its Committees, establishing their powers and basic rules of functioning and organization, in line with the regulations applicable to listed companies and credit institutions, as implemented and complemented in the terms of reference of the Board Committees. The Articles of Association and the Regulation of the Board of Directors of Banco Sabadell and of its Committees are available on the Banco Sabadell corporate website.

In accordance with the provisions of the Capital Companies Law, the Board of Directors is vested with the non-delegable power to determine the company's general policies and strategies and to make decisions regarding the remuneration of the Directors, within the framework of the Articles of Association and of any Director Remuneration Policy.

The Remuneration Committee is entrusted with making proposals to the Board of Directors regarding the Director Remuneration Policy and the individual remuneration and other contractual conditions of the executive directors, and with overseeing compliance, in accordance with the Regulation of the Board of Directors and of the committee itself.

The Remuneration Committee also has at least the following basic responsibilities as set out in article 18 of the Regulation of the Board of Directors and elaborated upon in the Regulation of the Remuneration Committee:

- a) Proposing the Director Remuneration Policy to the Board of Directors.
- b) Proposing, to the Board of Directors, the Remuneration Policy for general managers and others performing Senior Management functions who report directly to the Board of Directors, the Delegated Committee or the CEOs, and the individual remuneration and other contractual conditions for executive directors, exercising oversight to ensure that they are complied with.
- c) Regularly reviewing Remuneration Policy.
- d) Advising on remuneration programmes based on shares and/or options.
- e) Periodically reviewing the general principles of remuneration and the remuneration programmes for all employees, and considering whether they conform to those principles.
- f) Ensuring transparency of remuneration.
- g) Ensuring that potential conflicts of interest do not impair the independence of external advice.
- h) Verifying the information on remuneration contained in the various corporate documents, including the Report on Director Remuneration.



The Remuneration Committee complies with the principles, good practices and criteria for its proper functioning established by Technical Guide 1/2019 on appointments and remuneration Committees, dated February 20, published by the Spanish National Securities Market Commission.

In accordance with the provisions of article 67 of the Articles of Association, at the end of 2025 Banco Sabadell's Remuneration Committee comprised four non-executive directors, all of whom are independent directors, as follows:

Name	Position
Ms. Mireya Giné Torrens	Chairman
Ms. Ana Colonques García-Planas	Member
Ms. Margarita Salvans Puigbò	Member
Mr. Gonzalo Baretino Coloma	Non-member secretary

In accordance with Article 19 of the Board Regulation and with its own terms of reference, the Risk Committee is responsible for informing the Remuneration Committee as to whether the employee remuneration programmes are coherent with the Group's risk, capital and liquidity.

In accordance with Article 16 of the Board Regulation and with its own terms of reference, the Audit and Control Committee supervises the process of drafting and presenting the regulated financial and non-financial information, including that related to remuneration, and checks compliance with the law and the proper application of accounting standards. In particular, an annual audit of the Remuneration Policy is performed whose conclusions are submitted to the Remuneration Committee.

Proposals by the Remuneration Committee are submitted to the Board of Directors for consideration and, where appropriate, approval.

In accordance with the Director Remuneration Policy in force and within the limits established therein, on 5 February 2026 the Board of Directors determined the amount of remuneration for directors for the current year. Specifically, it determined the remuneration corresponding to the Chairman during the year and that of the other directors in their capacity as members of the Board of Directors. It also determined the remuneration corresponding to the executive directors for performance of executive functions, as detailed in the related sections above.

Several divisions of the Bank participate in the application and oversight of the Remuneration Policy. They include the People and Sustainability Division, which produces an annual report on remuneration whose purpose is to provide the Remuneration Committee with basic information to enable it to perform the functions entrusted to it in connection with the review of the general principles of the Banco Sabadell Remuneration Policy and oversight of the remuneration for executive directors, senior management and the other persons who, because of their responsibility, risk-taking capacity and remuneration status, form part of the Group's Identified Staff, in accordance with the provisions of Law 10/2014 and Delegated Regulation 923/2021/EU.

## 4.2. Remuneration benchmarking and external advisers


In addition to obtaining assistance from the Bank's divisions, the Remuneration Committee consults with Willis Towers Watson, a specialized firm that assists the Committee in identifying market trends and regulatory developments in connection with remuneration; it also consults with EY People Advisory Services, a firm that is specialized in the implementation of integrated business strategies. Mercer Consulting S.L., a specialized consulting firm, issued an independent assessment on the implementation of the Remuneration Policy that is applicable to the members of the Identified Staff and on the Director Remuneration Policy; it concluded that the policies were being applied properly; that report was submitted to the Risk Committee and the Remuneration Committee in January 2026.

Additionally, with a view to establishing a remuneration policy that is consistent with comparable companies, each year Banco Sabadell uses the Spencer Stuart Board Index 2024 as well as advice from consulting firm Willis Towers Watson to perform a comparative analysis of the remuneration for the Board of Directors, members of senior management and other members of the Identified Staff with respect to the market.

The CEO's remuneration for 2026 was benchmarked against two groups of companies. As detailed in the following table, the first peer group is composed of 14 banks from Spain and other European countries (the international benchmark), while the second peer group is made up of 13 Spanish companies, most of them in the IBEX-35 (the domestic benchmark).

The CEO's total remuneration for 2026 is in the 74th percentile of the international peer group and the 50th percentile of the domestic peer group.

### Companies used as benchmark

Banks in the international benchmark 		Companies in the domestic benchmark 	
Banco BPM	Intesa San Paolo	Abanca	Endesa
Bankinter	KBC Group	Amadeus	Ferrovial
BBVA	Skandinaviska Enskilda Banken	Bankinter	Fluidra
BPER Banca	Standard Chartered Bank	BBVA	Inmobiliaria Colonial
Caixabank	Raiffeisen	Caixabank	Mapfre
Commerzbank AG	Swedbank	Cellnex	Merlin Properties
Erste Group	ABN AMRO	Enagás	

The CRO's remuneration was established on the basis of information on comparable positions in the group of European and Spanish companies indicated above, and it is above the 58th percentile of the domestic peer group.



# 5. Measures to reduce exposure to excessive risks and contribute to sustainable performance

The Banco Sabadell Remuneration Policy is aligned with the shareholders' interests, the Banco Sabadell Group strategy and the creation of long-term value, while promoting appropriate risk management.

Without prejudice to the oversight exercised by the Bank's Board of Directors and its Committees and the Bank's divisions (described in [section 4](#) of this Report), the Director Remuneration Policy incorporates a number of elements that reduce exposure to excessive risk-taking, many of which were described above. Those elements also apply to professionals who have a material impact on the Bank's risk profile (the Identified Staff).

The main elements of the Remuneration Policy that reduce exposure to excessive risk-taking and align remuneration with the Bank's objectives, values and long-term interests are listed below.

## Objectives established in variable remuneration

The Group's corporate objectives established with respect to short-term variable remuneration in 2025 and 2026 measure the Bank's prudential performance from both a financial and non-financial perspective. In 2025, 65% of the objectives are linked to financial metrics related to profitability (ROTE), results (net profit, net interest income plus fees and commissions), expense control (Group expenses), and asset quality (cost of risk, NPA volume, % coverage). The remaining 35% is linked to non-financial parameters that are fundamental to value creation by the Group, such as the availability of the Group's customer services and employee satisfaction (quality of service) and the improvement in its scores in the main ESG indexes, the sustainable finance plan, diversity and environment (sustainability), and the market share target.

In 2026, the weighting of financial objectives has been increased to 70%, while that of non-financial objectives has been reduced to 30%. The financial metrics include profitability (ROTE), results (net profit, net interest income plus fees and commissions), expense control (Group expenses), asset quality (cost of risk, NPA volume, % coverage) and, as a new feature, a Capital Generation indicator linked to the change in the CET1 ratio in the year plus the dividends accrued in the year. The non-financial metrics are unchanged: availability of the Group's customer services, employee satisfaction, improvement in the main ESG indexes, the sustainable finance plan, diversity and environment (Sustainability), and the market share target.

In addition, taking into account the functions performed by the CRO, in accordance with the regulations applicable to credit institutions, it has been established that the Group's objectives should be limited to 25% in his particular case, leaving the remaining 75% linked to individual objectives in 2026.

In long-term remuneration, it is necessary to meet not only the annual objectives established for short-term variable remuneration but also the multi-year objectives linked to the creation of shareholder value (relative TSR), profitability (ROTE), sustainability (synthetic ESG indicator) and the new capital generation indicator. The latter consists of the variation in the CET1 ratio in the period 2026-2028 plus accrued

dividends, as well as the percentage of CMP based on Banco Sabadell's position in this metric within the peer group at the end of the measurement period (2028).

## Adjustments for attainment of objectives

As discussed above, both short-term and long-term remuneration are subject to a risk-related correction factor that includes indicators relating to capital (CET1 and MREL) and liquidity (Liquidity Coverage Ratio) in connection with the limits set by the RAS. Failure to attain any of these indicators will result in a reduction of the remuneration.

Moreover, no short-term variable remuneration or long-term remuneration is accrued if overall attainment of objectives (mix of Group and individual objectives) is less than 60%.

In addition, there are prudential mechanisms for adjusting the individual attainment, based on exceedance of expected loss thresholds in terms of operational risk and/or internal control indicators.

## Ex-ante risk adjustments

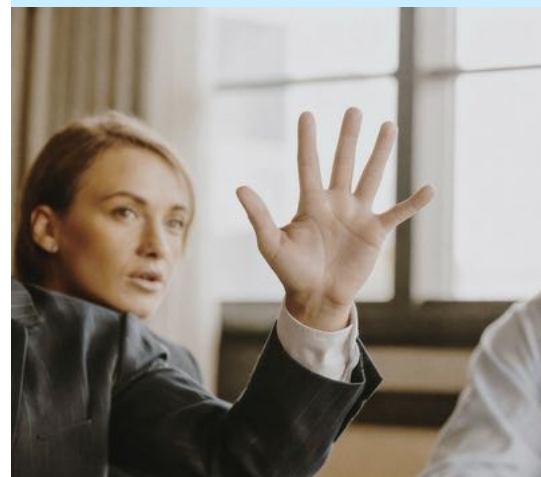
The total amount of any variable remuneration item is subject to downward adjustment at the discretion of the Board of Directors based on a recommendation by the Remuneration Committee, and may even be reduced to zero on the basis of the parameters described in [section 3.1.2.B](#)), which include:

- Risk and control factors such as breaches of standards and regulations, breach of risk limits e.g., RAS (capital adequacy, liquidity) or breach of expected loss thresholds in terms of operational risk, and/or internal control indicators (e.g. results of internal audits) and similar items.
- Maximum Distributable Amount (MDA) that is below the threshold required by regulation.
- The executive directors' variable remuneration for 2026 incorporates an automatic adjustment mechanism. Under this mechanism, accrual of variable remuneration is contingent on attainment of thresholds for attributable net profit and the CET1 capital ratio that will be defined each year by the Board of Directors.

If net profit and the CET1 ratio do not reach those thresholds, there will be no entitlement to annual variable remuneration. This mechanism ensures that variable remuneration is aligned with the Bank's financial strength and stability, ensuring that payments linked to its overall performance are only made when the established profitability and solvency requirements are met.

The purpose of this adjustment is to strengthen the link between variable remuneration and the ability to generate sustainable profits and maintain adequate capital, thereby contributing to prudent risk management and the long-term sustainability of the Banco Sabadell Group.

Taking the above into account, the final amount of the short-term variable remuneration accrued annually (subject to ex-post adjustments) will be determined by the Board of Directors, following a recommendation by the Remuneration Committee, based on the individual assigned short-term and/or long-term variable remuneration, evaluation of the degree of attainment of individual performance objectives assigned to the executive directors, and application of the variable remuneration adjustment.



## Deferral and payment

Short-term variable remuneration is deferred as follows:

- Deferral over at least five years for executive directors and other members of Senior Management and at least four years for the rest of the Identified Staff.
- Deferral of at least 60% in the case of executive directors and of the members of the Identified Staff whose variable remuneration exceeds €1,500,000, and 40% for the other members of the Identified Staff.
- The deferred remuneration is paid 55% in the form of Banco Sabadell shares in the case of executive directors and other members of Senior Management, and at least 50% in the case of the rest of the Identified Staff.
- Variable remuneration paid in shares is subject to one-year lock-up. In line with recommendation 62 of the Code of Good Governance, unless executive directors own shares amounting to the equivalent of twice their fixed annual remuneration, they may not dispose of the shares they receive until at least three years have elapsed from the time of delivery. The above condition will not apply to any shares that the Director must dispose of to cover tax obligations related to their delivery.
- The use of personal hedging strategies or any mechanism that guarantees receipt of part or all of the variable remuneration is not permitted.

The specific payment schedule for the 2025 and 2026 short-term variable remuneration can be found in [sections 2.1.1.B](#)) and 3.1.2.B), respectively.

Deferred variable annual remuneration is also paid 55% in the form of shares in the case of executive directors, other members of senior management and the Identified Staff. The time horizon for measurement of the annual objectives that determine the adjusted reference amount up to the last payment date is 5 years, excluding the lock-up period applicable to any shares delivered. The payment schedules for long-term remuneration in force in 2025 and 2026 are shown in [sections 2.1.1.C](#)), [3.1.2.C](#)) and [D](#)).

## Malus and clawback clauses

Short-term variable remuneration and long-term remuneration that has not yet been collected (up to 100% of the amount) may be reduced or cancelled (malus clauses) and amounts collected may have to be refunded (clawback clauses) in the event of poor financial performance by the Bank as a whole or by a specific division or area or by the exposures generated by the executive director to whom they are applicable. It is not necessary for there to be malice or negligence in order for these clauses to apply. For these purposes, the performance assessment will be compared with subsequent performance of the variables that contributed to achieving the objectives. The factors described in [section 3.1.2.B](#)) will be taken into account.

## Oversight by governing bodies and divisions of the Institution

Without prejudice to the functions described above and those corresponding to the Institution's Remuneration Committee and Board of Directors, the functions of other governing and management bodies of the Institution entrusted with oversight over remuneration are listed below:

- The Risk Committee checks to ensure that employee remuneration programmes are coherent with the Bank's risk, capital and liquidity, and provides advice in this respect to the Remuneration Committee.
- The Audit and Control Committee supervises the process of drafting and presenting the regulated financial information, including that relating to remuneration, and reviews compliance with the regulatory requirements and proper application of accounting standards.
- The Internal Audit Division, within the framework of its functions, carries out an independent examination, at least once per year, of the definition and application of the Institution's Remuneration Policy and its effects on its risk profile, and the way in which these effects are managed. Additionally, the Prudential Review of Remuneration produced by specialized firm Mercer Consulting, S.L. for the Risk Committee and Remuneration Committee assesses and guarantees that the delimitation of the Institution's Identified Staff and the remuneration practices and policies conform to the requirements established in the regulations and guidelines of the EBA and the Bank of Spain.
- Each year, the CRO submits to the Remuneration Committee a proposal for the adjustment of the variable remuneration, which may be at Group, unit, country or even individual level, to be made at the end of the year, depending on the risk profile and earnings performance.

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This Annual Report on Director Remuneration was approved by Banco Sabadell's Board of Directors at a meeting on:

**19/02/2026**

No Directors abstained or voted against the adoption of this Report.

The English versions of this report and its statistical annex are translations of the originals in Spanish and are provided for information purposes only. In the event of a discrepancy, the original versions in Spanish shall prevail.

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# 6. Reconciliation with the CNMV Annual Report on Remuneration of Directors of Listed Companies

Below is a table of equivalences detailing the location, in this Report, of the content established in the official CNMV format of the Report on Remuneration of Directors of Listed Companies, approved by Circular 3/2021.

**Banco Sabadell Annual Report on Director Remuneration**

**Content of the form per Circular 3/2021**

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## **A. Company's Remuneration Policy for the current financial year**

### **A.1.1.**

Describe the current Director Remuneration Policy applicable to the current year. To the extent relevant, include disclosures relating to the Remuneration Policy approved by the General Meeting of Shareholders, provided that these references are clear, specific and concrete.

**Sections 1, 2 & 4**

Describe the specific decisions by the Board that apply to this year, relating to both Directors' remuneration for their functions as such and for executive functions, as provided in the contracts signed with the executive directors, and to the general Remuneration Policy approved by the General Meeting of Shareholders.

In any event, the following should be disclosed:

- a)** Description of the company's procedures and the bodies involved in determining, approving and applying the Remuneration Policy and its terms and conditions.
- b)** Indicate whether the company's Remuneration Policy was benchmarked against other companies and, if so, give details.
- c)** Disclose whether any external advisors were involved in this process and, if so, identify them.
- d)** Procedures contemplated in the current Director Remuneration Policy for applying temporary exceptions to the policy, conditions under which such exceptions may be used, and components that may be subject to exception under the policy.

### A.1.2.

Proportion between variable remuneration and fixed remuneration (remuneration mix) and the criteria and objectives used to determine and ensure an appropriate balance between the fixed and variable components of remuneration. In particular, state the actions adopted by the company in relation to the remuneration system to reduce exposure to excessive risks and adjust it to the company's long-term objectives, values and interests, including references to any measures to guarantee that the company's long-term results are taken into account in the Remuneration Policy, the measures adopted in relation to those categories of staff whose work has a material impact on the company's risk profile and any measures to avoid conflicts of interest. Also disclose if the company has established a period for the accrual or vesting of certain variable remuneration items, whether in cash, shares or other financial instruments, any period of deferral of the payment of amounts or the delivery of accrued or vested financial instruments, any clause that reduces the unvested deferred remuneration or that obliges the Director to refund remuneration already received, where such remuneration was based on figures that have been clearly shown to be inaccurate.

[Sections 2.1 & 5](#)

— Amount and nature of fixed components that are to be accrued by Directors during the year for membership of the Board of Directors per se.

[Section 3.2](#)

— Amount and nature of fixed components that are to be accrued during the year for the performance of Senior Management functions by executive directors.

[Section 3.1](#)

— Amount and nature of any component of remuneration in kind that will accrue during the year, including, but not limited to, insurance premiums paid in favour of the Director.

[Section 3.1](#)

— Amount and nature of variable components, differentiating between short and long term. Financial and non-financial parameters, including social, environmental and climate change, parameters selected to determine variable remuneration in the current year, describing the extent to which these parameters are related to performance, both of the Director and of the company, together with their risk profile, and the methodology, necessary period and the techniques established to determine the degree of compliance with the parameters used in the design of the variable remuneration at the end of the year, describing in detail the criteria and factors applied in terms of the time required and methods for verifying that the performance conditions or any other type of conditions to which the accrual and vesting of each component of variable remuneration was linked were actually fulfilled. State the range, in monetary terms, of the variable components according to the degree of attainment of the objectives and established parameters, and whether there is an absolute monetary cap.

[Sections 3.1 & 5](#)

— Main characteristics of long-term savings systems. Among other information, state the contingencies covered by the system, whether it is defined-contribution or defined-benefit, the annual contribution to be made to the defined-contribution system, the benefits Directors are entitled to under defined-benefit systems, the conditions under which economic rights vest for Directors and their compatibility with any other type of payment or severance pay as a result of the early termination or dismissal of the Director, or deriving from the termination of the contractual relation, in the terms provided, between the company and the Director.

[Section 3.1](#)

State if the accrual or vesting of any of the long-term savings plans is linked to achieving certain objectives or parameters related to the Director's short- or long-term performance.

— Any type of payment or termination indemnity for early termination or dismissal of the Director, or deriving from the termination of the contractual relationship between the company and the Director, in the terms provided, whether by voluntary resignation by the Director or dismissal of the Director by the company, as well as any type of agreement, such as exclusivity, post-contractual non-competition, permanence or loyalty, which entitle the Director to any type of remuneration.

[Section 3.1](#)

- Describe the conditions with which contracts with executive directors for performing Senior Management functions must comply. Among other aspects, give information on the term, limits to the amounts of indemnity, permanence clauses, notice periods and payments in lieu of notice, and any other clauses regarding hiring bonuses, as well as severance payments or golden handshakes for early cancellation or termination of the contractual relationship between the company and the executive director. Include, among others, any non-compete, exclusivity, permanence and loyalty, and post-contractual non-competition pacts or agreements, except where they have already been disclosed in the previous section.

[Section 3.1](#)
- The nature and estimated amount of any other supplementary remuneration accrued by Directors in the year as consideration for services rendered other than those inherent to their position as Directors.

[Sections 3.1 & 3.2](#)
- Other remuneration items, such as those arising from the company granting the Director advance payments, loans, guarantees or any other remuneration.

[Sections 2.1 & 3.1](#)
- The nature and estimated amount of any other planned supplementary remuneration that is not disclosed in the preceding sections, whether paid by the institution or by another institution in the Group, which will be accrued by Directors during the current year.

[Sections 2.1 & 3.1](#)

**A.2.**

Describe any material change in the Remuneration Policy applicable in the current year resulting from:

[Sections 1 & 3](#)

- A new policy or an amendment of the policy already approved by the General Meeting of Shareholders.
- Material changes in the specific determinations established by the Board for the current year regarding the Remuneration Policy in force, in comparison with those applied in the previous year.
- Proposals that the Board of Directors has resolved to submit to the General Meeting of Shareholders to which this annual report will be submitted and which are proposed to be applicable to the current year.

**A.3.**

Identify the direct link to the document where the current company Remuneration Policy is posted, which must be available on the company's website.

[Introduction](#)

**A.4.**

Considering the data provided in Section B.4, describe the outcome of the consultative vote at the General Meeting of Shareholders on the previous year's Annual Report on Remuneration.

[Section 2](#)

## B. Overall summary of how the Remuneration Policy was applied during the reporting year.

**B.1.**

Describe the process used to apply the Remuneration Policy and to determine the individual remuneration set out in Section C of this report. This information must include the role played by the Remuneration Committee, the decisions taken by the Board of Directors and the identity and the role of any external advisers engaged for the process of applying the Remuneration Policy in the reporting year.

[Section 2](#)

**B.1.2.**

Describe any departure during the year from the procedure established for applying the Remuneration Policy.

[Section 2](#)

**B.1.3.**

Indicate whether any temporary exceptions were made to the Remuneration Policy and, if so, describe the exceptional circumstances that led to the application of these exceptions, the specific components of the Remuneration Policy that were affected and the reasons why the entity considers that those exceptions were necessary to serve the long-term interests and sustainability of the company as a whole or to ensure its viability. Also quantify the impact that the application of these exceptions had on the remuneration of each Director during the year.

[Section 2](#)

## B.2.

Detail the actions taken by the company in relation to the remuneration system and how they contributed to reducing exposure to excessive risks and adapting it to the company's long-term objectives, values and interests, including a reference to any measures that have been adopted to ensure that the company's long-term results were taken into consideration in setting the remuneration actually accrued and that a suitable balance was attained between the fixed and variable components of remuneration, any measures adopted in relation to those categories of staff whose professional activities have a material repercussion on the company's risk profile and any measures that have been adopted to avoid conflicts of interest.

Sections 2.1 & 5

- The nature and estimated amount of any other planned supplementary remuneration that is not disclosed in the preceding sections, whether paid by the institution or by another institution in the Group, which will be accrued by Directors during the current year.

Sections 2.1 & 3.1

## B.3.

Detail how the remuneration that accrued and vested in the year meets the provisions of the current Remuneration Policy and, in particular, how it contributes to the company's long-term sustainable performance. Also, disclose the relationship between the remuneration obtained by the Directors and the company's results or other performance metrics, detailing how any variations in the company's performance influenced changes in Director remuneration, including remuneration accrued but deferred, and how they contribute to the company's short- and long-term results.

Sections 2.1 & 5

## B.4.

Describe the outcome of the consultative vote at the General Meeting of Shareholders on the Annual Report on Remuneration for the previous year, indicating the number of abstentions and votes cast against, blank votes and votes in favour: % of total Votes cast Number as % of votes cast Votes against Votes in favour Blank votes Abstentions Comments

Section 2

## B.5.

Describe how the fixed components of remuneration that were accrued and vested during the year by the Directors in their capacity as such were determined, the proportion allocated to each Director and how they changed with respect to the previous year:

Section 2.2

## B.6.

Describe how the salaries accrued and vested by each of the executive directors in the last year for performing executive functions were determined, and how they changed with respect to the previous year.

Section 2.1

Describe and give the main features of the variable components of the remuneration systems accrued and vested in the reporting year. In particular:

**a)** Identify each of the remuneration plans that determined the various types of variable remuneration accrued by each of the Directors in the reporting year, including information on their scope, approval date, implementation date, any vesting conditions, the periods of accrual and validity, the criteria used to assess performance and how this affected the establishment of the variable amount that accrued, as well as the measurement criteria that were applied and the period that must elapse in order to be in a position to suitably measure all the applicable conditions and criteria, and describe in detail the criteria and factors applied in terms of the time required and methods for verifying that the performance conditions or any other type of conditions to which the accrual and vesting of each component of variable remuneration was linked were actually fulfilled.

**b)** In the case of stock options and other financial instruments, the general characteristics of each plan must contain information on the conditions required both to achieve unconditional ownership (vesting) and to exercise such options or financial instruments, including the strike price and exercise period.

**c)** Name and category (Executive Director, Proprietary External Director, Independent External Director and Other External Director) of each of the Directors who are beneficiaries of remuneration systems or plans that include variable remuneration.

**d)** Disclose any accrual, vesting or deferral periods that were applied to the payment of vested amounts and/or any periods of lock-up/non-disposal for shares or other financial instruments.

Describe the short-term variable components of the remuneration systems. Describe the components.

**B.7.**

Describe and give the main features of the variable components of the remuneration systems accrued and vested in the reporting year. In particular:

- Identify each of the remuneration plans that determined the various types of variable remuneration accrued by each of the Directors in the reporting year, including information on their scope, approval date, implementation date, any vesting conditions, the periods of accrual and validity, the criteria used to assess performance and how this affected the establishment of the variable amount that accrued, as well as the measurement criteria that were applied and the period that must elapse in order to be in a position to suitably measure all the applicable conditions and criteria, and describe in detail the criteria and factors applied in terms of the time required and methods for verifying that the performance conditions or any other type of conditions to which the accrual and vesting of each component of variable remuneration was linked were actually fulfilled.
- In the case of stock options and other financial instruments, the general characteristics of each plan must contain information on the conditions required both to achieve unconditional ownership (vesting) and to exercise such options or financial instruments, including the strike price and exercise period.
- Name and category (Executive Director, Proprietary External Director, Independent External Director and Other External Director) of each of the directors who are beneficiaries of remuneration systems or plans that include variable remuneration.
- Disclose any accrual, vesting or deferral periods that were applied to the payment of vested amounts and/or any periods of lock-up/non-disposal for shares or other financial instruments.

[Sections 2.1 & 5](#)

**B.8.**

Indicate whether any accrued variable components were reduced or clawed back after deferral of unvested amounts (in the former case) or vesting and payment (in the latter case) on the basis of data which were subsequently shown to be manifestly inaccurate. Describe the amounts reduced or clawed back through the application of the malus or clawback clauses, why they were implemented and the years to which they refer.

[Section 2.1](#)

**B.9.**

Describe the main characteristics of the long-term savings systems where the amount or equivalent annual cost appears in the tables in Section C, including retirement and any other survivorship benefits that are financed, totally or partially, by the company, whether through internal or external contributions, indicating the type of plan, whether it is defined-contribution or defined-benefit, the contingencies covered, the conditions for the economic rights to vest for Directors, and their compatibility with any type of severance pay for early termination or termination of the contractual relationship between the company and the Director.

[Section 2.1](#)

**B.10.**

Describe any termination indemnities or other payments arising from early dismissal or early resignation, or from the termination of the contract, in its own terms, that were accrued and/or received by Directors during the reporting year.

[Section 2.1](#)

**B.11.**

Indicate whether there were any significant changes in the contracts of persons performing Senior Management functions, such as executive directors, and, if so, describe them. Additionally, describe the main conditions of new contracts signed with executive directors during the year, unless already described in Section A.1.

[Sections 2.1 & 3.1](#)

**B.12.**

Describe any additional remuneration paid to Directors for services rendered other than those inherent to their Directorship.

[Sections 2.1 & 2.2](#)

**B.13.**

Describe any remuneration deriving from advance payments, loans or guarantees granted, indicating the interest rate, the main features and any amounts that were repaid, as well as any collateral obligations assumed on their behalf.

[Sections 2.1 & 2.2](#)

**B.14.**

Detail any remuneration in kind accrued by the Directors in the year, briefly indicating the nature of the various salary components.

[Section 2.1](#)

**B.15.**

Describe any remuneration accrued by Directors in the form of payments settled by the listed company with third parties where the Director renders services, where such payments are intended to compensate the Director's services to the company.

**Sections 2.1 & 2.2****B.16.**

Describe and detail any items of remuneration accrued under any other remuneration heading not already disclosed above, regardless of their nature or the group company that made the payment, including any remuneration, in any form, that qualifies as a related-party transaction or, in particular, where it has a material impact on the true and fair view of the total remuneration accrued by the Director; it is necessary to describe the amount paid or pending payment, the nature of the consideration received, and any reasons why it was decided that it did not qualify as remuneration for the Director's position as such or as consideration for executive functions, and whether or not it was considered appropriate to report it under amounts accrued under the heading of "Other items" in section C.

**Sections 2.1 & 2.2**

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**C. Itemized individual remuneration of each Director**

Statistical annex

**Section 7**

# 7. Statistical annex

**ISSUER IDENTIFICATION DATA**

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Date of end of reference year: [ 31/12/2025 ]

Tax ID number: [ A-08000143 ]

Company name:

[ **BANCO DE SABADELL, S.A.** ]

Business address:

[ AV PZ. DE SANT ROC N.20, (SABADELL) BARCELONA ]

**B. OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED DURING THE REPORTING YEAR**

**B.4.** Describe the outcome of the consultative vote at the general meeting on the Annual Remuneration Report for the previous year, indicating the number of votes cast for, against, and blank votes if any:

	Number	% of total
Votes cast	3,785,264	70.28
	Number	% of votes cast
Votes against	698,502	18.45
Votes in favour	3,078,187	81.32
Blank votes		0.00
Abstentions	8,575	0.23

**C. ITEMISED INDIVIDUAL REMUNERATION OF EACH DIRECTOR**

Name	Category	Accrual period in 2025
Mr. JOSEP OLIU CREUS	Chairman – Other External	From 01/01/2025 to 31/12/2025
Mr. PEDRO FONTANA GARCÍA	Deputy Chairman – Independent	From 01/01/2025 to 31/12/2025
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	CEO	From 01/01/2025 to 31/12/2025
Ms. AURORA CATÁ SALA	Independent director	From 01/01/2025 to 31/12/2025
Ms. ANA COLONQUES GARCÍA-PLANAS	Independent director	From 01/01/2025 to 31/12/2025
Mr. LLUÍS DEULOFEU FUGUET	Independent director	From 01/01/2025 to 31/12/2025
Ms. MARÍA JOSÉ GARCÍA BEATO	Other external director	From 01/01/2025 to 31/12/2025
Ms. MIREYA GINÉ TORRENS	Independent director	From 01/01/2025 to 31/12/2025
Ms. LAURA GONZÁLEZ MOLERO	Independent director	From 01/01/2025 to 20/03/2025
Ms. MARÍA GLORIA HERNÁNDEZ GARCÍA	Independent director	From 15/05/2025 to 31/12/2025
Mr. GEORGE DONALD JOHNSTON III	Lead independent director	From 01/01/2025 to 31/12/2025
Mr. DAVID MARTÍNEZ GUZMÁN	Proprietary director	From 01/01/2025 to 24/11/2025
Ms. ALICIA REYES REVUELTA	Independent director	From 01/01/2025 to 20/03/2025
Ms. MARGARITA SALVANS PUIGBÒ	Independent director	From 03/06/2025 to 31/12/2025
Mr. MANUEL VALLS MORATÓ	Independent director	From 01/01/2025 to 31/12/2025
Mr. DAVID VEGARA FIGUERAS	Executive director	From 01/01/2025 to 31/12/2025
Mr. PEDRO VIÑOLAS SERRA	Independent director	From 22/06/2025 to 31/12/2025

C.1. Complete the following tables on the individual remuneration accrued during the year by each of the directors (including remuneration for carrying out executive functions).

a) Remuneration from the reporting company:

i) Remuneration in cash (thousand euro)

Name	Fixed remuneration	Per diems	Remuneration for membership of Board of Directors committees	Wages	Short-term variable remuneration	Long-term variable remuneration	Indemnities	Other items	2025 total	2024 total
Mr. JOSEP OLIU CREUS	1,600	34			19	13			1,666	1,702
Mr. PEDRO FONTANA GARCÍA	207	34	160						401	390
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	100	34		2,000	400	239		4	2,777	2,283
Ms. AURORA CATÁ SALA	100	34	61						195	190
Ms. ANA COLONQUES GARCÍA-PLANAS	100	34	90						224	123
Mr. LLUÍS DEULOFEU FUGUET	100	34	78						212	200
Ms. MARÍA JOSÉ GARCÍA BEATO	100	34	70			5	44		253	249
Ms. MIREYA GINÉ TORRENS	100	34	84						218	202
Ms. LAURA GONZÁLEZ MOLERO	25	5	10						40	195
Ms. MARÍA GLORIA HERNÁNDEZ GARCÍA	67	25	42						134	
Mr. GEORGE DONALD JOHNSTON III	122	32	94						248	244
Mr. DAVID MARTÍNEZ GUZMÁN	92	29							121	125
Ms. ALICIA REYES REVUELTA	25	5	12						42	200
Ms. MARGARITA SALVANS PUIGBÒ	58	23	35						116	
Mr. MANUEL VALLS MORATÓ	100	34	110						244	235
Mr. DAVID VEGARA FIGUERAS	100	34		691	50	52		2	929	793
Mr. PEDRO VIÑOLAS SERRA	100	34	75						209	205

ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments.

Name	Plan	Financial instruments at the beginning of 2025		Financial instruments granted during 2025		Financial instruments that vested in the year				Instruments vested but not exercised	Financial instruments at the end of 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent/ vested shares	Price of vested shares	Gross profit on vested shares or financial instruments (€ '000)	No. of instruments	No. of instruments	No. of equivalent shares
Mr. JOSEP OLIU CREUS	RLP 2021-2023	52,293	52,293			26,146	26,146	3.33	87		26,146	26,146
Mr. JOSEP OLIU CREUS	RV 2021	60,556	60,556			30,278	30,278	3.33	101		30,278	30,278
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	RLP 2021-2023	209,048	209,048			104,524	104,524	3.33	349		104,524	104,524
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	RLP 2022-2024	437,928	437,928			262,757	262,757	3.33	876		175,171	75,171
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	RLP 2023-2025	454,130	454,130					0.00			454,130	454,130
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	RLP 2024-2026	349,484	349,484					0.00			349,484	349,484
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	RLP 2025-2027			181,431	181,431			0.00			181,431	181,431
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	RV 2021	95,026	95,026			47,513	47,513	3.33	158		47,513	47,513

7	Plan	Financial instruments at the beginning of 2025		Financial instruments granted during 2025		Financial instruments that vested in the year				Instruments vested but not exercised	Financial instruments at the end of 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent/ vested shares	Price of vested shares	Gross profit on vested shares or financial instruments (€ '000)	No. of instruments	No. of instruments	No. of equivalent shares
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	RV 2022	111,915	111,915			37,305	37,305	3.33	124		74,610	74,610
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	RV 2023	216,888	216,888			54,222	54,222	3.33	181		162,666	162,666
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	RV 2024	136,085	136,085			27,217	27,217	3.33	91		108,868	108,868
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	RV 2025			174,989	174,989	66,034	66,034	3.33	220		108,955	108,955
Ms. MARÍA JOSÉ GARCÍA BEATO	RLP 2020-2022	16,797	16,797			16,797	16,797	3.33	56			
Ms. MARÍA JOSÉ GARCÍA BEATO	INDEMNITY	204,464	204,464			102,232	102,232	3.33	341		102,232	102,232
Mr. DAVID VEGARA FIGUERAS	RLP 2020-2022	21,097	21,097			21,097	21,097	3.33	71			
Mr. DAVID VEGARA FIGUERAS	RLP 2021-2023	42,028	42,028			21,014	21,014	3.33	70		21,014	21,014
Mr. DAVID VEGARA FIGUERAS	RLP 2022-2024	83,625	83,625			50,175	50,175	3.33	167		33,450	33,450
Mr. DAVID VEGARA FIGUERAS	RLP 2023-2025	73,896	73,896					0.00			73,896	73,896

Name	Plan	Financial instruments at the beginning of 2025		Financial instruments granted during 2025		Financial instruments that vested in the year				Instruments vested but not exercised	Financial instruments at the end of 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent/ vested shares	Price of vested shares	Gross profit on vested shares or financial instruments (€ '000)	No. of instruments	No. of instruments	No. of equivalent shares
Mr. DAVID VEGARA FIGUERAS	RLP 2024-2026	58,567	58,567					0.00			58,567	58,567
Mr. DAVID VEGARA FIGUERAS	RLP 2025-2027			34,706	34,706			0.00			34,706	34,706
Mr. DAVID VEGARA FIGUERAS	RV2021	16,980	16,980			8,490	8,490	3.33	28		8,490	8,490
Mr. DAVID VEGARA FIGUERAS	RV2022	16,281	16,281			5,427	5,427	3.33	18		10,854	10,854
Mr. DAVID VEGARA FIGUERAS	RV2023	25,520	25,520			6,380	6,380	3.33	21		19,140	19,140
Mr. DAVID VEGARA FIGUERAS	RV2024	16,490	16,490			3,298	3,298	3.33	11		13,192	13,192
Mr. DAVID VEGARA FIGUERAS	RV2025			20,477	20,477	7,727	7,727	3.33	26		12,750	12,750

iii) Long-term savings systems.

Name	Remuneration from vesting of rights within savings systems
Mr. CÉSAR GONZÁLEZ- BUENO MAYER WITTGENSTEIN	1
Mr. DAVID VEGARA FIGUERAS	1

Name	Company's contribution for the year (thousand euro)				Amount of accumulated funds (thousand euro)			
	Saving plans with vested economic rights		Saving plans with unvested economic rights		Saving plans with vested economic rights		Saving plans with unvested economic rights	
	2025	2024	2025	2024	2025	2024	2025	2024
Mr. JOSEP OLIU CREUS							1,661	1,587
Mr. CÉSAR GONZÁLEZ- BUENO MAYER WITTGENSTEIN	1	1	300	300	5	4	1,543	1,213
Ms. MARÍA JOSÉ GARCÍA BEATO					5,102	4,9543	5,133	2,638
Mr. DAVID VEGARA FIGUERAS	1	1	128	110	6	5	757	607

iv) Details of other items

Name	Description	Remuneration amount
Mr. JOSEP OLIU CREUS	REMUNERATION IN KIND	32
Mr. DAVID VEGARA FIGUERAS	REMUNERATION IN KIND	34

b) Remuneration of directors of the listed company for membership of governing bodies of its subsidiaries:

i) Remuneration in cash (thousand euro)

Name	Fixed remuneration	Per diems	Remuneration for membership of Board of Directors committees	Wages	Short-term variable remuneration	Long-term variable remuneration	Indemnities	Other items	2025 total	2024 total
Mr. LLUÍS DEULOFEU FUGUET	30								30	
Ms. MIREYA GINÉ TORRENS	30								30	

ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments.

Name	Plan	Financial instruments at the beginning of 2025		Financial instruments granted during 2025		Financial instruments that vested in the year				Instruments vested but not exercised	Financial instruments at the end of 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent/ vested shares	Price of vested shares	Gross profit on vested shares or financial instruments (thousand euro)	No. of instruments	No. of instruments	No. of equivalent shares
Mr. JOSEP OLIU CREUS	Plan							0.00				
Mr. PEDRO FONTANA GARCIA	Plan							0.00				
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	Plan							0.00				
Ms. AURORA CATÁ SALA	Plan							0.00				
Ms. ANA COLONQUES GARCÍA-PLANAS	Plan							0.00				
Mr. LLUIS DEULOFEU FUGUET	Plan							0.00				
Ms. MARÍA JOSÉ GARCÍA BEATO	Plan							0.00				
Ms. MIREYA GINÉ TORRENS	Plan							0.00				
Ms. LAURA GONZÁLEZ MOLERO	Plan							0.00				
Ms. MARÍA GLORIA HERNÁNDEZ GARCIA	Plan							0.00				
Mr. GEORGE DONALD JOHNSTON III	Plan							0.00				
Mr. DAVID MARTINEZ GUZMÁN	Plan							0.00				
Ms. ALICA REYES REVUELTA	Plan							0.00				
Ms. MARGARITA SALVANS PUIGBÓ	Plan							0.00				
Mr. MANUEL VALLS MORATO	Plan							0.00				
Mr. DAVID VEGARA FIGUERAS:	Plan							0.00				
Mr. PEDRO VIÑOLAS SERRA	Plan							0.00				

iii) Long-term savings systems.

Name	Remuneration from vesting of rights within savings systems
Mr. JOSEP OLIU CREUS	
Mr. PEDRO FONTANA GARCIA	
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	
Ms. AURORA CATA SALA	
Ms. ANA COLONQUES GARCÍA-PLANAS	
Mr. LLUÍS DEULOFEU FUGUET	
Ms. MARÍA JOSÉ GARCIA BEATO	
Ms. MIREYA GINÉ TORRENS	
Ms. LAURA GONZÁLEZ MOLERO	
Ms. MARÍA GLORIA HERNÁNDEZ GARCÍA	
Mr. GEORGE DONALD JOHNSTON IIII	
Mr. DAVID MARTÍNEZ GUZMÁN	
Ms. ALICIA REYES REVUELTA	
Ms. MARGARITA SALVANS PUIGBÒ	
Mr. MANUEL VALLS MORATÓ	
Mr. DAVID VEGARA FIGUERAS	
Mr. PEDRO VIÑOLAS SERRA	

Name	Company's contribution for the year (thousand euro)				Amount of accumulated funds (thousand euro)			
	Saving plans with vested economic rights		Saving plans with unvested economic rights		Saving plans with vested economic rights		Saving plans with unvested economic rights	
	2025	2024	2025	2024	2025	2024	2025	2024
Mr. JOSEP OLIU CREUS								
Mr. PEDRO FONTANA GARCÍA								
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN								
Ms. AURORA CATA SALA								
Ms. ANA COLONQUES GARCÍA- PLANAS								
Mr. LLUÍS DEULOFEU FUGUET								
Ms. MARÍA JOSÉ GARCIA BEATO								
Ms. MIREYA GINÉ TORRENS								
Ms. LAURA GONZÁLEZ MOLERO								
Ms. MARÍA GLORIA HERNÁNDEZ GARCÍA								
Mr. GEORGE DONALD JOHNSTON III								
Mr. DAVID MARTÍNEZ GUZMÁN								
Ms. ALICIA REYES REVUELTA								
Ms. MARGARITA SALVANS PUIGBÒ								
Mr. MANUEL VALLS MORATÓ								
Mr. DAVID VEGARA FIGUERAS								
Mr. PEDRO VIÑOLAS SERRA								

iv) Details of other items

Name	Description	Remuneration amount
Mr. JOSEP OLIU CREUS	Item	
Mr. PEDRO FONTANA GARCIA	Item	
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	Item	
Ms. AURORA CATA SALA	Item	
Ms. ANA COLONQUES GARCÍA-PLANAS	Item	
Mr. LLUÍS DEULOFEU FUGUET	Item	
Ms. MARÍA JOSÉ GARCIA BEATO	Item	
Ms. MIREYA GINÉ TORRENS	Item	
Ms. LAURA GONZÁLEZ MOLERO	Item	
Ms. MARÍA GLORIA HERNÁNDEZ GARCÍA	Item	
Mr. GEORGE DONALD JOHNSTON IIII	Item	
Mr. DAVID MARTÍNEZ GUZMÁN	Item	
Ms. ALICIA REYES REVUELTA	Item	
Ms. MARGARITA SALVANS PUIGBÒ	Item	
Mr. MANUEL VALLS MORATÓ	Item	
Mr. DAVID VEGARA FIGUERAS	Item	
Mr. PEDRO VIÑOLAS SERRA	Item	

c) Summary of remuneration (thousand euro):

Summarise the amounts corresponding to all the remuneration items included in this report that have accrued to the director, in thousand euro.

Name	Remuneration accrued in the company					Remuneration accrued in group companies					2023 total company + group
	Total cash remuneration	Gross profit on vested shares or financial instruments (thousand euro)	Remuneration under savings systems	Remuneration under other items	2025 total company	Total cash remuneration	Gross profit on vested shares or financial instruments (thousand euro)	Remuneration under savings systems	Remuneration under other items	2025 total group	
Mr. JOSEP OLIU CREUS	1,666	188			1,854						1,854
Mr. PEDRO FONTANA GARCIA	401				401						401
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	2,777	1,999	1	32	4,809						4,809
Ms. AURORA CATA SALA	195				195						195
Ms. ANA COLONQUES GARCÍA-PLANAS	224				224						224
Mr. LLUÍS DEULOFEU FUGUET	212				212	30				30	242
Ms. MARÍA JOSÉ GARCIA BEATO	253	397			650						650
Ms. MIREYA GINÉ TORRENS	218				218	30				30	248
Ms. LAURA GONZÁLEZ MOLERO	40				40						40
Ms. MARÍA GLORIA HERNÁNDEZ GARCÍA	134				134						134
Mr. GEORGE DONALD JOHNSTON III	248				248						248
Mr. DAVID MARTÍNEZ GUZMÁN	121				121						121
Ms. ALICIA REYES REVUELTA	42				42						42
Ms. MARGARITA SALVANS PUIGBÒ	116				116						116
Mr. MANUEL VALLS MORATÓ	244				244						244
Mr. DAVID VEGARA FIGUERAS	929	412	1	34	1,376						1,376
Mr. PEDRO VIÑOLAS SERRA	209				209						209

TOTAL	8,029	2,996	2	66	11,093	60			60	11,153
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**C.2.** Indicate the changes over the last five years in the amount and percentage change in the remuneration accrued by each of the listed company's directors during the year, in the consolidated results of the company and in the average remuneration on a full-time equivalent basis of the employees of the company and its subsidiaries who are not directors of the listed company.

	Total amounts accrued and % change per annum								
	2025	% Change 2025/2024	2024	% Change 2024/2023	2023	% Change 2023/2022	2022	% Change 2022/2021	2021
<b>Executive directors</b>									
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTEGENSTEIN	4,809	45.33	3,309	84.14	1,797	-27.42	2,476	30.04	1,904
Mr. DAVID VEGARA FIGUERAS	1,376	31.05	1,050	20.55	871	15.36	755	12.02	674
<b>External directors</b>									
Mr. JOSEP OLIU CREUS	1,854	-3.89	1,929	13.27	1,703	-3.62	1,767	-5.46	1,869
Mr. PEDRO FONTANA GARCÍA	401	2.82	390	14.04	342	2.09	335	30.35	257
Ms. AURORA CATÁ SALA	195	2.63	190	9.83	173	-10.82	194	-4.43	203
Ms. ANA COLONQUES GARCÍA-PLANAS	224	82.11	123	-	0	-	0	-	0
Mr. LLUÍS DEULOFEU FUGUET	242	5.22	230	12.20	205	0.00	205	365.91	44
Ms. MARÍA JOSÉ GARCÍA BEATO	650	39.78	465	9.93	423	22.61	345	10.93	311
Ms. MIREYA GINÉ TORRENS	248	7.83	230	17.95	195	11.43	175	16.67	150
Ms. LAURA GONZÁLEZ MOLERO	40	-79.49	195	34.48	145	383.33	30	-	0
Ms. MARÍA GLORIA HERNÁNDEZ GARCÍA	134	-	0	-	0	-	0	-	0
Mr. GEORGE DONALD JOHNSTON III	248	1.64	244	18.45	206	15.73	178	-5.32	188
Mr. DAVID MARTÍNEZ GUZMÁN	121	-3.20	125	31.58	95	-5.00	100	0.00	100

Total amounts accrued and % change per annum									
	2025	% Change 2025/2024	2024	% Change 2024/2023	2023	% Change 2023/2022	2022	% Change 2022/2021	2021
Ms. ALICIA REYES REVUELTA	42	-79.00	200	17.65	170	0.59	169	-20.66	213
Ms. MARGARITA SALVANS PUIGBÒ	116	-	0	-	0	-	0	-	0
Mr. MANUEL VALLS MORATÓ	244	3.83	235	32.02	178	14.84	155	-8.82	170
Mr. PEDRO VIÑOLAS SERRA	209	1.95	205	127.78	90		0		0
<b>Consolidated results of the company</b>									
	2,079,501	-17.28	2,513,899	32.96	1,890,780	52.16	1,242,646	100.43	619,990
<b>Average employee remuneration</b>									
	69	1.47	68	4.62	65	3.17	63	6.78	59

**D. OTHER INFORMATION OF INTEREST**

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This Annual Remuneration Report was approved by the company's Board of Directors at a meeting on:

[ 19/02/2026 ]

Indicate whether any board members voted against or abstained with respect to the approval of this report.

[ ] Yes

[  ] No