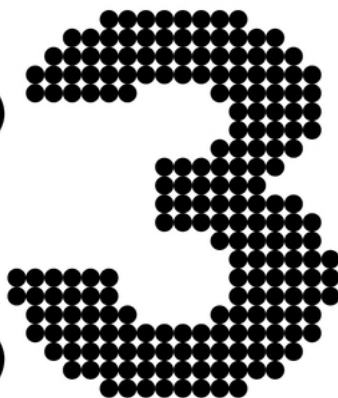
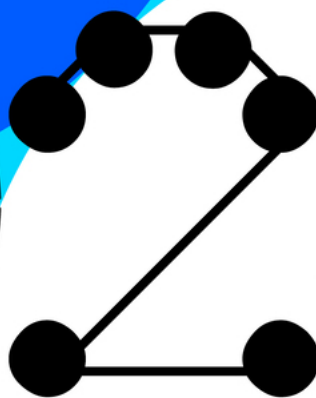
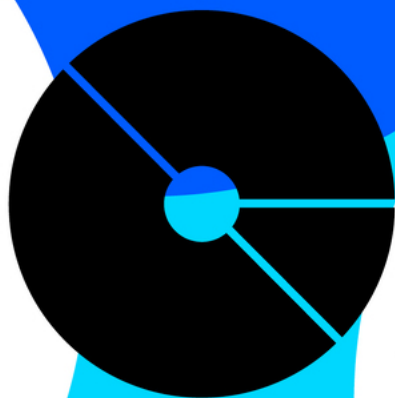
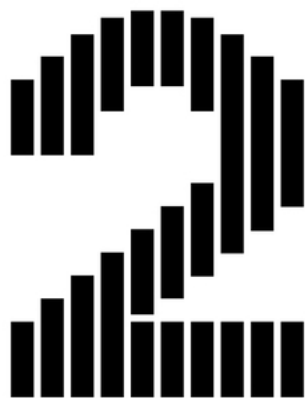
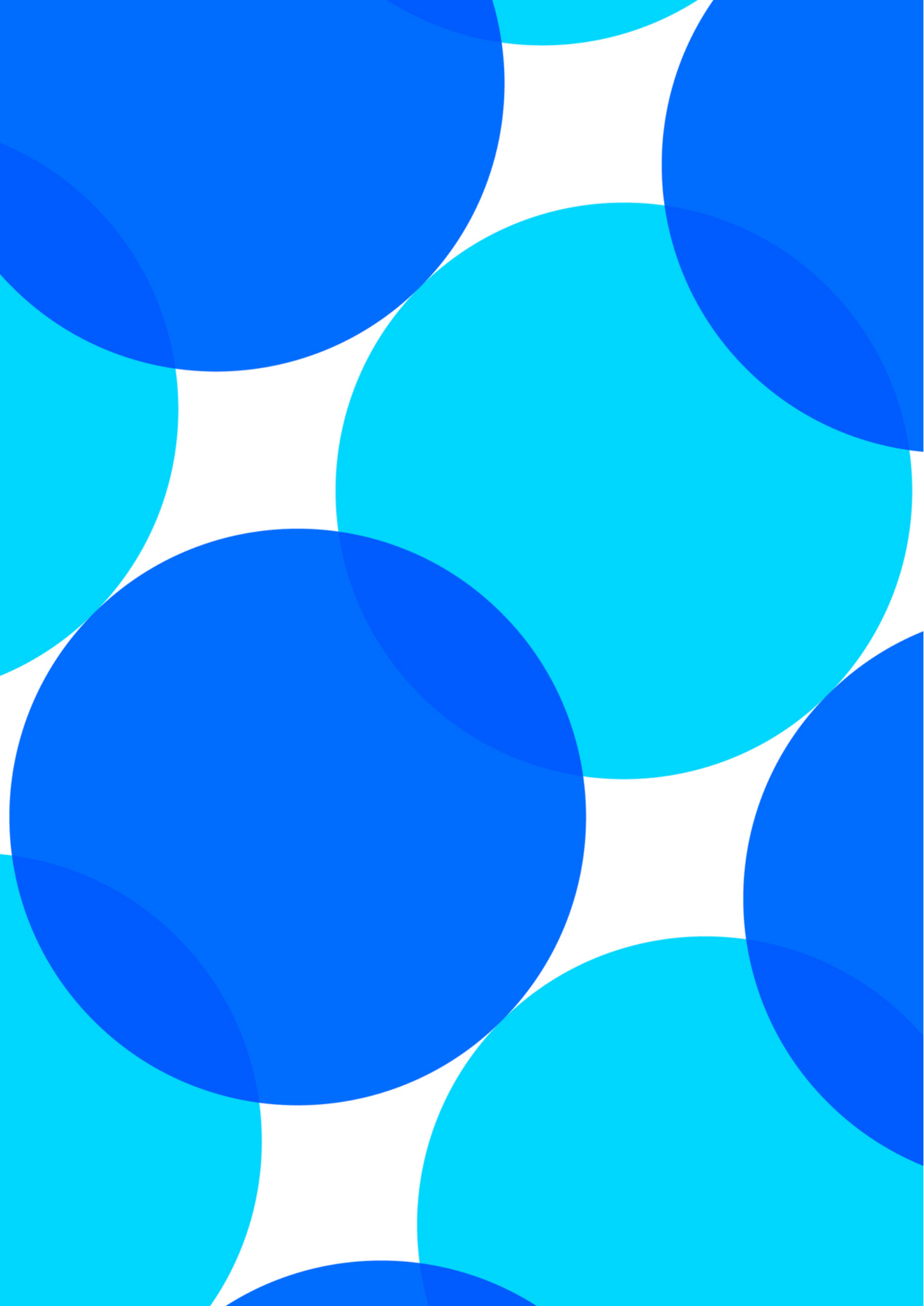


# Banco Sabadell Annual Report on Director Remuneration



31 December 2023





# Contents

<b>Introduction</b>	<b>2</b>
<b>1. Banco Sabadell Directors Remuneration Policy 2024, 2025 and 2026</b>	<b>3</b>
<b>2. Application of the Directors Remuneration Policy in 2023</b>	<b>9</b>
2,1. Remuneration for Executive Directors	10
2,2. Remuneration for Directors for their functions as members of the Board of Directors	27
<b>3. Directors Remuneration Policy applicable in 2024</b>	<b>30</b>
3,1. Remuneration for Executive Directors	31
3,2. Remuneration for Directors for their functions as members of the Board of Directors	48
<b>4. Procedures and bodies involved in determining and approving the Remuneration Policy</b>	<b>52</b>
4,1. General framework	52
4,2. Remuneration benchmarking and external advisers	54
<b>5. Measures to reduce exposure to excessive risks and contribute to sustainable performance</b>	<b>56</b>
<b>6. Reconciliation with the CNMV Annual Report on Remuneration of Directors of Listed Companies</b>	<b>59</b>
<b>7. Statistical annex</b>	<b>66</b>

# Annual Report on Directors Remuneration

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

The Banco Sabadell Annual Report on Directors Remuneration (the Report) is drawn up with the information from the Bank at 2023 year-end in compliance with the provisions of article 541 of Royal Legislative 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 2024. This Report is also available in the "Corporate Governance and Remuneration Policy" section of the Banco Sabadell Group corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)).

The General Meeting of Shareholders on 23 March 2023 approved a new Directors Remuneration Policy for 2024, 2025 and 2026.

The new Policy has significant new features and, consequently, the General Meeting of Shareholders considered it advisable, in accordance with the current legislation, for the new Policy to come into force in 2023, from the date of its approval and for the following three years.

This Report includes a summary of the new Directors Remuneration Policy that has been applicable since the date of its approval, and describes how it was applied during 2023. Until the approval of the new Policy by the General Meeting of Shareholders, the Directors Remuneration Policy for 2021, 2022 and 2023, approved by the General Meeting of Shareholders on 26 March 2021, and its information supplement, approved by the General Meeting of Shareholders on 24 March 2022, were in force.

This Report maintains the improvements made to the Annual Report on Directors Remuneration for 2022, with clearer wording in pursuit of transparency and by providing more information about the application of the remuneration policy, in accordance with market best practices.

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

## 1.1. Main new features

The Directors Remuneration Policy for years 2021, 2022 and 2023, approved by the General Meeting of Shareholders on 26 March 2021 for a 3-year term, expired in 2023.

The General Meeting of Shareholders held in 2023 approved, with 97.36 % of votes in favour, a new Directors Remuneration Policy that would be applicable from the date of its approval in 2023 and during the following three years: 2024, 2025 and 2026; it is currently in force.

# 97.36%

Votes in favour

### Main new features

- Strengthening of the general principle of business sustainability.
- Change in the remuneration of the Chief Executive Officer, modifying his remuneration mix in order to improve alignment with shareholder interests. Specifically, (i) reduction of his fixed remuneration in cash, (ii) investment of part of the fixed remuneration in shares subject to five-year lock-up; (iii) introduction, in place of part of the fixed remuneration, of a contribution to long-term savings plans, 15 % of which will be classified as discretionary pension benefits, and (iv) increase in the target short- and long-term variable remuneration.
- Change in the remuneration of the Chief Risk Officer (CRO) in order to adapt it to the benchmark remuneration for his executive functions.
- Change in the contractual conditions of the Chairman of the Board of Directors, eliminating the post-contractual non-competition clause.
- Introduction of the possibility of inflation adjustments to the deferred cash amounts, as allowed by the European Banking Authority's Guidelines on Sound Remuneration Policies under Directive 2013/36/EU (EBA Guidelines/GL/2021/04).
- Incorporation of a specific section that, in accordance with the amendment of the Capital Companies Law, regulates the possibility of temporary exceptions to the Remuneration Policy by elaborating on the related procedure and conditions.

Otherwise, efforts have been made to maintain continuity by keeping the amounts of most remuneration items unchanged with respect to previous years. This is consistent with the framework of the Remuneration Policy that is applicable to the rest of the workforce.

The Directors Remuneration Policy for 2021, 2022 and 2023 remained in force until the new Directors Remuneration Policy came into effect.

More details can be found in the new Directors Remuneration Policy for 2024, 2025 and 2026 approved by the General Meeting of Shareholders on 23 March 2023 at the following link: <https://www.grupbancsabadell.com/corp/es/gobierno-corporativo-y-politica-deremuneraciones/politica-de-remuneraciones-de-consejeros.html>.

---

**[www.grupbancsabadell.com](https://www.grupbancsabadell.com)**

---

**>Corporate Governance  
and Remuneration Policy**

---

**>Remuneration Policy**

---

# 1.2. 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 Directors Remuneration Policy is based are as follows:

## **1 Foster medium-to-long term business and social sustainability, as well as alignment with Group 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 unwanted 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.

**The Group's objectives include a commitment to sustainability and involvement in Banco Sabadell's ESG performance by all the people that make up the group.**

The Group's objectives include a commitment to sustainability and involvement by all the Bank's people in its ESG performance. The synthetic sustainability indicator (ISos) established in 2020 incorporates KPIs (Key Performance Indicators) for ESG matters and links them to the short-term variable compensation of Executive Directors and other employees with variable remuneration; those KPIs form part of the group objectives with a weighting of 10 %. From 2023 onwards, in order to reinforce the alignment of executive director remuneration with the Group's commitment to sustainability, a synthetic sustainability indicator has been incorporated into the multi-year objectives set by the Group that 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 remuneration of female and male employees for a given job or a position of equal value**

- Able to attract and retain the best talent.
- Rewarding professional career 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.

## **3 Reward performance by aligning compensation with results achieved by the individual without encouraging risk taking beyond the level tolerated by the Group**

- 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.

With regard to equal pay, the remuneration policy is gender neutral, in line with the principle of equal pay for equal work or work of equal value, guiding decision-making towards avoiding any gender pay gap, ensuring equal opportunities as a prerequisite for remuneration to be gender-neutral over the long term.

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





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

Principles of the Remuneration Policy applicable to Executive Directors	Principles of the Remuneration Policy applicable to the Directors for their functions as members of the Board of Directors
<p>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.</p> <ul style="list-style-type: none"> <li>— Consideration of multiple metrics linked to results, returns, risk management and control, solvency, capital, and strategic non-financial objectives linked to sustainability.</li> <li>— Long-term remuneration with a three-year objective measurement period linked to TSR, ESG, sustainability and ROTE objectives and subject to a risk-related correction factor that is a function of fulfilment of capital and liquidity indicators.</li> <li>— Variable remuneration is not guaranteed.</li> <li>— Prudential mechanisms for adjusting the attainment of objectives and other ex-ante adjustments.</li> <li>— Deferral over five years of 60 % of the annual variable remuneration for any variable remuneration element.</li> <li>— Payment of more than 50 % of the variable remuneration in shares (50 % of the up-front part, 55 % of the deferred part of annual variable remuneration, and 55 % of the long-term remuneration).</li> <li>— 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.</li> <li>— Malus and clawback clauses, in accordance with the provisions of the regulations governing credit institutions.</li> <li>— Regular external advice to the Board of Directors and the Remuneration Committee with regard to market practices.</li> </ul>	<p>The remuneration is commensurate with the responsibilities and functions assumed by each Director but without jeopardizing their independence.</p> <ul style="list-style-type: none"> <li>— They do not qualify for variable remuneration.</li> <li>— They are not remunerated in the form of shares, options or rights relating to shares or instruments linked to the value of the share.</li> <li>— They do not benefit from long-term savings systems such as pension plans, retirement schemes or other similar arrangements.</li> </ul>

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 Directors Remuneration Policy in 2023

The remuneration accrued in fiscal year 2023 conformed to the terms of the Banco Sabadell Directors Remuneration Policy approved by the General Meeting of Shareholders on 23 March 2023. Until the approval of the new Policy, the Directors Remuneration Policy approved by the General Meeting of Shareholders on 26 March 2021, and its information supplement, approved by the General Meeting of Shareholders on 24 March 2022, were in force.

In 2023, the procedure for applying the Remuneration Policy was adhered to strictly and no temporary exceptions were made.

The Annual Report on Directors Remuneration for 2022 was submitted to a consultative vote at the General Meeting of Shareholders on 23 March 2023:

- The number of shares for which valid votes were cast was 3,484,428,447, distributed as follows:
- 204,105 abstentions, from 204,190,305 shares owned by 446 shareholders representing 5.859 % of the total capital in attendance, either in presence or by proxy;
- 67,441 votes against, from 67,541,341 shares owned by 918 shareholders representing 1.936 % of the total capital in attendance, either in presence or by proxy, and
- 3,212,172 votes in favour, from 3,212,696,801 shares owned by 84,198 shareholders representing 92.205 % of the total capital in attendance, either in presence or by proxy.

**92.20%**



**61.30%**

Increase in the number of votes in favour

**As a result of the new features incorporated into the Directors Remuneration Policy and the transparency improvements, the result of the consultative vote increased from 61.30 % to 92.20 % of votes in favour.**

This section 2 sets out the amounts accrued in 2023 by everyone who was a member of the Board of Directors at any time during the year.

## 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 new Directors Remuneration Policy for each remuneration item.

The Board of Directors complies 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 Directors 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.

In compliance with the new Directors Remuneration Policy, the remuneration scheme for the Chief Executive Officer was modified. These modifications are based on reducing the CEO's fixed remuneration to €1,900 thousand (€2,000 thousand in 2022), of which:

- €1,600 thousand will be paid in cash.

Out of the amount remaining after personal income tax withholdings, the CEO will systematically reinvest an annual net amount equivalent to €300 thousand gross of his fixed remuneration in shares of the Bank. The CEO also undertakes and is bound to hold the shares of the Bank so acquired for a period of five years or until the date of abandoning the Institution, whichever is earlier.

- €300 thousand are contributed to retirement and savings plans.

However, in accordance with the provisions of the Remuneration Policy, an additional contribution of €600 thousand was made to the retirement and savings plans in 2023 on account of the CEO's fixed remuneration in cash, so that the initial contribution to this system was €900 thousand, of which 15 % is classified as a discretionary pension benefit.

With regard to the CEO's short-term variable remuneration and the long-term remuneration, the target amount (i.e. the amount to be collected in the event of 100 % attainment of the objectives) was increased from €600 thousand to €800 thousand for each remuneration.

As disclosed in section 3 of the 2022 Annual Report on Director Remuneration, until the new Policy was approved, the components and amounts of the CEO's remuneration package for performing executive duties were the same as in 2022.

With this change in the Chief Executive Officer's remuneration scheme, his remuneration mix (variable / fixed) was modified by changing the variable proportion from 60.0 % to 88.7 % (including discretionary pension benefits) and increasing the proportion of remuneration at risk from 37.5 % to 55.6 % of total remuneration.

The purpose of this modification is to increase alignment between the CEO's remuneration and the shareholders' interests, and with the values and long-term interests of the Banco Sabadell Group, while also linking his compensation even to the risk and business strategy. The CEO's remuneration was benchmarked against two groups of companies: one comprises 15 banks from Spain and other European countries (the international benchmark), while the other is made up of 15 Spanish companies, most of them in the IBEX-35 (the domestic benchmark). (The benchmark companies are listed in section 4.2).

The CEO's total remuneration for 2023 is in the 54th percentile of the domestic benchmark and the 60th percentile of the international benchmark.

The Directors Remuneration Policy establishes that the CRO's fixed annual remuneration is €553 thousand, payable entirely in cash; this amount is the same as under the previous Policy. An annual contribution will be made to retirement and savings plans equivalent to 19 % of his fixed remuneration, 15 % of which will be classified as discretionary pension benefits.

With regard to the short-term variable remuneration and long-term remuneration, the target amount for the CRO in 2023 was, respectively, €100 thousand and €138 thousand (25 % of his fixed remuneration).

Below is a detail of the individual remuneration received in 2023 by the executive directors, in thousand euros, taking into consideration that, in the case of the CEO, each Remuneration Policy was applied proportionally to the period of time during which it was in force during 2023:

	CEO (thousand euro)	CRO (thousand euro)
Fixed salary	1,100	553
Benefits and remuneration in kind	34	39
Retirement and savings plans	901	106
Short-term variable remuneration	983 (131.00 % attainment of objectives)	116 (115.72 % attainment of objectives)
Long-term remuneration	983 (131.00 % attainment of objectives)	160 (115.72 % attainment of objectives)

In relation to the remuneration received by the CEO, the amounts corresponding to the period of time that each of the Remuneration Policies was in force during 2023 are as follows (\*).

(thousand euro)	01/01/2023 31/03/2023	01/04/2023 31/12/2023
<b>Fixed remuneration</b>		
Annual	2,000	1,600
Proportional annual	500	1,200
Extraordinary contribution to retirement and savings plans		(-600)
Amount collected	500	600
<b>Total amount collected</b>		<b>1,100</b>
<b>Short-term variable remuneration</b>		
Target amount	600	800
Proportional target amount	148	603
Amount collected	194	790
<b>Total amount collected</b>		<b>983</b>
<b>Long-term remuneration</b>		
Target amount	600	800
Proportional target amount	148	603
Amount collected	194	790
<b>Total amount collected</b>		<b>983</b>

(\*) The CEO's remuneration provided for in the Directors Remuneration Policy for 2021, 2022 and 2023 was applied up until 31 March 2023. On 1 April 2023, the CEO entered into a new service agreement with Banco Sabadell to incorporate the remuneration conditions set out in the new remuneration policy.

## A) Fixed remuneration

### Fixed salary

- The fixed salary is intended to remunerate the set of functions and responsibilities corresponding to the person's position to recognise the Executive Director's contribution within that position, while they occupy it.

### Benefits and remuneration in kind

- Benefits and remuneration in kind: In 2023, 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 had the use of a vehicle on the same terms as the other members of Senior Management.

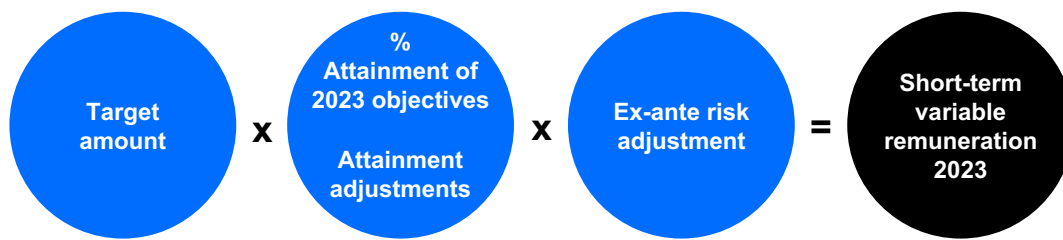
### Contributions to retirement and savings plans

- The executive directors are beneficiaries of a defined-contribution executive group insurance policy that pays out upon effective retirement, death or absolute permanent disability.
- Of the contributions made in their favour, 85 % is considered as fixed remuneration and the other 15 % as a discretionary pension benefit, which is treated as variable remuneration 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.



## B) 2023 Short-term variable remuneration

The short-term variable remuneration in 2023 was as follows



### B.1.) Percentage attainment of Group objectives for 2023

On 22 February 2024, the Board of Directors determined the degree of attainment of the Group objectives, applying the weightings established at the beginning of the year. 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. The objective and levels of attainment are indicated in the following table.



Metric	Definition	Weighting	Threshold <sup>(1)</sup>	Maximum result <sup>(2)</sup>	% Attainment
<b>ROTE</b>	Return on tangible equity	20 %	7.4 %	11.4 %	150.0 %
<b>Group net profit</b>	Profit that is directly attributable to the parent company, calculated by deducting minority interests from profit for the year.	20 %	0.9 B€	1.3 B€	150.0 %
<b>Net interest income plus net fees and commissions</b>	Banco Sabadell Group consolidated net interest income plus net fees and commissions in 2023.	10 %	5.7 B€	6.2 B€	126.3 %
<b>Group expenses</b>	Total consolidated expenses under the headings of staff expenses, general expenses and real estate expenses not already included under the first two categories (staff and general).	10 %	2.7 B€	2.5 B€	81.7 %
<b>Asset quality</b>	Cost of Risk (7 %) + NPA volume (7 %) + Coverage ratio (7 %)	20 %			146.6 %
CoR			0.65 %	0.45 %	139.7 %
NPA volume			7.9 B€	7.2 B€	150.0 %
Total NPA coverage			49.30 %	53.30 %	150.0 %
<b>Service quality</b>	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, SMEs, private, business and corporate) and of each communication channel (branch, internet, mobile, etc.) and employee satisfaction index, because of its influence on the quality of service.	10 %	50.0 %	150.0 %	125.7 %
<b>Sustainability</b>	A synthetic evaluation indicator made up of environmental and gender equality indicators: Green finance linked or applicable to sustainability financing, diversity (% female executives), upgrades by the main rating agencies/ ESG indices and Sustainable Finance Plan.	10 %	50.0 %	150.0 %	123.2 %
<b>Total</b>			<b>100 %</b>		<b>120.31 %</b>

(1) Threshold for attainment of the objective

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



In 2023, Banco Sabadell obtained €1.3 billion in net profit, an increase of 55 % over the previous year. This improvement was mainly due to good performance by the yield curve, which increased yields on loans and fixed-income securities, which, coupled with commercial management of the cost of liabilities, contributed to improving net interest income in the year.

In addition, the efforts to contain recurring costs and the improvement in ordinary provisions, which benefited CoR, enabled the Group to attain an 11.5 % ROTE in 2023, i.e. 373bp more than in 2022, covering the cost of capital.

The Group objectives for 2023 are detailed below:

- **Net profit:** profit that is directly attributable to the parent company, calculated by deducting minority interests from profit for the year.  
This objective is weighted 20.0 % of the total, and attainment at 2023 year-end was 150 %.
- **RoTE:** measures the return on the company's average tangible equity. The numerator is the profit attributable to the group and the denominator is the average equity less intangible assets and goodwill.  
This metric is weighted 20.0 % of the total, and attainment at 2023 year-end was 150 %.
- **Net banking revenues:** this metric reflects the revenues related most directly to the banking business, consisting of the Group's net interest income and net fees and commissions.  
This metric is weighted 10 % of the total, and attainment at 2023 year-end was 126.3 %.
- **Expenses:** includes expenses borne by the Bank, comprising personnel expenses, general expenses and expenses derived from the real estate business that are not already included in the preceding categories.  
This metric is weighted 10 % of the total, and attainment at 2023 year-end was 81.7 %.
- **Asset quality:** this objective comprises three indicators. One is 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 other is the balance of NPAs (Non-Performing Assets), comprising the sum of Stage 3 assets and non-performing properties. The third is the Total NPA Coverage, calculated as the ratio of provisions for non-performing assets (NPAs) to total non-performing assets. This metric is weighted 20 % (6.7 % each) and attainment in 2022 was 146.6 %.

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 non-financial metrics are detailed below:

- **Service quality:** a synthetic indicator that reflects feedback on the quality of service, grouping the following variables:

Variable	Definition	Weighting	Attainment
Employee satisfaction <sup>1</sup>	Outcome of annual employee satisfaction survey	50 %	133.3 %
Customer satisfaction	Sabadell Spain: — Overall satisfaction with branch — NPS Individuals — NPS SMEs — NPS Companies — NPS Private Banking	35 %	116.5 %
	TSB — Bank NPS Channels NPS (Mobile, Branch, Telephony, and Internet banking)	10 %	126.8 %
	Corporate & Investment Banking — NPS Spain and Ofex EMEA	5 %	111.3 %
<b>Total</b>	—	<b>100 %</b>	<b>125.7 %</b>

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

Variable	Definition	Weighting	Attainment
Rating agencies	Improve the score in the main ESG indices (MSCI, Sustainalytics, ISS, DJSI)	20 %	131.3 %
Sustainable Finance Plan	— Industry regulations. Expand perimeter of customers in NFRD — Portfolio Alignment. Establish tracking dynamic — Reporting. Increase granularity — Adaptation ESG Framework (admission policies)	20 %	111.6 %
Diversity	% Female executives	20 %	113.9 %
Environment	— Sustainable finance — FvS finance	40 %	129.6 %
<b>Total</b>	—	<b>100 %</b>	<b>123.2 %</b>

This indicator is monitored periodically by the Sustainability Committee, and its metrics are updated as part of this review. It was attained 123.2 % in 2023.

## B.2.) Attainment of objectives by the CEO

The CEO's final attainment of objectives in the year, taking into account all the parameters described above, was 131.00 %.

# 131.00 %

Final attainment of objectives in the year

The CEO had 80 % of his objectives linked to the Group's objectives and other 20 % were set by an individual qualitative assessment adopted by the Remuneration Committee on the motion of the Chairman.

The individual qualitative assessment of the CEO was based on his contribution and leadership in fulfilling the Group's strategy; specifically, in 2023, this focused on cost reduction, execution of the digitalization plan and the increase in the profitability of the entire Banco Sabadell Group.

The CEO's performance in achieving the following key strategic goals of the Group is particularly noteworthy:

- Performance of the share with respect to peers; it was the share that appreciated the most.
- Positive trend in ROTE (Return on Tangible Equity), continuing the sustained growth achieved in this indicator in recent years.
- In a complex geopolitical environment, the Bank posted record results in 2023, achieving net profit of €1.300 million.
- TSB strengthened its contribution to Group results.
- Solid capital position as a result of efficient management of regulatory capital requirements and asset portfolios.
- Successful completion of the digitalization plan, positioning the Institution as a digital leader.

The following were also considered in the performance assessment:

- His leadership in executing management initiatives and priorities.
- Representation of the Bank in other bodies and institutions.
- Governance and stakeholder management.

The individual qualitative assessment was adopted by the Remuneration Committee, on a motion by the Chairman, at 115 %. This indicator is capped at 120 %.

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

The CRO's final attainment of objectives in the year, taking into account all the parameters described above, was 115.72 %.

The CRO had 25 % of his annual variable remuneration linked 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 control functions he performs, independently of the business and corporate areas, and are focused on the control 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.

— In this regard, the 2023 functional objectives set for the CRO were assessed on the basis of the following parameters:

Quantitative objectives:

- Improvement in the SREP score, weighted 30 % of his functional objectives.
- Management satisfaction, weighted 10 % of his functional objectives.

Qualitative objectives:

- Contribution to the performance of the Risk Committee, weighted 10 %.
- Fulfilment of the annual plans for the second line of defence (2LoD), weighted 35 %.
- Outcome of On-site Inspections (OSI) of the second line of defence, weighted 15 %.

The CRO attained 107.25 % of his functional objectives for 2023.

The individual qualitative assessment considered the following:

- Continuity and strengthening of his management in all key areas under his responsibility.
- His participation and leadership for the recognition, by various bodies and institutions, of the improvements in the area of the Bank that he represents.
- His ability to anticipate, identify and manage potential risks, providing the appropriate tools to enable the Group to take strategic decisions.
- The credibility of his function in the eyes of the Bank's other areas, which has strengthened risk management in the Bank.

The CRO attained 115 % of his individual qualitative objectives for 2023. 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.

# 115.72 %

Final attainment of objectives in the year

# 107.25 %

Attainment of functional objectives in 2023

The percentage of attainment of objectives by both the CEO and the CRO were approved by the Board of Directors on 31 January 2024.

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 liquidity (Liquidity Coverage Ratio) achieved the limits established in the Risk Appetite Statement (RAS).

The Banco Sabadell Remuneration Committee analysed the application of the Risk Correction Factor (RCF) to the Group objectives at a meeting on 26 January 2024. In accordance with the capital and liquidity objectives, metrics, attainment scales and payment curves of the RCF approved by the Board of Directors on 25 January 2023, 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 objectives established 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. As a result, an attainment adjustment of 2.02 percentage points was applied to the CRO.

## 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 2023, 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 2023 is aligned with risk and control factors such as breaches of standards and regulations, exceedance of risk limits (e.g. RAS, solvency and liquidity) or breach of expected loss thresholds in terms of operational risk) and/or internal control indicators (for example, results of internal audits) or similar items.

## B.6.) Short-term variable remuneration accrued in 2023

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 Remuneration Committee determined the variable remuneration to be assigned individually to each of the executive directors. On the basis of each individual's assigned bonus target and attainment of individual objectives, the Board of Directors approved the corresponding variable remuneration, on a motion of the Remuneration Committee, on 31 January 2024, as follows: €983 thousand for the CEO and €116 thousand for the CRO:

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

- 40 % will be paid in 2024, 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 2024 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 2025, 2026, 2027, 2028 and 2029, 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 2024.

Form of payment			Mr. César González-Bueno	Mr. David Vegara Figueras
<b>Up-front</b>	<b>2024</b>	thousand euro	197	23
		no. of shares	165,138	19,432
<b>Deferred</b>	<b>2025</b>	thousand euro	53	6
		no. of shares	54,495	6,412
	<b>2026</b>	thousand euro	53	6
		no. of shares	54,495	6,412
	<b>2027</b>	thousand euro	53	6
		no. of shares	54,495	6,412
	<b>2028</b>	thousand euro	53	6
		no. of shares	54,495	6,412
	<b>2029</b>	thousand euro	53	6
		no. of shares	54,495	6,412

NOTE: 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 2023 (1.191€/share). The number of shares will be updated with the closing price in the last session in February, once it is known.

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 cash amount payable in 2024 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 2023) and deferred shares (financial instruments at the end of 2023).

## B.7.) Variable remuneration deferred from prior years that is payable in 2024

As supplementary information to tables C.1.a) i) and ii) of the Statistical Appendix, 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 Directors Remuneration Policy, were delivered to the executive directors in 2024.

Below is a detail of the amounts of cash, in thousand euro, and shares in 2024 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>2021 variable remuneration</b>	thousand euro	30	5	19	—
	no. of shares	47,513	8,490	30,278	—
<b>2022 variable remuneration</b>	thousand euro	38	5	—	—
	no. of shares	37,305	5,427	—	—
<b>Long-term remuneration 2019-2021</b>	thousand euro	—	5	20	5
	no. of shares	—	5,384	23,280	6,088
<b>Long-term remuneration 2020-2022</b>	thousand euro	—	19	—	15
	no. of shares	—	63,291	—	50,391
<b>Termination indemnities</b>	thousand euro	—	—	—	44
	no. of shares	—	—	—	102,232

(1) Deferred amounts accrued in the period in which they were Executive Directors.

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 causes that would trigger such clauses arose in 2023.

## C) Long-term remuneration

This section includes information on long-term remuneration schemes whose periods for measurement include the year 2023. The calendars of the long-term incentives that are in force are shown by way of example.

Long-term remuneration	2021	2022	2023	2024	2025
<b>2021-2023</b>	Beginning of measurement period		End of measurement period		
<b>2022-2024</b>		Beginning of measurement period		End of measurement period	
<b>2023-2025</b>			Beginning of measurement period		End of measurement period

### C.1.) Long-term remuneration 2021-2023

The long-term remuneration scheme for 2021-2023 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 2021 had concluded, the reference amount was adjusted during the first quarter of 2022 based on the degree of attainment of the objectives for 2021 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	Initial reference amount (€ thousand)	Adjusted reference amount (€ thousand)
CEO	475	558
CRO	113	112
Chairman	119	140

In accordance with the Directors 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 2021, with the following result:

Director	Amount (€ thousand)	No. of shares
CEO	251	522,619
CRO	50	105,070
Chairman	63	130,732

Payment of the adjusted reference amount was subject to the following multi-year objectives established for the period 2021-2023:

Objective	Weighting	Outcome	% Attainment
Relative Total Shareholder Return (TSR)	25 %	#1	100 %
Liquidity Coverage Ratio	25 %	218.4 %	100 %
Capital (CET1)	25 %	13.27 %	100 %
Return on Risk Adjusted Capital (RoRAC)	25 %	16.8 %	100 %
<b>Total</b>	<b>100 %</b>	<b>—</b>	<b>100 %</b>

The Group objectives for 2021-2023 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 variation in the share price, calculated as the difference between the arithmetic mean of the share's closing price, rounded to the third decimal place, in the first 20 sessions following 1 January 2021 and 31 December 2023.

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

### Peer group

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



The Board of Directors has the power, based on a proposal from the Remuneration Committee, to adapt, where appropriate, the composition of the sample 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 companies that affect the value of the shares to ensure that the comparison is made on a like-for-like basis.

To this end, on 30 November 2023, the Board of Directors, following a report from the Remuneration Committee, approved the modification of the attainment scale due to the absorption of two of the entities that formed part of the peer group (Bankia, S.A and UBI Banca), and the elimination of one of them because it was no longer listed (Natixis, S.A).

**Attainment scale:**

Banco Sabadell's TSR ranking within the peer group	% attainment
Between #1 and #6	100 %
Between #7 and #9	75 %
Between #10 and #12	50 %
Between #13 and #15	0 %

**Percentage of attainment:**

Since Banco Sabadell ranked #1 within the peer group, the percentage of attainment of this metric is 100 %.

**Liquidity Coverage Ratio**

This ratio reveals whether the institution has sufficient liquid assets to enable it to honour its short-term obligations, calculated as the ratio between high quality liquid assets (HQLAs) and net cash outflows in 30 days.

The objective for the Liquidity Coverage Ratio indicator is the level established in the Institution's RAS (Risk Appetite Statement). This indicator is measured by taking the average of the last three months in the final year of the multi-year measurement period.

**Attainment scale:**

If the average LCR is higher than the early warning indicator (EWI), the objective is deemed to have been achieved 100 %; below that threshold, attainment is 0 %.

**Percentage of attainment:**

Since the average LCR for October, November and December 2023 was higher than the early warning indicator (EWI), 100 % of the objective is deemed to have been achieved.

**Capital adequacy (CET1)**

This ratio is the main measure of solvency used in the financial sector. The CET1 ratio is the quotient between Common Equity Tier 1 capital and Risk Weighted Assets.

Attainment of the objective in connection with CET1 is measured on the basis of the level established in the Institution's Risk Appetite Statement (RAS). This indicator is measured by taking the average of the last three months in the final year of the multi-year measurement period.

**Attainment scale:**

If the average CET1 is higher than the early warning indicator (EWI), the objective is deemed to have been achieved 100 %; below that threshold, attainment is 0 %.

**Percentage of attainment:**

Since the average CET1 for October, November and December 2023 was higher than the early warning indicator (EWI), 100 % of the objective is deemed to have been achieved.

**Return on Risk Adjusted Capital (RoRAC)**

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 RoRAC is measured on the basis of the cost of equity. This indicator is measured by taking the average of the last three months in the final year of the multi-year measurement period.

**Attainment scale:**

If the RoRAC exceeds the cost of equity, attainment is rated to be 100 %. Failure to achieve that objective is classified as 0 % attainment.

**Percentage of attainment:**

Since the average RoRAC for October, November and December 2023 was higher than the early warning indicator (EWI), 100 % of the objective is deemed to have been achieved.

Considering the percentages of attainment of the objectives and their weightings, the final percentage of attainment of the 2021-2022 long-term remuneration objectives was 100 %. On 26 January 2024, the Remuneration Committee determined that no adjustment of any type is required to be made to this percentage, resulting in the following distribution:

Director	Final incentive (€ thousand)	Final incentive (n° shares)
CEO	251	522,619
CRO	50	105,070
Chairman	63	130,732

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

		2025 (60 %)	2026 (20 %)	2027 (20 %)
CEO	€ thousand	150	50	50
	n° shares	313,572	104.524	104.524
CRO	€ thousand	30	10	10
	n° shares	63,042	21.014	21.014
Chairman	€ thousand	38	13	13
	n° shares	78,432	26,146	26,146

## Notes:

- These amounts are subject to the malus and clawback clauses established in the Directors Remuneration Policy.
- The shares that are delivered are subject to lock-up as described in section 3.1.1.B) on short-term variable remuneration.

## C.2.) Long-term remuneration 2022-2024

Long-term remuneration for 2022 was approved in the same terms as for 2022, 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 2022 had concluded, the reference amount was adjusted during the first quarter of 2023 based on the degree of attainment of the objectives for 2022 short-term variable remuneration.

Director	Initial reference amount (€ thousand)	Adjusted reference amount (€ thousand)	Adjusted reference amount (cash € thousand)	Adjusted reference amount (n° shares)
CEO	600	(600 x 116.25 %) 698	314	437,928
CRO	131	(131 x 101.48 %) 133	60	83,625

These amounts are linked to attainment of the long-term objectives defined for the long-term remuneration 2022-2024 and may not exceed the indicated amounts in any event.

## C.3.) Long-term remuneration 2023-2025

Long-term remuneration was approved for 2023 in the same terms as that approved for 2022, based on the fulfilment of annual and multi-year objectives.

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; as indicated in this Report, the degree of attainment was 131.00 % in the case of the CEO and 115.72 % in the case of the CRO.

Director	Initial reference amount (€ thousand)	Adjusted reference amount (€ thousand)	Adjusted reference amount (cash € thousand)	Adjusted reference amount (n° shares)
CEO	751	(751 x 131.00 %) 983	443	454,130
CRO	138	(138 x 115.72 %) 160	71	72,619

These amounts are linked to attainment of the long-term objectives defined for the long-term remuneration 2023-2025 as detailed in section 3.1.2.D) above and may not, in any event, exceed the indicated amounts.

## 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 2023, 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 paid may have to be repaid (clawback clauses).

The cases that would trigger such clauses are described in section 3.1.2.B) above; none of them arose in 2023.



## 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.

Director remuneration in 2023, in accordance with the Directors Remuneration Policy approved on 23 March 2023, consisted of the following annual amounts:

	2023 remuneration (€ thousand)	Attendance fees 2023 (€ thousand per meeting)
Members	75	2
Additionally:		
— Chairman	1,500	
— Deputy Chairman	107	
— Lead Independent Director	22	

Non-Executive Directors also received the following amounts for membership of Board Committees:

Committee	Position	Amount (€ thousand)
Strategy and Sustainability Committee	Chairman	—
	Member	40
Credit Delegated Committee	Chairman	70
	Member	40
Audit and Control Committee	Chairman	50
	Member	25
Appointments and Corporate Governance Committee	Chairman	40
	Member	20
Remuneration Committee	Chairman	40
	Member	20
Risk Committee	Chairman	70
	Member	40

Based on the foregoing, the total amount actually collected by the members of the Board of Directors in 2023 is as follows (thousand euro):

Directors	Director category	Board of Directors	Per diems	Risk Committee	Appointments and Corporate Governance Committee	Remuneration Committee	Audit and Control Committee	Credit Delegated Committee	Strategy and Sustainability Committee
<b>Josep Oliu Creus</b>	Non-executive Chairman	1,575	25	0	0	0	0	0	0
<b>Pedro Fontana García</b>	Deputy Chairman Independent	182	25	0	0	0	25	70	40
<b>César González-Bueno Mayer Wittgenstein</b>	CEO	75	25	0	0	0	0	0	0
<b>Anthony Frank Elliott Ball</b>	Independent Director	16	5	0	2	2	0	0	0
<b>Aurora Catá Sala</b>	Independent Director	75	25	40	17	17	0	0	0
<b>Luis Deulofeu Fuguet</b>	Independent director	75	25	0	0	0	0	35	40
<b>María José García Beato</b>	Other External Director	75	25	0	10	0	0	20	40
<b>Mireya Giné Torrens</b>	Independent Director	75	25	0	20	20	25	0	0
<b>Laura González Molero</b>	Independent Director	75	25	0	0	20	25	0	0
<b>George Donald Johnston</b>	Lead Independent director	93	25	64	0	7	0	0	17
<b>David Martínez Guzmán</b>	Proprietary director	75	20	0	0	0	0	0	0
<b>José Manuel Martínez Martínez</b>	Independent director	75	25	0	40	10	0	0	20
<b>Alicia Reyes Revuelta</b>	Independent Director	75	25	37	0	0	0	33	0
<b>Manuel Valls Morató</b>	Independent director	75	25	40	0	0	38	0	0
<b>David Vegara Figueras</b>	Executive director	75	25	0	0	0	0	0	0
<b>Pedro Viñolas Serra</b>	Independent director	44	14	0	0	0	13	20	0

Mr. Luis Deulofeu Fuguet received €30 thousand for membership of the Board of Directors of Sabadell Digital, S.A.U.

Ms. Mireya Giné Torrens collected €30 thousand for membership of the Board of Directors of Sabadell Consumer Finance, S.A.

The Board of Directors met 11 times in 2023.



The amounts actually received depended 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 2023 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 Annual Report on Directors Remuneration.



# 3. Directors Remuneration Policy applicable in 2024

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

## The Bank's actual situation

- **Aligning** remuneration with the short- and long-term objectives set out in the entity'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.

There are no plans to amend the Directors Remuneration Policy in 2024 and, accordingly, the remuneration principles and components defined in the current Policy will apply.



## 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 Directors Remuneration Policy for each remuneration item. The Board of Directors will comply with the applicable legal regulations, taking into account its specific status as a financial institution and in line with the items, terms and conditions established in the new Directors 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 differences between the remuneration packages for the CEO and CRO are as follows:

- The CRO's remuneration is predominantly fixed in order to reflect the nature of his work and not to jeopardise his independence with respect to the business units he oversees.
- The methods used to set the objectives and determine the variable remuneration take into account each director's specific circumstances; in the specific case of the CRO, they must not jeopardise his objectivity or independence. In this respect, 80 % of the Chief Executive Officer's short-term variable remuneration is linked to the Group's objectives and the remaining 20 % is based on an individual qualitative appraisal approved by the Remuneration Committee on a motion by the Chairman. Given the functions of the CRO (oversight), the percentage linked to the Group's objectives is limited to 25 % and the remaining 75 % is indexed to individual objectives: functional objectives (55 %) and an individual qualitative assessment (20 %).

The items of executive director remuneration contemplated by the Directors Remuneration Policy are summarized below:

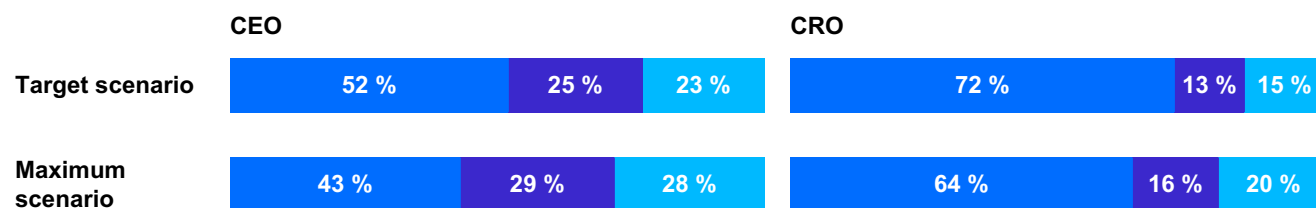
Amounts in 2024		
	CEO	CRO
Fixed salary	1.600 (1)	581
Benefits and remuneration in kind	Similar amounts to 2023	Similar amounts to 2023
Retirement and savings plans	301	111
Short-term variable remuneration	Target*: 856 Maximum: 1.233	Target*: €105 Maximum: €151
Long-term remuneration	Target*: 856 Maximum: 1.233	Target*: 145 Maximum: 209

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

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

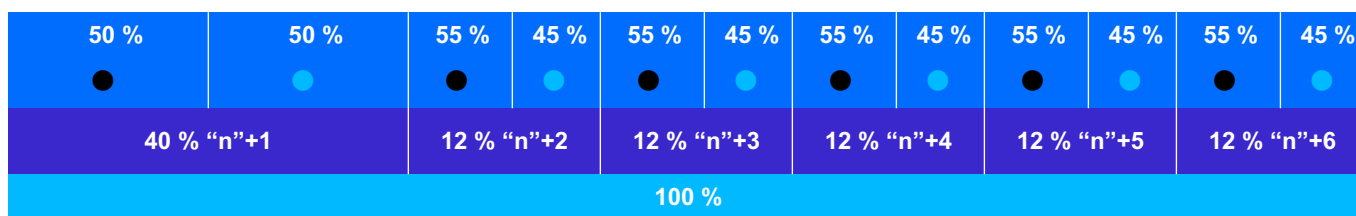
Maximum: maximum amount of the variable remuneration to be allocated in the event of exceeding the objectives.

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

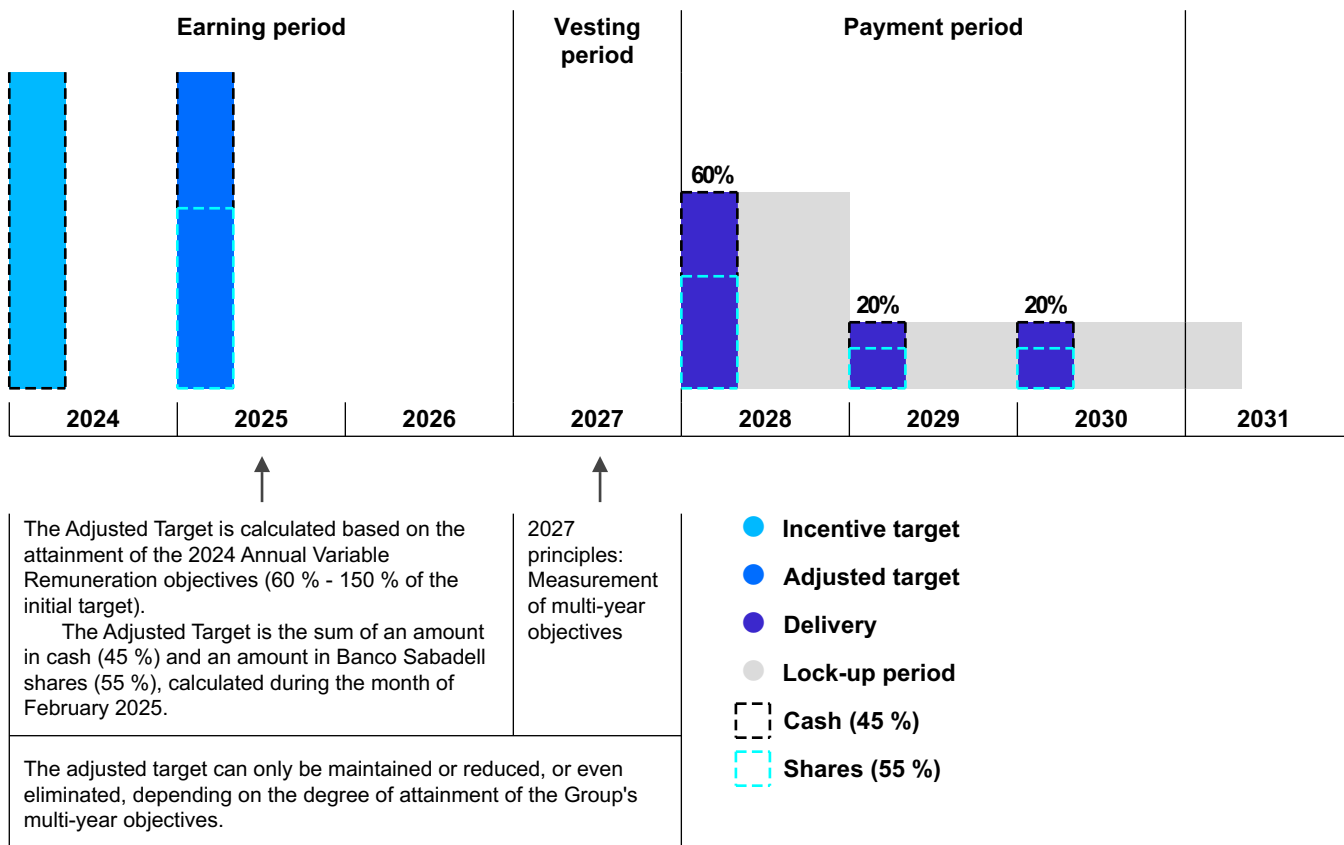
#### Scheme for payment of short-term variable remuneration



Performance year  
Year "n"

- In shares
- In cash

## Scheme for payment of long-term variable remuneration



### 3.1.2. Details of the remuneration items

In accordance with the Directors 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.

The amounts of fixed and variable remuneration for the executive directors were updated within the framework of the general salary review process for 2024 as a result of the current economic situation and their performance of their executive duties

#### A) Fixed remuneration

In accordance with the Directors 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 individual remuneration amounts comprising the fixed remuneration of the executive directors under the new Policy are listed below:

Description	Additional information	Amount (€ thousand)
Fixed salary	Paid monthly in cash. This remuneration is set by the Board of Directors on the motion of the Remuneration Committee.	— CEO: 1.664 <sup>(1)</sup> — CRO: 581
Benefits and remuneration in kind	In 2024, 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 have the use of a vehicle on the same terms as the other members of Senior Management.	— CEO: Similar amounts to 2023 <sup>(2)</sup> — CRO: Similar amounts to 2023 <sup>(2)</sup>
Pension plan	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.	— CEO: 1 — CRO: 1
Retirement and savings plans*	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 is the beneficiary of a defined-contribution group executive 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 executive 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 provide for the benefit to be collected as a lump sum, an annuity or a combination of the two, in accordance with current legislation. The plans are compatible with termination indemnities.	— CEO: 300 — CRO: 110

(\*) 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.

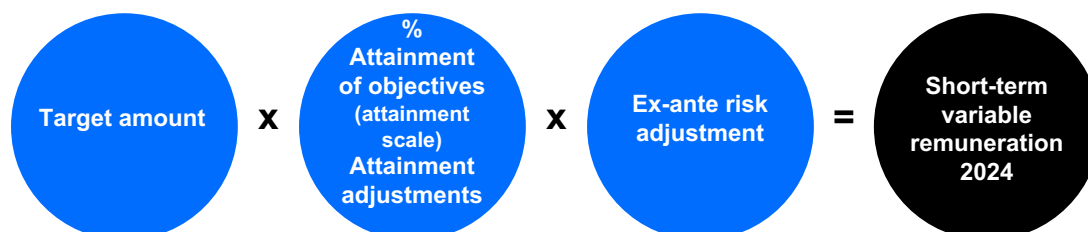
Consequently, 15 % of the contributions to be made in 2024 in relation to the group executive insurance policy on behalf of the CEO and CRO will be adjusted on the basis of the degree of attainment of the short-term variable remuneration objectives.

(1) Of that amount, €300 thousand will be systematically invested in shares of Banco de Sabadell, S.A., which must be retained for five years or until the date the CEO leaves the Institution, if earlier.

(2) The amounts for 2023 are detailed in section 7. Statistical annex, table i).

## B) 2024 Short-term variable remuneration

The Directors Remuneration Policy establishes that short-term variable remuneration will have the following scheme:



## B.1.) Target and maximum amounts

Description	Additional information	CEO	CRO
		(amount € thousand)	(amount € thousand)
Short-term variable remuneration	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. The objectives assigned to each executive director for 2024 are set out in this section 3.1.2.B).	Target: 856	Target: 105
		Maximum: 1.233	Maximum: 151

## B.2.) Objectives and metrics

The breakdown of the objectives for 2024 is as follows:

	CEO	CRO
Group annual objectives	80 %	25 %
Functional objectives	—	55 %
Individual qualitative assessment	20 %	20 %
<b>Total</b>	<b>100 %</b>	<b>100 %</b>

### Group objectives 2024

The same indicators as in 2023 are maintained for 2024, aligned with the strategic priorities defined by the Institution, and a market share indicator has been added.

#### Metrics selected for the Group objectives

Objective	Weighting	Description
ROTE	15.0 %	Return on tangible equity.
Group net profit	15.0 %	Profit that is directly attributable to the parent company, calculated by deducting minority interests from profit for the year.
Net interest income + Net fees and commissions	15.0 %	Banco Sabadell Group consolidated net interest income plus net fees and commissions in 2023.
Group expenses + Depreciation & amortization	10.0 %	Staff expenses + General expenses + Real estate expenses not included under the first two categories (personnel and general).
Asset quality	15.0 %	Cost of Risk (5 %) + NPA volume (5 %) + Coverage ratio (5 %)
Service quality	10.0 %	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 employee satisfaction index, because of its influence on the quality of service.
Sustainability	10.0 %	A synthetic evaluation indicator made up of environmental and gender equality indicators: Green and sustainability-linked financing, diversity (% female executives), upgrades by the main rating agencies/ESG indices and Sustainable Finance Plan.
Market share	10,0 %	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.

## Objectives for 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.

## Objectives for the CRO

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 control functions he performs, independent of the business and corporate areas, and are focused on the control 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.

In this regard, the functional objectives set for the CRO for 2024 revolve around the following parameters:

### Quantitative objectives:

- Improvement in the SREP score, weighted 20 % of his functional objectives.
- Management satisfaction, weighted 10 % of his functional objectives.

### Qualitative objectives:

- Contribution to the performance of the Risk Committee, weighted 20 %.
- Fulfilment of the annual plans of action for the second line of defence (2LoD), weighted 25 %.
- Tracking of RAROC on acceptance and profitability of new initiatives, weighted 10 %.
- Development and implementation of an annual regulatory model plan, weighted 7.5 %.
- Fulfilment of the Remediation Plan from the ICAAP, weighted 7.5 %.

30 % of the CRO's functional objectives are quantitative and the other 70 % relate to qualitative assessments made by the Risk Committee.

## B.3.) Attainment scales

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 objective, 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 by any of these indicators to reach the objective will entail a reduction in variable remuneration; breach of the tolerance threshold for these indicators in the RAS will count as failure to attain the Group objectives for 2024.

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.

## 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.

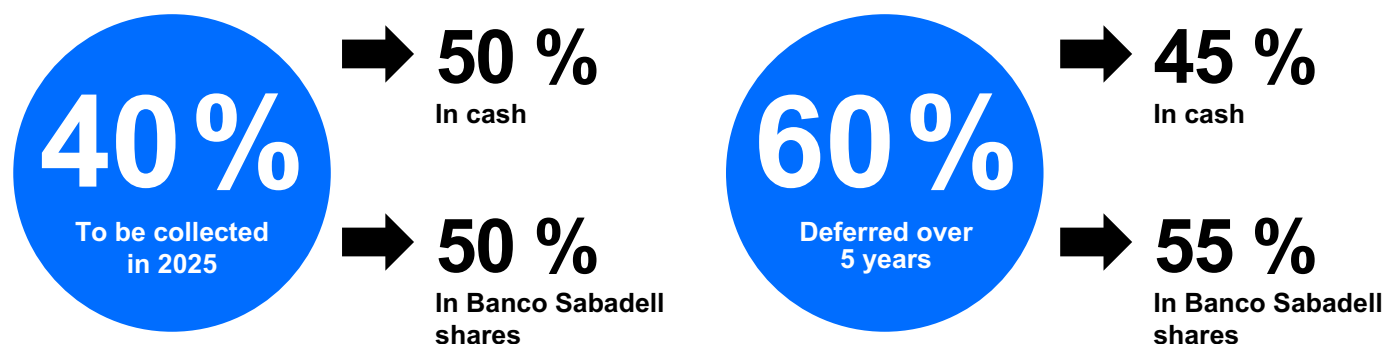
The Remuneration Committee must review the situation each year in order to make a proposal to the Board of Directors, if necessary, based on a report by the People Division, and after seeking the opinion of the Internal Control Division, the Finance Division and the Compliance Division as to whether 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 2024 will be subject to the following scheme:

### 2024 variable remuneration



40 % of the variable remuneration for 2024 will be paid in 2025, 50 % in cash and 50 % in Banco Sabadell shares (valued at the closing market price in the last trading session in the month in 2025 when paid), the shares being subject to at least one-year lock-up.\*

60 % of the variable remuneration for 2023 will be deferred over a five-year period, with one-fifth being paid in each of the years 2026, 2027, 2028, 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 in 2025 when paid).

\* 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 2024-2026

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

The long-term remuneration scheme for 2024-2026 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. The reference amount for the



period 2024-2026 is €856 thousand for the CEO and €145 thousand for the CRO.

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.

The 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	CEO	CRO
		(amount € thousand)	(amount € thousand)
Long-term remuneration	<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 2024 are set out in section 3.1.2.C).</p>	<p>Target: 856</p> <p>Maximum: 1.233</p>	<p>Target: 145</p> <p>Maximum: 209</p>

## 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 2024-2026 are detailed below.

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

**Long-term remuneration in 2024 introduces the following new features in relation to the TSR indicator:**

In order to apply market best practices and in line with the recommendations received in the Bank's regular engagement with investors, shareholders and proxy advisors, stricter requirements have been introduced for attainment of the TSR indicator:

- The attainment cap has been reduced from 150 % to 135 %
- Attainment of more than 100 % requires that the TSR exceed the median.
- Any position in the last quartile entails 0 % attainment.

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

## **Relative Total Shareholder Return (Relative TSR)**

### **Definition:**

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:

<b>Long-term remuneration</b>	<b>2024-26</b>
Beginning date	1 January 2024
End date	31 December 2026

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

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

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 to ensure that the comparison is made on a like-for-like basis.

## Attainment scale

Banco Sabadell's TSR ranking within the peer group	
Long-term remuneration	
2024	%
#1	135 %
#2	129 %
#3	124 %
#4	118 %
#5	112 %
#6	106 %
#7	101 %
#8	95 %
#9	84 %
#10	73 %
#11	61 %
#12	50 %
Between #13 and #16	0 %

## Return on Tangible Equity (ROTE)

### Definition:

ROTE is determined as the average of the figures attained in the months of December in the measurement period (2024-2026).

### Attainment scale:

The following attainment scale is defined:

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

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

## Sustainability

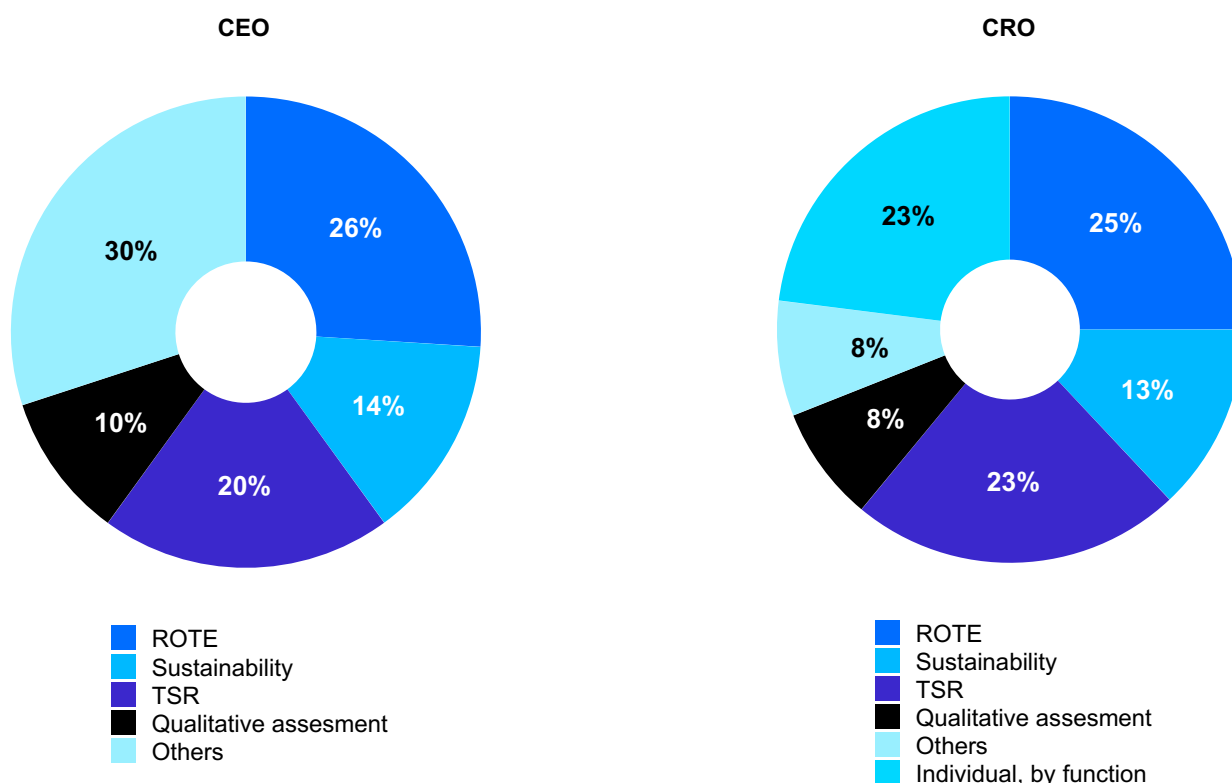
### Definition:

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

### Attainment scale:

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

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



### D) Long-term remuneration 2022-2024 and 2023-2025

The indicators of the long-term remuneration plans in force and covering the year 2024, which, like the one corresponding to the period 2024-2026, 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 2.1.1.C).

Objective	2022-2024	2023-2025
Total Shareholder Return (TSR)	25 %	40 %
Liquidity (Liquidity Coverage Ratio)	25 %	—
Capital (CET1)	25 %	—
Return on Tangible Equity (ROTE)	25 %	40 %
Sustainability	—	20 %

### Relative Total Shareholder Return (Relative TSR)

#### Definition:

TSR is taken to be the sum of the dividends paid and the change in the share price, 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	2022-2024	2023-2025
Beginning date	1 January 2022	1 January 2023
End date	31 December 2024	31 December 2025

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

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

#### Attainment scale

Banco Sabadell's TSR ranking within the peer group	
Long-term remuneration	
<b>2022</b>	<b>%</b>
Between #1 and #8	100 %
Between #9 and #10	75 %
Between #11 and #13	50 %
Between #14 and #16	0 %

Banco Sabadell's TSR ranking within the peer group	
Long-term remuneration	
<b>2023-2025</b>	<b>%</b>
#1	150 %
#2	143 %
#3	136 %
#4	129 %
#5	121 %
#6	114 %
#7	107 %
#8	100 %
#9	88 %
#10	75 %
#11	63 %
#12	50 %
#13	30 %
Between #14 and #16	0 %

## Liquidity (Liquidity Coverage Ratio) (established for 2022-2024)

### Definition:

attainment of the objective in connection with the Liquidity Coverage Ratio (LCR) will be measured on the basis of the level established in the Institution's RAS (Risk Appetite Statement). This indicator will be measured by taking the average of the last three months in the final year of the multi-year measurement period.

### Attainment scale:

If the LCR is higher than the early warning indicator (EWI), the objective will be deemed to have been achieved 100 %; below that threshold, attainment will be rated 0 %.

<b>Long-term remuneration</b>	<b>2022-2024</b>
<b>Average LCR</b>	01 October 2024 31 December 2024

## Capital adequacy CET1 (set for 2022-2024)

### Definition:

attainment of the objective in connection with CET1 will be measured on the basis of the level established in the Institution's RAS (Risk Appetite Statement). This indicator will be measured by taking the average of the last three months in the final year of the multi-year measurement period.

### Attainment scale:

If the CET1 ratio is higher than the early warning indicator (EWI), the objective will be deemed to have been achieved 100 %; below that threshold, attainment will be rated 0 %.

<b>Long-term remuneration</b>	<b>2022-2024</b>
<b>Average CET1</b>	01 October 2024 31 December 2024

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

### Definition:

The ROTE of each plan will be determined as the average of the values in December in each year in the period (2022-2024 and 2023-2025).

### Attainment scale:

The following attainment scale is defined:

<b>2022-2024</b>	<b>0 %</b>	<b>50 %</b>	<b>75 %</b>	<b>100 %</b>
	<5 %	5 %	6 %	>7.5 %
<b>2023-2025</b>	<b>0 %</b>	<b>50 %</b>	<b>100 %</b>	<b>150 %</b>
	<8 %	>8 %	10 % - 12 %	>15 %

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

## **Sustainability (set for 2023-2025)**

### **Definition:**

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

### **Attainment scale:**

An attainment scale is defined for the Sustainable Mobility indicator based on accumulated objectives for 2023-2025 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 some 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.

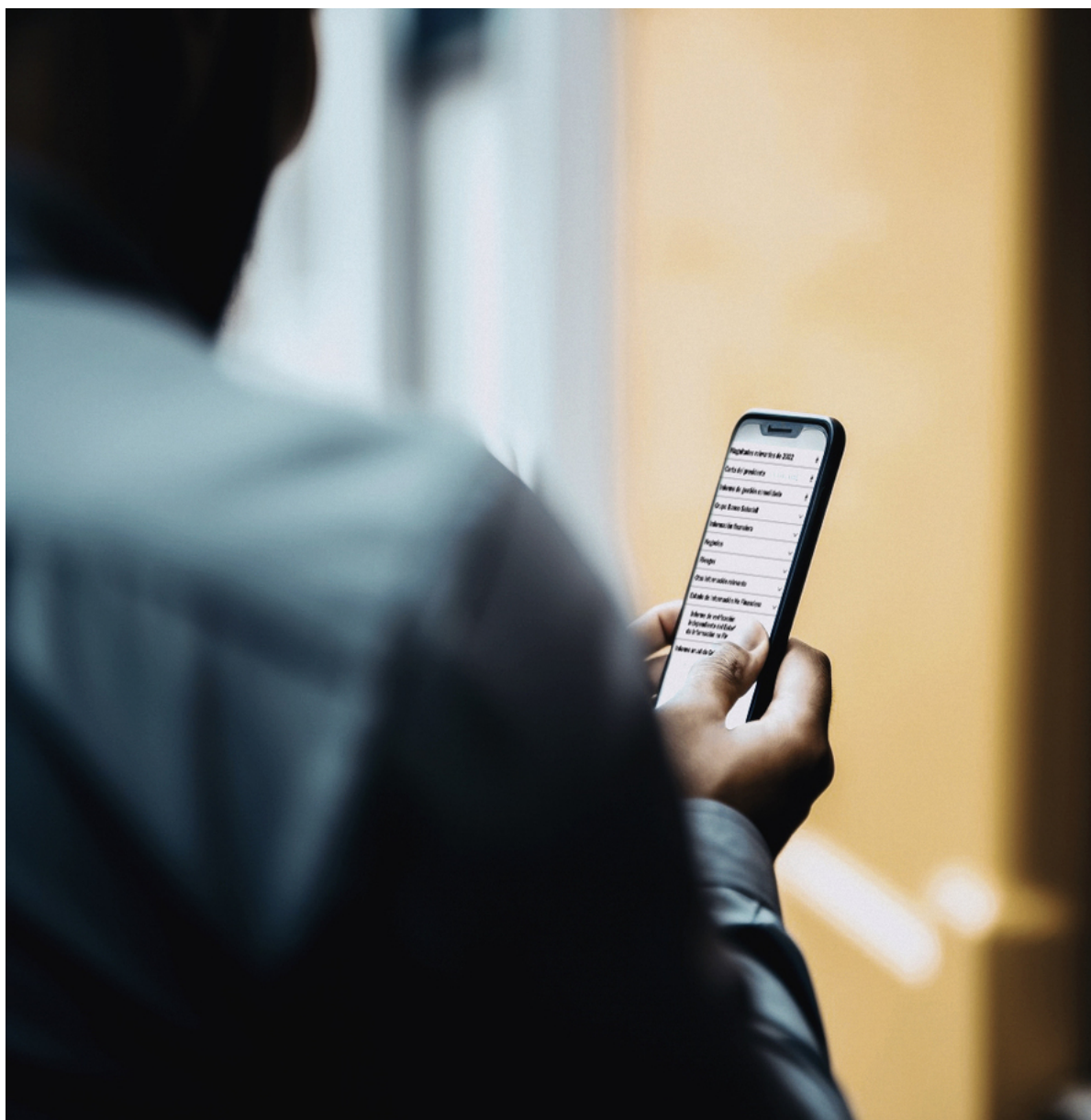


### D.3.) Payment procedure

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 years 2022, 2023 and 2024:

Long-term remuneration	Annual measurement year	Multi-year measurement period	1st payment* (60 %)	2nd payment* (20 %)	3rd payment* (20 %)
2022	2022	2022 2024	2026	2027	2028
2023	2023	2023 2025	2027	2028	2029
2024	2024	2024 2026	2028	2029	2030

\* 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 Directors Remuneration Policy, as described in section 3.1.2.B).
- **Early termination and non-competition:** The CEO's contract contains a post-contractual non-compete clause providing two years' fixed remuneration, including the part of the annual contribution to retirement and savings plans that is not classified as a discretionary pension benefit, with a duration of two years, in the event of removal of the CEO due to (i) a decision of the institution not attributable to breach or failure in his functions as CEO, or (ii) a change of control; and one year's fixed remuneration with a duration of one year in all other cases. The geographical scope of this non-compete clause is confined to Spain, the United Kingdom and Mexico, where the Institution's main business is concentrated. The CRO's contract contains a post-contractual non-compete clause with a duration of two years, applicable until the first date of ordinary retirement, at the latest, and providing an amount of two years' fixed remuneration.

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 Directors Remuneration Policy applicable in 2024, 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.

Board of Directors remuneration for 2024 was determined on the basis of the reports on director remuneration in Spain compiled by Spencer Stuart and the report entitled *"La remuneración de los consejeros de las sociedades cotizadas"* (The remuneration of directors of listed companies) produced by consulting firm KPMG, as well as a specific remuneration benchmarking report produced for Banco Sabadell by consulting firm Willis Towers Watson.

Directors' remuneration in 2024 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, for chairing or being a member of Board Committees, and for membership of any of Banco Sabadell's Advisory Boards.

Non-Executive Directors do not qualify for the remuneration or benefits that apply to Bank employees, the Group's Identified Staff or Senior Management, 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 Directors 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 31 January 2024:

	Fixed remuneration 2024 (€ thousand)	Attendance fees 2024 (€ thousand per meeting)
Members	100	2
Additionally:		
— Chairman	1.500	—
— Deputy Chairman	107	—
— Lead Independent Director	22	—

Non-Executive Directors also receive remuneration for chairing or being members of Board Committees.

Committee	Position	Amount (€ thousand)
Strategy and Sustainability Committee	Chairman	—
	Member	40
Credit Delegated Committee	Chairman	70
	Member	40
Audit and Control Committee	Chairman	70
	Member	40
Appointments and Corporate Governance Committee	Chairman	50
	Member	30
Remuneration Committee	Chairman	50
	Member	30
Risk Committee	Chairman	70
	Member	40

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

Ms. Mireya Giné Torrens will collect at most €30 thousand 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 2024 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 Olliu 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 wholly or partly while they performed executive duties.

### 3.2.3. Contractual conditions

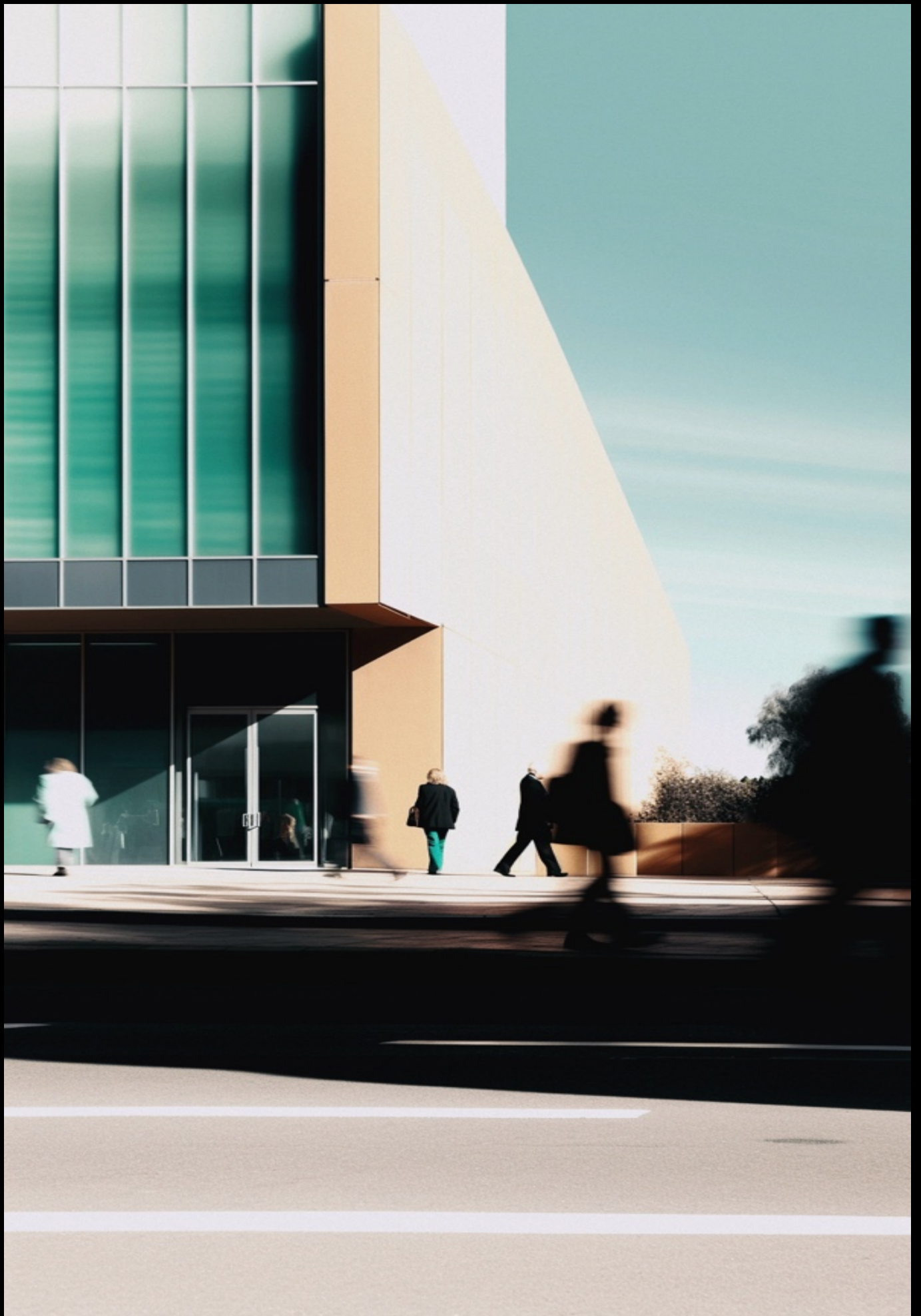
With the exception of the Chairman, non-executive directors are not under contract to the Bank by virtue of their status as members of the Board of Directors, and none of them are entitled to indemnities or have non-compete clauses for the event of termination of their position as Director.

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 Directors Remuneration Policy.

The Remuneration Committee is entrusted with making proposals to the Board of Directors regarding the Directors 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 Directors 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 Directors 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 2023 Banco Sabadell's Remuneration Committee comprised four non-Executive Directors, all of whom are independent Directors, as follows:

**Composition:**

**Chairman**

Ms. Mireya Giné Torrens

**Members**

Mr. José Manuel Martínez Martínez

Ms. Laura González Molero

**Non-member secretary**

Mr. Gonzalo Barettino Coloma

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 information, including that related to remuneration, checking compliance with the law and the correct 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 Directors Remuneration Policy in force and within the limits established therein, on 31 January 2024 the Board of Directors determined the amount of remuneration for Directors for the current financial 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 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 the assistance of the Bank's divisions, the Remuneration Committee obtains advice from the specialized firm Willis Towers Watson, which 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. Specialized consulting firm Mercer Consulting S.L. issued an independent assessment on the implementation of the Remuneration Policy that is applicable to the members of the Identified Staff and on the Directors 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 2024.

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 2023 and the report entitled "The remuneration of directors of listed companies" produced by consulting firm KPMG, 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.

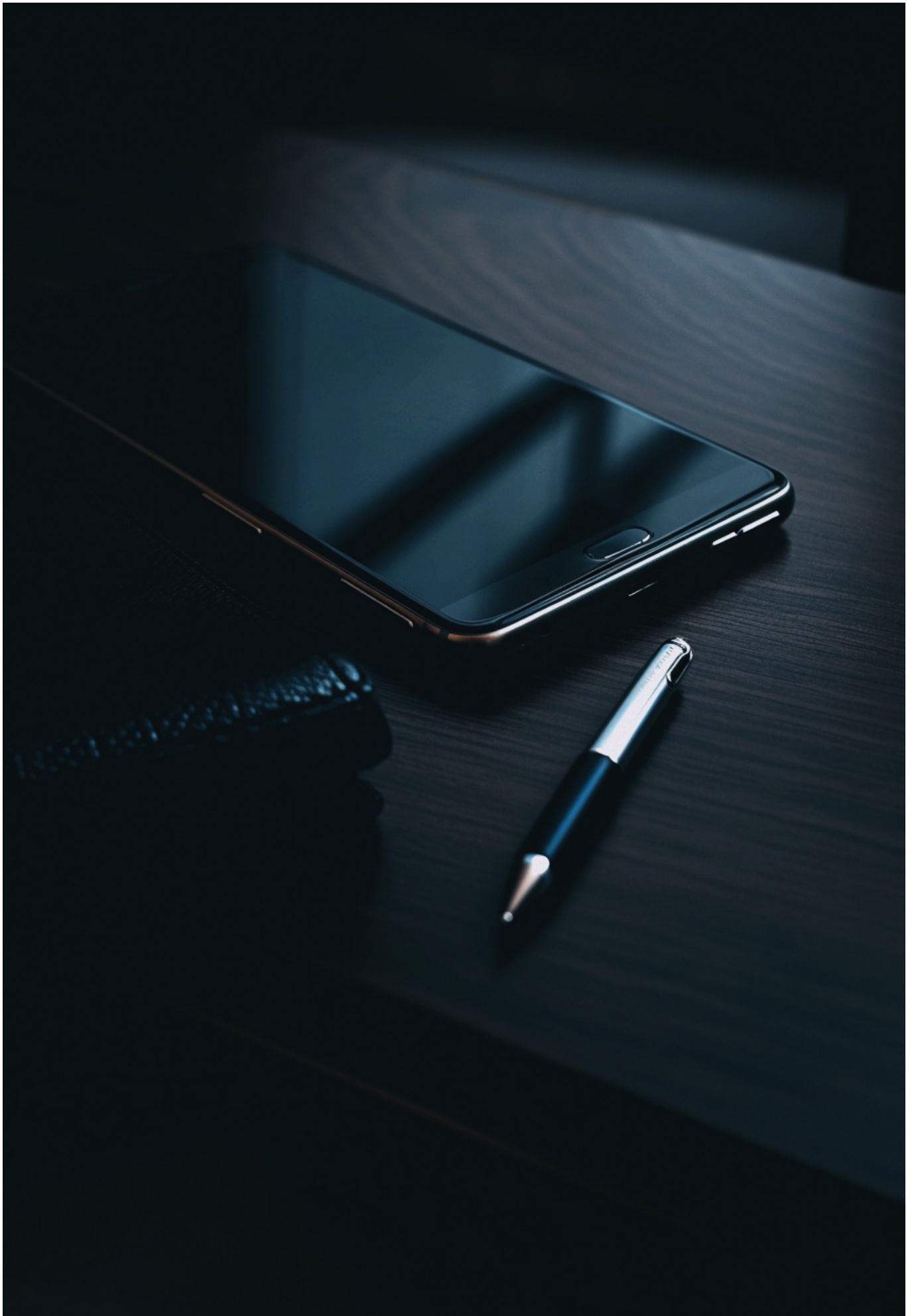
The remuneration for the CEO for 2024 was benchmarked against two groups of companies. As detailed in the following table, the first peer group is composed of 15 banks from Spain and other European countries (the international benchmark), while the second peer group is made up of 15 Spanish companies, most of them in the IBEX-35 (the domestic benchmark).

The CEO's total remuneration for 2024 is in the 69th percentile of the international peer group and the 61th percentile of the domestic peer group.

### Companies used as benchmark

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

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 75th percentile of the Spanish 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 Directors 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 2023 and 2024 measure the Bank's prudential performance from both a financial and non-financial perspective. In this regard, 80 % 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), asset quality (cost of risk, NPA volume, % coverage) and market share (year 2024). The remaining 20 % 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, and diversity and environment (Sustainability).

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 2024.

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) and sustainability (synthetic ESG indicator).

## 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 i 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.

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 2023 and 2024 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 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. 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 2023 and 2024 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.

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

22/02/2024

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

The English version is a Translation of the original in Spanish and is provided for information purposes only. In case of discrepancy, the original version in Spanish shall prevail.

---

# 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  
Directors  
Remuneration**

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

---

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

### **A.1.1**

Describe the current Directors 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 Directors 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. Section 1

**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.

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.

**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****Sections 2.1 & 5****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**

---

## C. Itemized individual remuneration of each Director

Statistical annex

Section 7

# 7. Statistical annex



## ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED PUBLIC COMPANIES

---

### ISSUER IDENTIFICATION DATA

---

Date of end of reference year:

[ 31/12/2023 ]

Tax ID number:

[ A-08000143 ]

Company name:

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

Business address:

[ AV. OSCAR ESPLA N.37 (ALICANTE) ]

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

**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	3,483,718	61.92
	Number	% of votes cast
Votes against	67,441	1.94
Votes in favour	3,212,172	92.20
Blank votes		0.00
Abstentions	204,105	5.85

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

Name	Category	Accrual period in 2023
Mr. JOSEP OLIU CREUS	Chairman Other External	From 01/01/2023 to 31/12/2023
Mr. PEDRO FONTANA GARCÍA	Deputy Chairman Independent	From 01/01/2023 to 31/12/2023
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	CEO	From 01/01/2023 to 31/12/2023
Mr. ANTHONY FRANK ELLIOTT BALL	Independent director	From 01/01/2023 to 23/03/2023
Ms. AURORA CATÁ SALA	Independent director	From 01/01/2023 to 31/12/2023
Mr. LLUÍS DEULOFEU FUGUET	Independent director	From 01/01/2023 to 31/12/2023
Ms. MARÍA JOSÉ GARCÍA BEATO	Other external director	From 01/01/2023 to 31/12/2023
Ms. MIREYA GINÉ TORRENS	Independent director	From 01/01/2023 to 31/12/2023
Ms. LAURA GONZÁLEZ MOLERO	Independent director	From 01/01/2023 to 31/12/2023
Mr. GEORGE DONALD JOHNSTON III	Lead Independent Director	From 01/01/2023 to 31/12/2023
Mr. DAVID MARTÍNEZ GUZMÁN	Proprietary director	From 01/01/2023 to 31/12/2023
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ	Independent director	From 01/01/2023 to 31/12/2023
Ms. ALICIA REYES REVUELTA	Independent director	From 01/01/2023 to 31/12/2023
Mr. MANUEL VALLS MORATÓ	Independent director	From 01/01/2023 to 31/12/2023
Mr. DAVID VEGARA FIGUERAS	Executive director	From 01/01/2023 to 31/12/2023
Mr. PEDRO VIÑOLAS SERRA	Independent director	From 22/06/2023 to 31/12/2023



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	2023 total	2022 total
Mr. JOSEP OLIU CREUS	1,575	25			19	20			1,639	1,679
Mr. PEDRO FONTANA GARCÍA	182	25	135						342	335
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	75	25		1,103	264			31	1,498	2,294
Mr. ANTHONY FRANK ELLIOTT BALL	16	5	3						24	158
Ms. AURORA CATÁ SALA	75	25	73						173	179
Mr. LLUÍS DEULOFEU FUGUET	75	25	75						175	175
Ms. MARÍA JOSÉ GARCÍA BEATO	75	25	70			20	44		234	240
Ms. MIREYA GINÉ TORRENS	75	25	65						165	160
Ms. LAURA GONZÁLEZ MOLERO	75	25	45						145	30
Mr. GEORGE DONALD JOHNSTON III	93	25	88						206	178
Mr. DAVID MARTÍNEZ GUZMÁN	75	20							95	100
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ	75	25	70						170	180
Ms. ALICIA REYES REVUELTA	75	25	70						170	150
Mr. MANUEL VALLS MORATÓ	75	25	78						178	140
Mr. DAVID VEGARA FIGUERAS	75	25		555	34	23		37	749	654
Mr. PEDRO VIÑOLAS SERRA	44	14	32						90	

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 2023		Financial instruments granted during 2023		Financial instruments that vested in the year				Instruments vested but not exercised	Financial instruments at the end of 2023	
		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	RLP 2019-2021	46,560	46,560			23,280	23,280	1.19	28		23,280	23,280
Mr. JOSEP OLIU CREUS	RLP 2020-2022							0.00				
Mr. JOSEP OLIU CREUS	RLP 2021-2023	130,732	130,732					0.00			130,732	130,732
Mr. JOSEP OLIU CREUS	RV 2021	121,112	121,112			30,278	30,278	1.19	36		90,834	90,834
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTEGENSTEIN	RLP 2021-2023	522,619	522,619					0.00			522,619	522,619
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTEGENSTEIN	RLP 2022-2024							0.00			437,928	437,928
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTEGENSTEIN	RLP 2023-2025			454,130	454,130			0.00			454,130	454,130
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTEGENSTEIN	RV 2021	190,052	190,052			47,513	47,513	1.19	57		142,539	142,539
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTEGENSTEIN	RV 2022	186,525	186,525			37,305	37,305	1.19	44		149,220	149,220

Name	Plan	Financial instruments at the beginning of 2023		Financial instruments granted during 2023		Financial instruments that vested in the year				Instruments vested but not exercised	Financial instruments at the end of 2023	
		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. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	RV 2023			437,613	437,613	165,138	165,138	1.19	197		272,475	272,475
Ms. MARÍA JOSÉ GARCÍA BEATO	RLP 2019-2021	12,175	12,175			6,088	6,088	1.19	7		6,088	6,088
Ms. MARÍA JOSÉ GARCÍA BEATO	RLP 2020-2022	83,985	83,985			50,391	50,391	1.19	60		33,594	33,594
Ms. MARÍA JOSÉ GARCÍA BEATO	Indemnities	408,928	408,928			102,232	102,232	1.19	122		306,696	306,696
Mr. DAVID VEGARA FIGUERAS	RLP 2019-2021	10,768	10,768			5,384	5,384	1.19	6		5,384	5,384
Mr. DAVID VEGARA FIGUERAS	RLP 2020-2022	105,484	105,484			63,291	63,291	1.19	75		42,194	42,194
Mr. DAVID VEGARA FIGUERAS	RLP 2021-2023	105,070	105,070					0.00			105,070	105,070
Mr. DAVID VEGARA FIGUERAS	RLP 2022-2024	83,625	83,625					0.00			83,625	83,625
Mr. DAVID VEGARA FIGUERAS	RLP 2023-2025			73,896	73,896			0.00			72,619	72,619
Mr. DAVID VEGARA FIGUERAS	RV 2021	33,960	33,960			8,490	8,490	1.19	10		25,470	25,470
Mr. DAVID VEGARA FIGUERAS	RV 2022	27,135	27,135			5,427	5,427	1.19	7		21,708	21,708

Name	Plan	Financial instruments at the beginning of 2023		Financial instruments granted during 2023		Financial instruments that vested in the year				Instruments vested but not exercised	Financial instruments at the end of 2023	
		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. DAVID VEGARA FIGUERAS	RV 2023			51,492	51,492	19,432	19,432	1.19	23		32,060	32,060

iii) Long-term savings systems.

Name	Remuneration from vesting of rights within savings systems
Mr. JOSEP OLIU CREUS	
Mr. PEDRO FONTANA GARCÍA	
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITGENSTEIN	1
Mr. ANTHONY FRANK ELLIOTT BALL	
Ms. AURORA CATÁ SALA	
Mr. LLUÍS DEULOFEU FUGUET	
Ms. MARÍA JOSÉ GARCÍA BEATO	
Ms. MIREYA GINÉ TORRENS	
Ms. LAURA GONZÁLEZ MOLERO	
Mr. GEORGE DONALD JOHNSTON III	
Mr. DAVID MARTÍNEZ GUZMÁN	
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ	

Name	Remuneration from vesting of rights within savings systems
Ms. ALICIA REYES REVUELTA	
Mr. MANUEL VALLS MORATÓ	
Mr. DAVID VEGARA FIGUERAS	1
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	
	2023	2022	2023	2022	2023	2022	2023	2022
Mr. JOSEP OLIU CREUS							1,489	1,387
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	1	1	855		3	2	876	
Ms. MARÍA JOSÉ GARCÍA BEATO					4,660	4,473	1,500	1,143
Mr. DAVID VEGARA FIGUERAS	1	1	104	100	3	2	467	346

iv) Details of other items

Name	Description	Remuneration amount
Mr. JOSEP OLIU CREUS		
Mr. PEDRO FONTANA GARCÍA		

Name	Description	Remuneration amount
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN		
Mr. ANTHONY FRANK ELLIOTT BALL		
Ms. AURORA CATÁ SALA		
Mr. LLUÍS DEULOFEU FUGUET		
Ms. MARÍA JOSÉ GARCÍA BEATO		
Ms. MIREYA GINÉ TORRENS		
Ms. LAURA GONZÁLEZ MOLERO		
Mr. GEORGE DONALD JOHNSTON III		
Mr. DAVID MARTÍNEZ GUZMÁN		
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ		
Ms. ALICIA REYES REVUELTA		
Mr. MANUEL VALLS MORATÓ		
Mr. DAVID VEGARA FIGUERAS		
Mr. PEDRO VIÑOLAS SERRA		

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	2023 total	2022 total
Mr. JOSEP OLIU CREUS										

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	2023 total	2022 total
Mr. PEDRO FONTANA GARCÍA										
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN										
Mr. ANTHONY FRANK ELLIOTT BALL										
Ms. AURORA CATÁ SALA										15
Mr. LLUÍS DEULOFEU FUGUET	30								30	30
Ms. MARÍA JOSÉ GARCÍA BEATO										
Ms. MIREYA GINÉ TORRENS	30								30	15
Ms. LAURA GONZÁLEZ MOLERO										
Mr. GEORGE DONALD JOHNSTON III										
Mr. DAVID MARTÍNEZ GUZMÁN										
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ										
Ms. ALICIA REYES REVUELTA										19
Mr. MANUEL VALLS MORATÓ										15
Mr. DAVID VEGARA FIGUERAS										
Mr. PEDRO VIÑOLAS SERRA										

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 2023		Financial instruments granted during 2023		Financial instruments that vested in the year				Instruments vested but not exercised	Financial instruments at the end of 2023	
		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	-							0.00				
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	-							0.00				
Ms. MARÍA JOSÉ GARCÍA BEATO	-							0.00				
Mr. DAVID VEGARA FIGUERAS	-							0.00				

iii) Long-term savings systems.

Name	Remuneration from vesting of rights within savings systems
Mr. JOSEP OLIU CREUS	



Name	Remuneration from vesting of rights within savings systems
Mr. PEDRO FONTANA GARCÍA	
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	
Mr. ANTHONY FRANK ELLIOTT BALL	
Ms. AURORA CATÁ SALA	
Mr. LLUÍS DEULOFEU FUGUET	
Ms. MARÍA JOSÉ GARCÍA BEATO	
Ms. MIREYA GINÉ TORRENS	
Ms. LAURA GONZÁLEZ MOLERO	
Mr. GEORGE DONALD JOHNSTON III	
Mr. DAVID MARTÍNEZ GUZMÁN	
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ	
Ms. ALICIA REYES REVUELTA	
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	
	2023	2022	2023	2022	2023	2022	2023	2022
Mr. JOSEP OLIU CREUS								

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	
	2023	2022	2023	2022	2023	2022	2023	2022
Mr. CÉSAR GONZÁLEZ- BUENO MAYER WITTGENSTEIN								
Ms. MARÍA JOSÉ GARCÍA BEATO								
Mr. DAVID VEGARA FIGUERAS								

iv) Details of other items

Name	Description	Remuneration amount
Mr. JOSEP OLIU CREUS		
Mr. PEDRO FONTANA GARCÍA		
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN		
Mr. ANTHONY FRANK ELLIOTT BALL		
Ms. AURORA CATÁ SALA		
Mr. LLUÍS DEULOFEU FUGUET		
Ms. MARÍA JOSÉ GARCÍA BEATO		
Ms. MIREYA GINÉ TORRENS		
Ms. LAURA GONZÁLEZ MOLERO		

Name	Description	Remuneration amount
Mr. GEORGE DONALD JOHNSTON III		
Mr. DAVID MARTÍNEZ GUZMÁN		
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ		
Ms. ALICIA REYES REVUELTA		
Mr. MANUEL VALLS MORATÓ		
Mr. DAVID VEGARA FIGUERAS		
Mr. PEDRO VIÑOLAS SERRA		

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 companyi					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	2023 total company	Total cash remuneration	Gross profit on vested shares or financial instruments (thousand euro)	Remuneration under savings systems	Remuneration under other items	2023 total group	
Mr. JOSEP OLIU CREUS	1,639	64			1,703						1,703
Mr. PEDRO FONTANA GARCÍA	342				342						342
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	1,498	298	1		1,797						1,797

**ANNUAL REPORT ON THE REMUNERATION OF  
DIRECTORS OF LISTED PUBLIC COMPANIES**

Name	Remuneration accrued in the companyi					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	2023 total company	Total cash remuneration	Gross profit on vested shares or financial instruments (thousand euro)	Remuneration under savings systems	Remuneration under other items	2023 total group	
Mr. ANTHONY FRANK ELLIOTT BALL	24				24						24
Ms. AURORA CATÁ SALA	173				173						173
Mr. LLUÍS DEULOFEU FUGUET	175				175	30				30	205
Ms. MARÍA JOSÉ GARCÍA BEATO	234	189			423						423
Ms. MIREYA GINÉ TORRENS	165				165	30				30	195
Ms. LAURA GONZÁLEZ MOLERO	145				145						145
Mr. GEORGE DONALD JOHNSTON III	206				206						206
Mr. DAVID MARTÍNEZ GUZMÁN	95				95						95
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ	170				170						170
Ms. ALICIA REYES REVUELTA	170				170						170

Name	Remuneration accrued in the companyi					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	2023 total company	Total cash remuneration	Gross profit on vested shares or financial instruments (thousand euro)	Remuneration under savings systems	Remuneration under other items	2023 total group	
Mr. MANUEL VALLS MORATÓ	178				178						178
Mr. DAVID VEGARA FIGUERAS	749	121	1		871						871
Mr. PEDRO VIÑOLAS SERRA	90				90						90
<b>Total</b>	<b>6,053</b>	<b>672</b>	<b>2</b>		<b>6,727</b>	<b>60</b>				<b>60</b>	<b>6,787</b>

**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 annumi									
	2023	% Change 2023/2022	2022	% Change 2022/2021	2021	% Change 2021/2020	2020	% Change 2020/2019	2019	
<b>Executive directors</b>										
Mr. CÉSAR GONZÁLEZ-BUENO MAYER WITTGENSTEIN	1,797	-27.42	2,476	30.04	1,904	-	0	-	0	
Mr. DAVID VEGARA FIGUERAS	871	15.36	755	12.02	674	21.44	555	-6.41	593	
<b>External directors</b>										

	Total amounts accrued and % change per annumi								
	2023	% Change 2023/2022	2022	% Change 2022/2021	2021	% Change 2021/2020	2020	% Change 2020/2019	2019
Mr. JOSEP OLIU CREUS	1,703	-3.62	1,767	-5.46	1,869	-5.89	1,986	-35.81	3,094
Mr. PEDRO FONTANA GARCÍA	342	2.09	335	30.35	257	29.80	198	1.54	195
Ms. AURORA CATÁ SALA	173	-10.82	194	-4.43	203	9.14	186	16.25	160
Mr. LLUÍS DEULOFEU FUGUET	205	0.00	205	365.91	44	-	0	-	0
Ms. MARÍA JOSÉ GARCÍA BEATO	423	22.61	345	10.93	311	-49.02	610	-25.06	814
Ms. MIREYA GINÉ TORRENS	195	11.43	175	16.67	150	284.62	39	-	0
Ms. LAURA GONZÁLEZ MOLERO	145	383.33	30	-	0	-	0	-	0
Mr. GEORGE DONALD JOHNSTON III	206	15.73	178	-5.32	188	0.00	188	1.08	186
Mr. DAVID MARTÍNEZ GUZMÁN	95	-5.00	100	0.00	100	0.00	100	0.00	100
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ	170	-5.56	180	7.78	167	21.01	138	-25.41	185
Ms. ALICIA REYES REVUELTA	170	0.59	169	-20.66	213	-	0	-	0
Mr. MANUEL VALLS MORATÓ	178	14.84	155	-8.82	170	-5.56	180	12.50	160
Mr. PEDRO VIÑOLAS SERRA	90	-	0	-	0	-	0	-	0
<b>Consolidated results of the company</b>									
	1,890,780	52.16	1,242,646	100.43	619,990	-	-120,830	-	951,076
<b>Average employee remuneration</b>									

Total amounts accrued and % change per annumi									
	2023	% Change 2023/2022	2022	% Change 2022/2021	2021	% Change 2021/2020	2020	% Change 2020/2019	2019
	65	3.17	63	6.78	59	9.26	54	-1.82	55

**D. OTHER INFORMATION OF INTEREST**

---

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

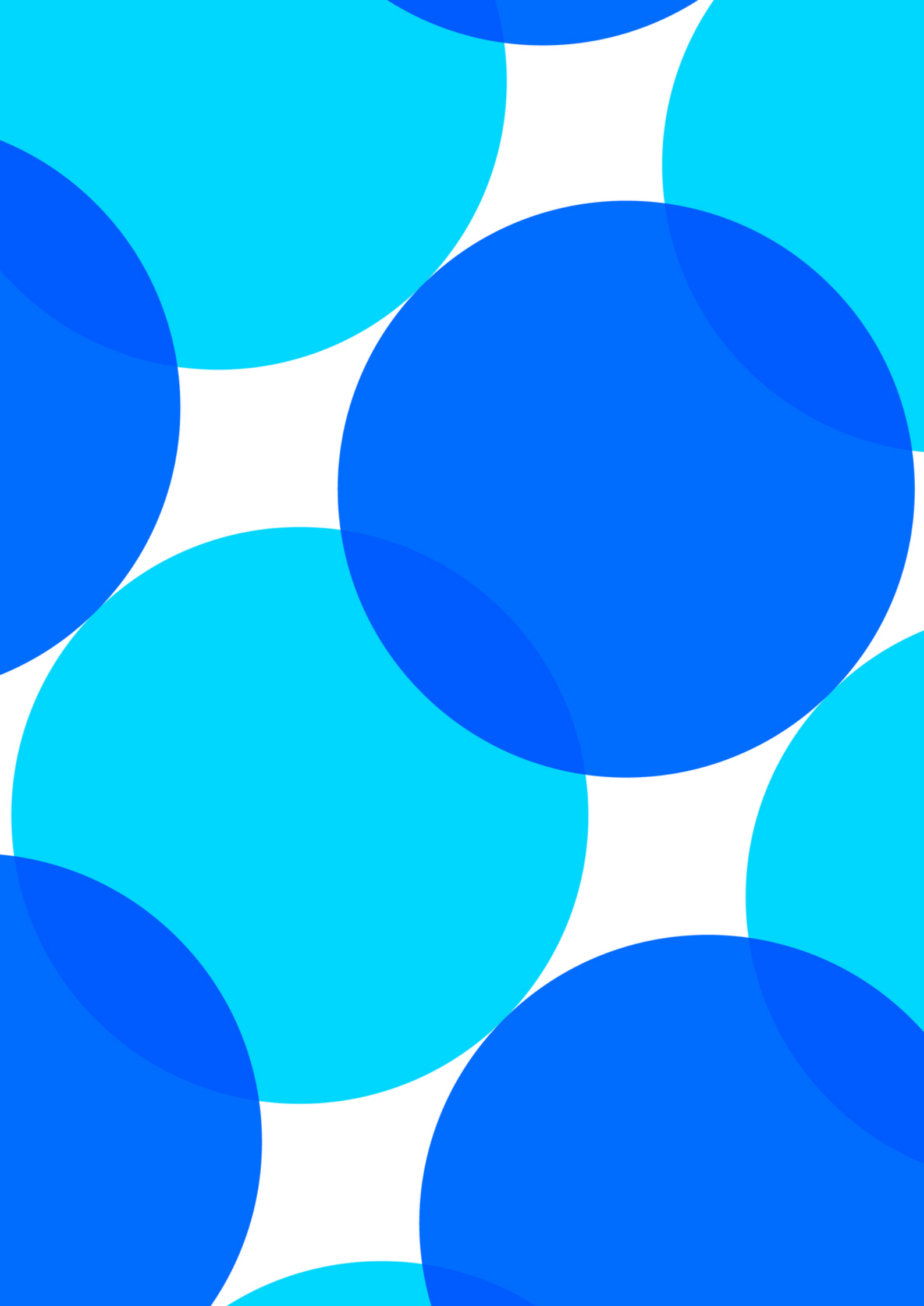
[ 22/02/2024 ]

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

[ ] Yes

[  ] No





**B Sabadell**

**B S**