



## **NATIONAL SECURITIES MARKET COMMISSION**

Pursuant to Article 227 of the restated text of the Securities Market Law approved by Royal Legislative Decree 4/2015 of 23 October (*texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*), Banco de Sabadell, S.A. (Banco Sabadell), informs the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) of the following

### **OTHER RELEVANT INFORMATION**

The Board of Directors of Banco Sabadell, in its meeting held yesterday, resolved to hold the Ordinary General Meeting of Shareholders at 11:00 am on 23 March 2023, in Alicante, at the Auditorio de la Diputación de Alicante, Paseo Campoamor s/n, at second call, as it is foreseeable that it cannot be celebrated at first call, which is also scheduled at the same location and time on 22 March 2023. The Announcement and Motions which shall be presented in the Ordinary General Meeting of Shareholders for their approval, are duly attached.

Gonzalo Baretino Coloma  
Secretary General

Alicante, 17 February 2023



## ORDINARY GENERAL MEETING OF SHAREHOLDERS

23 March 2023

**Announcement**

*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.*

## BANCO DE SABADELL, SOCIEDAD ANÓNIMA

### ANNOUNCEMENT OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of Banco de Sabadell, Sociedad Anónima, hereby gives notice of the Ordinary General Meeting of Shareholders to be held at 11:00 am on 23 March 2023, at the Auditorio de la Diputación de Alicante, Paseo Campoamor, s/n, in Alicante, at second call, since it will foreseeably not be quorate at the first call, which is also hereby scheduled at the same location at 11.00 am on 22 March 2022.

The Board of Directors has resolved to enable remote proxy appointment and voting prior to the General Meeting, as well as the systems and procedures necessary for shareholders and their proxies to attend the General Meeting by remote means, in accordance with the provisions of the Articles of Association and the Regulations of the General Meeting of Shareholders.

The General Meeting will be held under the following:

#### AGENDA

1. Examination and approval, where appropriate, of the Annual Accounts (Balance Sheets, Profit and Loss Accounts, Statements of Changes in Net Equity, Cash Flow Statements, and Notes to the Annual Accounts) as well as the Directors' Report of Banco de Sabadell, Sociedad Anónima, and those of its Consolidated Group, approval of the corporate management and the actions carried out by the directors of Banco de Sabadell, Sociedad Anónima, All the foregoing with reference to the year ended 31 December 2022.
2. Approval of the Non-Financial Information Statement of Banco de Sabadell, Sociedad Anónima.
3. Examination and approval, as the case may be, of the proposal for allocation of the results and distribution of the supplementary dividend of 0.02 euros per share in respect of the financial year ended 31 December 2022.
4. Reduction of share capital by the par value of own shares, for a maximum effective amount of €204 million and, in any event, within the maximum limit of 10% of share capital, that are acquired for cancellation.
5. Appointment of Directors.
  - 5.1 Re-appointment of Mr José Oliu Creus as an Other External Director, at the proposal of the Board of Directors.
  - 5.2 Re-appointment of Ms Aurora Catá Sala as an Independent Director, at the proposal of the Appointments and Corporate Governance Committee.

- 5.3 Re-appointment of Ms María José García Beato as an Other External Director, at the proposal of the Board of Directors.
  - 5.4 Re-appointment of Mr David Vegara Figueras as Executive Director, at the proposal of the Board of Directors.
  - 5.5 Ratification and appointment of Ms Laura González Molero as Independent Director, at the proposal of the Appointments and Corporate Governance Committee.
  - 5.6 Appointment of Mr Pedro Viñolas Serra as Independent Director, at the proposal of the Appointments and Corporate Governance Committee.
6. Delegation to the Board of Directors, within the limits stipulated by law, of the power to increase the share capital, once or several times, with the power to exclude pre-emptive subscription rights in the event that the increase or increases do not exceed, in aggregate, 10% of the share capital, which shall be computed together with the shares inherent in the securities to be issued under the delegation which is the subject of item seven on the Agenda.
  7. Delegation to the Board of Directors of the power to issue, once or several times, securities convertible into shares, preferred participations, as well as warrants or other similar securities which may directly or indirectly entitle to the subscription of shares or otherwise confer a share in the corporate profits; as well as the power to increase the share capital by the necessary amount, within the legally established limits, and with the power to exclude pre-emptive subscription rights in the event that the increase or increases do not exceed, in aggregate, 10% of the share capital (which limit shall not apply to perpetual securities which may be convertible into shares qualifying as equity instruments under the solvency rules applicable from time to time), which shall be computed together with the shares to be issued under the delegation which is the subject of item six on the Agenda.
  8. Authorisation to Banco de Sabadell, Sociedad Anónima, to acquire own shares in the secondary market, directly or via Banco Sabadell group companies, in accordance with the provisions of articles 146, 509 and concordant articles of the Capital Companies Act, establishing the limits and requirements for such acquisitions, and with the express faculty to reduce share capital to amortise own shares, delegating to the Board of Directors the corresponding necessary powers.
  9. Approval of the cap on variable remuneration for the members of the Group's Identified Staff.
  10. Approval of the Director Remuneration Policy.

11. Re-appointment, in accordance with the provisions of article 264 of the Capital Companies Act, of the firm KPMG Auditores, Sociedad Limitada, as auditor of the financial statements of Banco de Sabadell, Sociedad Anónima and of the consolidated financial statements of its group for 2023.
12. Delegation of powers to formalise the foregoing resolutions.
13. Consultative vote on the Annual Report on Directors' Remuneration for 2022.

### Right to attend

Shareholders who are the holders of at least one thousand (1,000) shares registered in their name in the central registry of uncertified securities of the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR)* five days prior to the date on which the General Meeting is scheduled are entitled to attend the said meeting. Pursuant to Article 38 of the Articles of Association, shareholders who do not reach this minimum may group together to form such a minimum and delegate any of them or any other person, even if not a shareholder, who, in accordance with the provisions of the aforementioned article of the Articles of Association, may attend the meeting.

### Proxy and remote voting prior to the General Meeting

Shareholders may appoint a proxy or vote by remote communication means prior to this General Meeting as set out as follows.

#### *Delivery by hand or post*

Shareholders may appoint a proxy or cast their vote remotely by completing and signing a proxy card or, as the case may be, a remote voting card delivering the completed card to any Banco Sabadell Group branch, at the entrance to the General Meeting itself or by post to the following address: Acción Banco Sabadell, Avenida de Elche, 178, 03008 Alicante.

Proxy cards that do not state the name of the appointed proxy are deemed to be granted to the Chairman of the General Meeting or, if the Chairman has a potential conflict of interest, to the Secretary of the General Meeting. The appointment of a proxy who has not received express and specific instructions as to how to vote and who has a potential conflict of interest, is deemed to be passed to the Chairman of the General Meeting or, if the Chairman has a potential conflict of interest, to the Secretary of the General Meeting.

In the event that no express instructions are given in another direction by stipulating them specifically through marking a cross in the corresponding box of the relevant items on the Agenda, it will be understood that the specific instructions have been

received to vote in favour of the motions proposed by the Board of Directors. Where any item not on the Agenda is put to a vote, a proxy will vote on such new motions at their discretion, except when the shareholder has instructed the proxy by expressly marking the relevant box. Likewise, it will be understood that a conflict of interest exists for all Directors in relation to items 10 and 13 on the Agenda, and for directors affected by the proposals under items 5 and 9 on the Agenda and any proposals not on the Agenda relating to the separation or the implementation of corporate liability action.

In the case of Agenda items 10 and 13 and of items not on the Agenda, proxy cards that do not state the name of the proxy or that appoint Directors and that do not contain express instructions will be deemed to be granted to the Secretary of the General Meeting, who will vote as he or she deems appropriate. The same will apply to proxy cards without express instructions for items 5 and 9 on the Agenda in favour of the Directors concerned.

#### *Electronic means*

Shareholders may exercise these rights through electronic communication channels by following the instructions for proxy appointment and remote voting prior to the General Shareholders' Meeting available in the "General Shareholders' Meeting" section of the corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)).

Shareholders who are users of the Banco Sabadell Group's distance banking service (BS Online and BS Mobile) may carry out such proxy appointment or, as the case may be, remote voting via that service, exclusively through Internet, by using their personal identity code.

Shareholders who are not users of the distance banking service who wish to appoint a proxy or, as the case may be, vote remotely by electronic means, may do so through the corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)). They must confirm their identity by means of a current electronic National Identity Document (DNIe in its Spanish initials) or a recognised electronic certificate, that has not been recorded as having been cancelled, issued by the Spanish Entidad Pública de Certificación Española (CERES in its Spanish initials), an agency of the Spanish Fábrica Nacional de la Moneda y Timbre, and create an account on the Participation Platform in the 2023 General Meeting of Shareholders. Once the account has been created, the user may access the Participation Platform using their username (e-mail address) and chosen password.

A proxy appointment or voting cast remotely by electronic means may be cancelled by express revocation by the shareholder by the same means.

Shareholders who so wish may grant proxy by electronic means to the Chairman of the Board of Directors or another member of the Board of Directors, with express voting instructions.

Where any item not on the Agenda is put to a vote, a proxy will vote on such new motions at their discretion, except when the shareholder has instructed the proxy by expressly marking the relevant box.

### In-person attendance at the General Meeting

Shareholders or proxies wishing to attend this General Meeting in person must use the attendance card or, as the case may be, the proxy voting card provided by the Secretary of the Board of Directors, duly completed and signed, which shall state the number of votes to which they are entitled at a rate of one for every one thousand (1,000) shares.

### Online attendance at the General Meeting

The following are the identification requirements, time and form for electronic attendance at the General Meeting, the instructions for which, approved by the Board of Directors, are available in the "General Meeting of Shareholders" section of the corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)).

#### *Pre-registering to attend the General Meeting online*

In order to ensure the proper management of the online attendance systems, shareholders who are entitled to attend or their proxies (if any) who wish to remotely attend the General Meeting must register in advance through the Participation Platform in the 2023 General Meeting of Shareholders between 08:00 am (CET) on 8 March 2023 and 5:30 pm (CET) on 21 March 2023.

Shareholders and proxies may register in advance through the corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) and must confirm their identity with a current electronic National Identity Document (DNIE in its Spanish initials) or a recognised electronic certificate that is not recorded as having been cancelled, issued by the Spanish Entidad Pública de Certificación Española (CERES in its Spanish initials), an agency of the Spanish Fábrica Nacional de Moneda y Timbre, and create an account on the Participation Platform in the 2023 General Meeting of Shareholders. Once the account has been created, the user may access the Participation Platform using their username (e-mail address) and chosen password.

Users of the Banco Sabadell Group's distance banking service (BS Online and BS Mobile) may register, exclusively through Internet, by using their personal identity code.

By virtue of this pre-registration procedure, shareholders and proxies may connect to the Participation Platform in the 2023 General Meeting of Shareholders on the day of the General Meeting.

#### *Online attendance at the General Meeting*

Following completion of the pre-registration procedure for online attendance of the General Meeting, the shareholder or proxy must connect to the Participation Platform in the 2023 General Meeting of Shareholders through the corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) between 9.00 am and 10.30 am (CET) on 22 March 2023, the day of the General Meeting at first call, or between 9.00 am and 10.30 am (CET) on 23 March 2023, the day of the General Meeting at second call, in either case by using their username (e-mail address) and the password established when they created their account on the Participation Platform in the 2023 General Meeting of Shareholders.

Shareholders who are users of the Banco Sabadell Group's distance banking service (BS Online and BS Mobile) may connect using that service, exclusively through the Internet, by using their personal identity code.

If, as is likely to be the case, the required quorum is not reached at first call, notice of that will be given in the Participation Platform with confirmation of the second call for the General Meeting. To attend the latter, it will be necessary to log in again as indicated.

Attendees will not be allowed to connect outside those times.

Shareholders or proxies who have not satisfied the pre-registration requirements as set out and in time will not be able to attend the General Meeting remotely.

#### *Participation*

Statements addressed to the meeting, requests for information and motions, as appropriate, by a shareholder or his/her its proxy attending the General Meeting online who wishes to have their voice heard at the General Meeting in exercise of his/her right to information must do so in writing via the link provided for that purpose in the Participation Platform in the 2023 General Meeting of Shareholders from the time they connect on the day on which General Meeting is held until such time as the Chairman declares that the General Meeting is validly constituted. The maximum length of written submissions is 4,000 characters, and each registered attendee may make only one submission. Shareholders or their proxies who wish their intervention to be noted in the minutes of General Meeting should expressly state this in the heading of the text of their intervention.



Requests for information or clarifications that are stated in that manner, will be responded to in writing within seven days following the General Meeting, without prejudice to the possibility of such being done in the course of the meeting itself.

### *Vote*

Votes on motions relating to items on the Agenda may be cast via the voting procedure set up for this purpose in the Participation Platform in the 2023 General Meeting of Shareholders. Those attending the General Meeting may vote from the time at which they connect on the day of the General Meeting until the time when, after the period for shareholder remarks has concluded, voting on the motions begins at the venue where the in-person meeting is being held.

When an attendee does not state how they wish to vote, they shall in any event be deemed to vote in favour of the motions proposed by the Board of Directors on each Agenda item.

In relation to motions on matters which by law are not required to appear on the Agenda, online attendees may cast their votes from the time at which the Chairman of General Meeting indicates they may do so, following the reading of any such motions.

### **Rules on proxy appointments and remote voting prior to the General Meeting and online attendance at the Meeting**

1. Proxy appointments and votes by remote communication means must be received by Banco de Sabadell, Sociedad Anónima, before 6.00 pm on the day before the General Meeting is to be held.
2. To access the General Meeting in person, shareholders who are natural persons must show their attendance card and National Identity Card (DNI in its Spanish initials) or another appropriate legal document. Proxies representing shareholders that are legal persons must provide proof of their status with the appropriate legal documents. Proxies appointed to vote by a shareholder must also identify themselves by showing the appropriate legal documents. When attending remotely, an attendee must identify himself/herself as described in the instructions for online attendance at General Meeting.
3. Proxy appointments and votes by remote communication means can be revoked at any time provided that they are expressly revoked and via the same means by which they were made, within the time for making an appointment or exercising the right to vote, without prejudice to the terms set out under points 8 and 9.
4. Where a shareholder appoints several proxies for the same shares, the most recent proxy received by Banco de Sabadell, Sociedad Anónima, will take preference, regardless of the means employed for the proxy appointment.

5. If a shareholder casts their vote several times for the same shares, the most recent vote received by Banco de Sabadell, Sociedad Anónima will take preference, regardless of the means employed for casting the vote.
6. A shareholder who votes remotely will be deemed to be present for the purposes of the constitution of General Meeting. If Banco de Sabadell, Sociedad Anónima, receives a duly signed proxy card and a remote voting card, the remote vote will take preference if a vote has been marked for all or some of the items on the Agenda. If no vote is marked, the appointment of a proxy will be deemed to be valid so long as it otherwise fulfils the necessary requirements.
7. In-person attendance at the General Meeting will render online attendance by a shareholder or their proxy ineffective.
8. The in-person or online attendance of the shareholder at the General Meeting, as well as attendance resulting from a vote cast remotely prior to the holding of the General Meeting, entails the revocation of any proxy granted, regardless of the date and means employed.
9. The in-person or online attendance of a shareholder at the General Meeting entails the revocation of a vote cast by remote means of communication.
10. Each shareholder has sole responsibility for the proper use of their electronic National Identity Card (DNIE in its Spanish initials) and their electronic signature creation data and the safekeeping of the electronic certificate for exercise of their proxy or remote voting rights or online attendance at the General Meeting; and, in the case of users of the Banco Sabadell Group's distant banking service (BS Online and BS Mobile), the safekeeping of their personal identity code.
11. Banco de Sabadell, Sociedad Anónima, reserves the right to modify, suspend, cancel or restrict the mechanisms for proxy and voting by electronic means and for online attendance when required or forced to do so for technical or security reasons. Banco de Sabadell, Sociedad Anónima, will bear no liability for any harm or loss suffered by any shareholder as a result of outages, overloads, communication cable failures, connection failures, any failing of the postal service provided by the Post Office or any other circumstance of the same or a similar nature which is beyond the control of Banco de Sabadell, Sociedad Anónima, that may hinder or prevent a shareholder in or from appointing a proxy or casting a vote by remote communication means or remotely attending the General Meeting. If for technical reasons not attributable to Banco de Sabadell, Sociedad Anónima, it is not possible to remotely attend the General Meeting as described in this document or if there is a temporary or permanent interruption to communications during the meeting, a shareholder may not use claim that such circumstances constitute an unlawful prevention of the exercise of his/her rights.

## Right to information

Pursuant to the provisions of the Capital Companies Law, the Articles of Association and the Regulations of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, as and from the date of publishing this notice of the General Meeting of Shareholders, all shareholders are entitled to examine the documents listed below at the registered office in Alicante at Avenida Óscar Esplá, 37, and to obtain copies of them from Banco de Sabadell, Sociedad Anónima, in hand or by mail, immediately and free of charge:

1. The motions submitted by the Board of Directors of Banco de Sabadell, Sociedad Anónima, to the General Meeting for approval.
2. The Annual Accounts (Balance Sheets, Profit and Loss Accounts, Statements of Changes in Equity, Cash Flow Statements, and Notes to the Annual Accounts) as well as the Directors' Report of Banco de Sabadell, Sociedad Anónima, and those of its Consolidated Group for the year ended 31 December 2022, and the corresponding auditors' report.
3. The Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima.
4. The Annual Report on Corporate Governance 2022 of Banco de Sabadell, Sociedad Anónima.
5. The current Articles of Association of Banco de Sabadell, Sociedad Anónima.
6. The current Regulations of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima.
7. The current Regulations of the Board of Directors of Banco de Sabadell, Sociedad Anónima.
8. List of the full names, ages, nationalities and addresses of the directors of Banco de Sabadell, Sociedad Anónima, and the date on which they were first appointed.
9. CVs of the persons whose ratification and appointment, or re-appointment, as Directors is submitted to the General Meeting of Shareholders for approval.
10. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima regarding the motion to reduce share capital by the par value of own shares that, for a maximum effective amount of €204 million and, in any event, within the maximum limit of 10% of share capital, are acquired for cancellation.

11. Report of the Appointments and Corporate Governance Committee preceding the proposal of the Board of Directors to the General Shareholders' Meeting for the re-appointment of Mr José Oliu Creus as an Other External Director.
12. Report of the Board of Directors in support of its proposal to the General Shareholders' Meeting for the re-appointment of Mr José Oliu Creus as an Other External Director.
13. Report of the Appointments and Corporate Governance Committee in connection with its proposal to the Board of Directors to refer the re-appointment of Ms Aurora Catá Sala as Independent Director to the General Shareholders' Meeting.
14. Supporting report of the Board of Directors, assessing the competence, experience and merits in relation to the proposal of the Appointments and Corporate Governance Committee for the re-appointment of Ms Aurora Catá Sala as an Independent Director.
15. Report of the Appointments and Corporate Governance Committee preceding the proposal of the Board of Directors to the General Shareholders' Meeting for the re-appointment of Ms María José García Beato as an Other External Director.
16. Report of the Board of Directors in support of its proposal to the General Shareholders' Meeting for the re-appointment of Ms María José García Beato as an Other External Director.
17. Report of the Appointments and Corporate Governance Committee preceding the proposal of the Board of Directors to the General Shareholders' Meeting for the re-appointment of Mr David Vegara Figueras as an Executive Director.
18. Report of the Board of Directors in support of its proposal to the General Shareholders' Meeting for the re-appointment of Mr David Vegara Figueras as an Executive Director.
19. Report of the Appointments and Corporate Governance Committee in connection with its proposal to the Board of Directors to refer the ratification and election of Ms Laura González Molero as an Independent Director to the General Shareholders' Meeting.
20. Supporting report of the Board of Directors, assessing the competence, experience and merits in relation to the proposal of the Appointments and Corporate Governance Committee for the ratification and election of Ms Laura González Molero as an Independent Director.

21. Report of the Appointments and Corporate Governance Committee in connection with its proposal to the Board of Directors to refer the appointment of Mr Pedro Viñolas Serra as an Independent Director to the General Shareholders' Meeting.
  22. Supporting report of the Board of Directors, assessing the competence, experience and merits in relation to the proposal of the Appointments and Corporate Governance Committee for the appointment of Mr Pedro Viñolas Serra as an Independent Director.
  23. Report presented by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in relation to the delegation to the Board of Directors of the power to increase the share capital on one or more occasions, with the power, where appropriate, to exclude pre-emptive subscription rights in the event that the increase or increases do not exceed, in aggregate, 10% of the share capital.
  24. Report presented by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in relation to the delegations to the Board of Directors of the power to issue on one or more occasions securities convertible into shares of Banco de Sabadell, Sociedad Anónima, preferred participations, as well as warrants or other similar securities that may give the right, directly or indirectly, to the subscription of shares of Banco de Sabadell, Sociedad Anónima, or otherwise confer a share in the corporate profits, as well as the power to increase the share capital by the necessary amount, within the legally established limits, with the power, where appropriate, to exclude pre-emptive subscription rights in the event that the increase or increases do not exceed, in the aggregate, 10% of the share capital (this limit shall not apply to perpetual securities which may be convertible into shares qualifying as equity instruments under the solvency rules applicable from time to time).
  25. Report of the Board of Directors of Banco de Sabadell, Sociedad Anónima in connection with the resolution to authorise Banco de Sabadell, Sociedad Anónima to directly or indirectly acquire own shares the purpose, in the event, of reducing share capital.
  26. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in support of the proposal to approve the cap on the variable remuneration for the members of the Identified Staff, which includes the list of the aforementioned members of the Identified Staff of Banco de Sabadell, Sociedad Anónima.
  27. Director Remuneration Policy.
  28. Report by the Remuneration Committee on the reasoned proposal to approve the information supplement on the Director Remuneration Policy.
  29. Annual Report on Director Remuneration 2022.
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30. In compliance with article 511.3 of the Capital Companies Law, in relation to the issue of perpetual securities which may be convertible into ordinary shares of Banco de Sabadell, Sociedad Anónima: (a) the Report of the directors of Banco de Sabadell, Sociedad Anónima, in relation to said issue of perpetual securities which may be convertible into shares with exclusion of pre-emptive subscription rights, resolved by the Board of Directors on 29 September 2022 and (b) the Report of an independent expert other than the auditor on the issue of preferred participations which may be convertible in the case of articles 414, 417 and 511 of the consolidated text of the Capital Companies Law, dated 4 January 2023.

As from the publication of this notice of meeting and until the General Meeting is held, shareholders may access the following documents on the website of Banco de Sabadell, Sociedad Anónima, ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)), in the section "Shareholders and Investors": the notice of the meeting; the total number of shares and voting rights; the documents listed above that are made available to shareholders, and the other documents and reports published on the website of Banco de Sabadell, Sociedad Anónima; the Articles of Association; the Regulations of the General Meeting of Shareholders, and the proxy rules, as well as the instructions for granting a proxy and remote voting prior to the General Meeting and the instructions for online attendance at the General Meeting.

For the same period of time, shareholders will have access to the Electronic Shareholders' Forum of Banco de Sabadell, Sociedad Anónima, which they may use under the terms and conditions set out in the website in accordance with the Electronic Shareholders' Forum Regulations.

Shareholders may apply in writing for clarifications of the matters on the Agenda and of the information provided to the Spanish National Securities Market Commission since the last General Meeting, and of the auditor's report, until the fifth day before the General Meeting by following the instructions in the document entitled "Right to information", which is available on the company's website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)); such questions will be answered before the meeting.

Shareholders representing at least three per cent of the share capital may request the publication of a supplement to the notice of the General Meeting, to include new items on the Agenda and may submit reasoned proposals for resolutions on matters already included on the Agenda or which should be included therein, by means of reliable notification to be received at the registered office of Banco de Sabadell, Sociedad Anónima, located in Alicante, Avenida Óscar Esplá, number 37, within five days of the publication of this notice of meeting. The procedures for the exercise of those shareholder rights are duly set out on the website of Banco de Sabadell, Sociedad Anónima.

There will also be a sign-language interpreter for people with hearing disabilities who attend the General Meeting at the Auditorio de la Diputación de Alicante in person.

### Role of the Notary in the General Meeting

In accordance with Article 203 of the Capital Companies Act and Article 16.2 of the Regulations of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, the directors will engage a notary to minute the General Meeting.

### Data protection

The personal data contained in this document, which the shareholders or their representatives, as the case may be, provide to Banco de Sabadell, Sociedad Anónima to exercise their right to attend, grant proxy and vote and participate at the General Meeting or which are provided by the banks and securities firms at which such shareholders have deposited their shares, through IBERCLEAR, will be processed, by Banco de Sabadell, Sociedad Anónima, as data controller, for the purposes of managing and overseeing the shareholders' status and for giving notice of the General Meeting, holding it and publicising it, as well as to fulfil the obligations established by law. This processing is necessary for those purposes and the legal basis of that processing lies in the shareholder's status as such and the fulfilment of legal obligations. The data will be provided to the notary who will attend the General Meeting, as provided by law, and may be provided to third parties in exercise of the right to information established by law or made accessible to the public insofar as they appear on documentation available on the corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) or are made public at the General Meeting.

The General Meeting may be recorded and broadcast audiovisually and be made available to the public, partly or wholly, via the corporate website of Banco de Sabadell, Sociedad Anónima, ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) and in accredited media outlets. Attendance at the General Meeting implies that the attendee accepts and consents expressly, unequivocally and conclusively to the recording, processing, reproduction, distribution, public communication, viewing and divulgence on the institution's corporate channels and by the media of Banco de Sabadell, Sociedad Anónima and of third parties, of their voice, likeness and any other personal data that may be captured or expressed in the course of the General Meeting of Shareholders.

The legal basis for the treatment of data consisting of likeness or voice is both the existence of a legitimate interest on the part of the Company to record and broadcast the General Meeting that is recognised in the rules and principles of transparency and good corporate governance that are applicable to it, as well as the consent of the person attending the General Meeting while having other alternative means for the exercise of his/her rights at his/her disposal.



Personal data will be retained for as long as the shareholder retains their status as such and for six (6) years thereafter solely to address any legal or contractual actions except where, exceptionally, the statute of limitations period for such legal or contractual actions is greater.

Personal data subjects may, in the terms established in the current data protection regulations, exercise the rights of access, rectification, opposition, limitation of processing, portability, deletion, and any other right recognised by law in connection with data protection, in accordance with the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (General Data Protection Regulation) and of Organic Law 3/2018, of 5 December, on the Protection of Personal Data and the safeguarding of digital rights, by writing to the registered offices of Banco de Sabadell, Sociedad Anónima, located in Alicante (03007), Avenida Óscar Esplá, 37, or to the following e-mail address: [ejercicioderechosprotecdatos@bancosabadell.com](mailto:ejercicioderechosprotecdatos@bancosabadell.com). Personal data subjects may submit any claim or request related to personal data protection to the Spanish Data Protection Agency ([www.aepd.es](http://www.aepd.es)) and may contact the Data Protection Officer of the Banco Sabadell group at the following e-mail address: [DataProtectionOfficer@bancosabadell.com](mailto:DataProtectionOfficer@bancosabadell.com).

Where the attendance card/proxy card contains personal data referring to natural persons other than the holder or where a third party other than the shareholder attends the General Meeting, the shareholder must inform them of the content of the preceding paragraphs in connection with the processing of personal data and fulfil any other requirements that are applicable for the proper transfer of the personal data to Banco de Sabadell, Sociedad Anónima, without the latter having to perform any additional actions vis-à-vis the interested parties. The legal basis for this processing of third parties' personal data is the same as described above for shareholders.

Secretary of the Board of Directors  
Miquel Roca i Junyent

Alicante, 16 February 2023





## ORDINARY GENERAL MEETING OF SHAREHOLDERS

23 March 2023

**Motions**

*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.*

### MOTION WITH REGARD TO AGENDA ITEM ONE.

Approve the Annual Accounts — Balance Sheets, Profit and Loss Accounts, Statements of Changes in Equity, Cash Flow Statements, and Notes to the Annual Accounts — as well as the Directors' Report of Banco de Sabadell, Sociedad Anónima, and of its consolidated group, all in respect of the year ended 31 December 2022; and the corporate management and actions carried out by the directors of Banco de Sabadell, Sociedad Anónima, during the year commencing on 1 January 2022 and ending on 31 December of the same year.

### MOTION WITH REGARD TO AGENDA ITEM TWO.

To approve the Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima, for the financial year 2022, which has been drawn up by the Board of Directors in accordance with the Commercial Code and the revised text of the Capital Companies Law approved by Royal Legislative Decree 1/2010, of 2 July.

### MOTION WITH REGARD TO AGENDA ITEM THREE.

To approve the proposal of the Board of Directors for allocation of the results and distribution of the dividend, consisting of distributing the profit obtained as follows:

To voluntary reserves	515,192,628.13 Euros
To legal reserve	0.00 Euros
To Canary Islands investment reserve	279,312.67 Euros
To dividend distribution	225,078,588.04 Euros
Interim dividend paid on 30 December 2022	0.02 Euros per share
Supplementary dividend payable from 31 March 2023	0.02 Euros per share

### MOTION WITH REGARD TO AGENDA ITEM FOUR.

Approve the reduction of the share capital of Banco de Sabadell, Sociedad Anónima by the par value of the own shares that may be acquired by the institution by virtue of the share buyback programme, for at most €204 million (TWO HUNDRED AND FOUR MILLION EURO), that the Board of Directors plans to establish, all within the maximum limit of 10% of the share capital on the date of presentation of this motion (i.e., at most a nominal amount of SEVENTY MILLION THREE HUNDRED AND THIRTY-SEVEN THOUSAND FIFTY-EIGHT EURO AND SEVENTY-FIVE CENT (€70,337,058.75), corresponding to FIVE HUNDRED AND SIXTY-TWO MILLION SIX HUNDRED AND NINETY-SIX THOUSAND FOUR HUNDRED AND SEVENTY (562,696,470) shares with a par value of 0.125 EURO (€0.125)), subject to obtaining the pertinent regulatory authorisations, by means of the cancellation of own shares acquired under the authorisation conferred in the event of approval of the motion submitted to this General Meeting of Shareholders

under item eight on the agenda, or any resolution of the General Meeting of Shareholders relating to the acquisition of own shares for the purpose of cancellation, in accordance with the provisions of the applicable laws and regulations.

For these purposes, subject to obtaining the mandatory authorisations, Banco de Sabadell, Sociedad Anónima plans to establish a share buy-back programme before the next Ordinary General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, in accordance with the provisions of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 and Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, for an effective amount of at most €204 million. The purpose of this programme is to cancel treasury stock, contributing to the remuneration of Banco de Sabadell, Sociedad Anónima's shareholders by increasing earnings per share, as is inherent to the reduction in the number of shares.

The term of execution of this resolution shall be until the date of the next Ordinary General Meeting of Shareholders, and the part of the resolution not executed as of that date shall be rendered null and void.

Within the period of the authorisation, the capital reduction may be executed wholly or partly in the manner and at the times that the Board of Directors or, by delegation, any director with delegated powers deems most appropriate, within the limits established in this resolution and in the law and the authorisations by the competent authorities. The final amount of the capital reduction will be set by the Board of Directors or, by delegation, by any director with delegated powers, within the aforementioned maximum limit, depending on the final number of own shares that are acquired and that the Board of Directors, or the director(s) to whom such power is delegated, decides to cancel in accordance with the delegation of powers approved below.

This transaction is a nominal or accounting reduction because its execution does not entail a refund of contributions to the shareholders, since, at the time the capital reduction is executed, the shares to be cancelled are owned by Banco de Sabadell, Sociedad Anónima. At the time of executing the capital reduction, the Board of Directors may recognise, out of unrestricted reserves, a restricted reserve for cancelled capital for an amount equal to the par value of the cancelled shares, which may only be used subject to the same requirements as for the capital reduction, by application of article 335.c) of the Capital Companies Law. If that reserve is recognised, the company's creditors will not be entitled to object under Article 334 of the Capital Companies Law.

For the purposes of the provisions of Article 411 of the Capital Companies Law and in accordance with the first additional provision of Law 10/2014, of June 26, on the regulation, supervision and solvency of credit institutions, since Banco Sabadell, Sociedad Anónima is a credit institution and the other requirements set forth in the aforementioned additional provision are met, the consent of the syndicates of holders of the outstanding debentures and bonds is not required to execute the capital reduction.

The Board of Directors is expressly empowered, as broadly as legally possible, with powers to be replaced by any director or directors that the Board of Directors deems

appropriate, and without prejudice to any delegations or empowerments that already exist, to execute the capital reduction totally or partially at one or more times within the established execution period and in the form that they consider most appropriate, including, but not limited to, the following:

- (i) to specify and elaborate upon this resolution, establishing the terms and conditions of the capital reduction in all matters not provided for, including in particular, but not limited to, establishing the date or dates on which the adopted resolution to reduce share capital must be carried out, which must, in any event, be before the next Ordinary General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima;
- (ii) determine the number of shares to be cancelled in each execution, with the possibility of being able to decide not to execute the resolution totally or partially if no own shares are ultimately acquired for the purpose of cancellation or if, shares having been acquired for that purpose, the situation of the market or the company or an event of social or economic importance makes this advisable for reasons of the corporate interest or prevents execution; in any event, such decisions must be reported to the next Ordinary General Meeting of Shareholders.

The Board of Directors is also expressly empowered, as broadly as legally possible, with an express power to be replaced by the director or directors that the Board of Directors deems appropriate and, without prejudice to any existing delegations or empowerments, to carry out any actions and formalities that may be necessary or merely advisable to successfully execute any capital reduction that it is decided to perform under this delegation, including in particular, but not limited to, the following:

- (i) requesting and obtaining from the competent authorities such authorisations, consents or permits as may be necessary for the full implementation of the capital reduction;
- (ii) declaring each of the executions of the capital reduction that is ultimately decided upon to have been completed, setting, as appropriate, the definitive number of shares to be cancelled in each execution and, therefore, the amount by which the share capital of Banco de Sabadell, Sociedad Anónima must be reduced in each execution, in accordance with the limits established in this resolution; and to recognise a reserve for cancelled capital for an amount equal to the par value of the cancelled shares, for the purposes of the provisions of Article 335 of the Capital Companies Law;
- (iii) make any actions, declarations or steps that may be necessary or advisable in relation to disclosing the capital reduction and each of its executions (including any announcements that may be necessary or advisable) and any actions that need to be taken before the Comisión Nacional del Mercado de Valores (CNMV), the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear), the Spanish Stock Exchanges and, if applicable, before the competent authorities and governing bodies of the markets on which the shares of Banco de Sabadell, Sociedad Anónima are listed;

- (iv) amend article 7 of the Articles of Association so as to reflect the new amount of share capital and the number of outstanding shares resulting from the implementation of the approved capital reduction;
- (v) negotiate, agree and sign such public and private documents as may be necessary or advisable for the successful completion of the capital reduction, including, but not limited to, such acts, legal transactions, contracts, declarations and operations as may be necessary;
- (vi) to carry out such procedures and actions as may be necessary or advisable and to file the necessary documents with the competent bodies so that, once the pertinent shares of Banco de Sabadell, Sociedad Anónima have been cancelled and the pertinent public instrument of capital reduction has been executed and registered in the Mercantile Registry, the cancelled shares are delisted from the Spanish Stock Exchanges and the markets on which the shares of Banco de Sabadell, Sociedad Anónima are listed, the pertinent accounting records are cancelled and the treasury shares are effectively cancelled; and
- (vii) take such action as may be necessary or advisable before any public or private institution or body, whether domestic or foreign, to obtain the consent and authorisation required to render the foregoing resolutions effective and to execute and formalise the capital reduction, including declarations, supplements and the rectification of defects or omissions that might hamper or prevent the resolutions from being enforceable.

## MOTIONS WITH REGARD TO AGENDA ITEM FIVE.

### 1.- First motion under Agenda item five.

At the proposal of the Board of Directors, and following a favourable report by the Appointments and Corporate Governance Committee, and in accordance with the provisions of article 50 of the Articles of Association, re-appoint Mr. José Oliu Creus, with tax ID no. 39.005.001-Z, as a member of the Board of Directors for a term of four years, with the status of Other External Director.

### 2.- Second motion under Agenda item five.

At the proposal of the Appointments and Corporate Governance Committee, and in accordance with the provisions of Article 50 of the Articles of Association, re-appoint Ms. Aurora Catá Sala, with tax ID no. 46.120.387-M, as a member of the Board of Directors for a term of four years, with the status of Independent Director.

### 3.- Third motion under Agenda item five.

At the proposal of the Board of Directors, with the favourable report of the Appointments and Corporate Governance Committee, and in accordance with the provisions of article 50 of the Articles of Association, to re-elect Ms. María José

García Beato, with tax ID no. 30.501.286-C, as member of the Board of Directors for a period of four years, with the status of Other External Director.

#### 4.- Fourth motion under Agenda item five.

At the proposal of the Board of Directors, and following a favourable report by the Appointments and Corporate Governance Committee, and in accordance with the provisions of article 50 of the Articles of Association, re-appoint Mr. David Vegara Figueras, with tax ID no. 43.412.552-Y, as a member of the Board of Directors for a term of four years, with the status of Executive Director.

#### 5.- Fifth motion under Agenda item five.

At the proposal of the Appointments and Corporate Governance Committee, ratify the appointment, by co-option approved by the Board of Directors, of Ms. Laura González Molero, with tax ID no. 02.606.329-S, with the status of Independent Director, and, in accordance with the provisions of article 50 of the Articles of Association, approve her appointment as a member of the Board of Directors for a term of four years from this date, with the status of Independent Director.

#### 6.- Sixth motion under Agenda item five.

At the proposal of the Appointments and Corporate Committee, and in accordance with the provisions of article 50 of the Articles of Association, appoint Mr. Pedro Viñolas Serra, with tax ID no. 35.033.468-Y, as a member of the Board of Directors for a term of four years, with the status of Independent Director. This appointment is made to fill the vacancy currently existing on the Board.

### MOTION WITH REGARD TO AGENDA ITEM SIX.

Revoking the delegation conferred in resolution five adopted by the General Meeting of Shareholders of 24 March 2022 in the amount not used, to empower the Board of Directors of Banco de Sabadell, Sociedad Anónima, as broadly as may be necessary in law, so that, in accordance with the provisions of article 297.1.b) of the Capital Companies Law, it may increase the share capital on one or several occasions and in the amount, dates, conditions and other circumstances that the Board of Directors may decide, with powers to be replaced by the Director or Directors that the Board of Directors deems appropriate, up to the maximum limit and during the maximum term provided by law, being able to establish the characteristics of the shares, and freely offer the new shares not subscribed within the preferential subscription period(s), establish at its discretion that, in the event of incomplete subscription, the capital increase shall be without effect (in the absence of such provision, the provisions of article 507 of the Capital Companies Law shall apply) and redraft the article of the Articles of Association relating to share capital. This power may only be exercised to the extent that the Board of Directors, adding together the amount of the capital increase or increases made on the basis of this authorisation and those made to cover the conversion of convertible bonds, preferred participations, warrants and other



securities similar to these issued under the authorisations granted by this General Meeting of Shareholders, does not exceed the limit referred to above.

The delegation includes the power of the Board of Directors to set all the terms and conditions of the capital increase or increases, if any, resolved on the basis of this delegation in accordance with the limits set forth in article 297.1.b) of the Capital Companies Law, in particular, if appropriate, the issue premium on the new shares, the issue of preferred share, non-voting shares or redeemable shares and other securities or financial instruments referenced to or related to the shares of Banco de Sabadell, Sociedad Anónima, which involve an increase in share capital, and the power to apply for admission, continued listing and delisting of the shares issued or any other procedures necessary for the new shares subject to the capital increase or increases to be admitted to trading on the national and, where appropriate, foreign stock exchanges on which the shares of Banco de Sabadell, Sociedad Anónima are admitted to trading at any time, in accordance with the procedures laid down in each of said stock exchanges. It also includes the power, where appropriate, to totally or partially exclude pre-emptive subscription rights in relation to share issues that may be resolved pursuant to this delegation when the interests of the company so require under the conditions set forth in article 506 of the Capital Companies Law. In the event that pre-emptive subscription rights are excluded, the agreed share capital increase, together with the amount of the capital increase(s) that would have been carried out excluding such rights to cover the conversion of convertible debentures, preferred participations, warrants and other similar securities that may be issued under the authorisations of this delegation of powers granted by this General Meeting of Shareholders, may not exceed 10% of the share capital (this limit shall not apply to perpetual securities which may be convertible into shares qualifying as equity instruments under the solvency regulations applicable from time to time).

If, in use of the aforementioned powers, the Board of Directors decides to suppress pre-emptive subscription rights in relation to a specific capital increase that it may decide to carry out under this authorisation, it shall issue, at the time of deciding the increase, a report detailing the specific reasons in the company's interest that justify such measure, accompanied, if legally required or if the Board of Directors decides to obtain it voluntarily, by the report of an independent expert as provided for in article 308 of the Capital Companies Law. These reports will be made available to the shareholders and communicated to the first General Meeting of Shareholders to be held after the resolution to increase the share capital, in accordance with the provisions of the aforementioned article 506 of the Capital Companies Law.

The Board of Directors is expressly empowered, as broadly as legally possible, with powers to be replaced by any Director or Directors that the Board of Directors deems appropriate and, without prejudice to any delegations or powers of attorney already existing, to correct, clarify, interpret, complete, identify or specify, as the case may be, the resolutions adopted and, in particular, to correct any defects, omissions or errors that may be detected.

Likewise, the Board of Directors is expressly empowered, as broadly as legally possible, with an express power to be replaced by the Director or Directors that the Board of Directors deems appropriate and, without prejudice to any existing

delegations or powers of attorney, to carry out all actions and formalities that may be necessary or merely appropriate to achieve the execution and successful completion of the capital increase or increases that may be agreed under this delegation and, in particular, and merely by way of example, the following:

- (i) draw up, sign and file with the Spanish National Securities Market Commission, if necessary, the prospectus relating to the capital increase or any equivalent document, in accordance with the provisions of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC, its delegated regulations and other applicable regulations, assuming responsibility for its content, as well as drafting, signing and filing any supplements thereto as may be required, requesting their approval and registration by the Spanish National Securities Market Commission and reporting any inside information, other relevant information and any other that may be necessary or advisable;
- (ii) draft, if any, the International Offering Memorandum or international prospectus in order to facilitate the dissemination of the information relating to the capital increase to international shareholders and investors, assuming responsibility for its content;
- (iii) draft, sign and submit any additional or complementary documentation or information that may be necessary to the Spanish National Securities Market Commission, the Governing Bodies of the Stock Exchanges, the Stock Exchange Company or any other competent domestic or foreign authority or body, in order to obtain authorisation, verification and subsequent execution of the capital increase;
- (iv) appear before the Notary Public of its choice and execute the resolution to increase capital in a public deed, as well as take such actions as may be necessary and approve and formalise such public and private documents as may be necessary or advisable for the full effectiveness of the resolution to increase capital in any of its aspects and contents and, in particular, to correct, clarify, interpret, complete, specify or identify, if appropriate, the resolution adopted and, in particular, to correct any defects, omissions or errors that may be detected in the verbal or written assessment of the Mercantile Registry;
- (v) negotiate, sign and execute such public and private documents as may be necessary in connection with the capital increase in accordance with standard practice in this type of transaction, including, in particular, an underwriting and/or placement agreement, which may include, in turn and among other provisions, the representations and guarantees of Banco de Sabadell, Sociedad Anónima, which are customary in this type of contract, agency contracts, protocols or pre-agreements referring to the aforementioned underwriting or placement contracts, as well as those that may be appropriate for the successful completion of the capital increase, agreeing the commissions and other terms and conditions it deems appropriate, and indemnification of the underwriters, if any;
- (vi) draft and publish such notices as may be necessary or desirable; and
- (vii) declare the capital increase closed, if incomplete, once the subscription period has ended and the disbursements of the shares finally subscribed have been made, and redraft the article of the Articles of Association relating to share



capital, executing such public and private documents as may be appropriate for the implementation of the capital increase.

### MOTION WITH REGARD TO AGENDA ITEM SEVEN.

Revoking the delegation conferred in resolution six adopted by the General Meeting of Shareholders of 24 March 2022 in the amount not used, to delegate to the Board of Directors of Banco de Sabadell, Sociedad Anónima, in accordance with the general rules on bond issues and pursuant to the provisions of articles 285 to 290, 297, 511, the 15th Additional Provision of the Capital Companies Law and article 319 of the Mercantile Registry Regulation, the power to issue debentures, bonds, preferred participations and any other similar securities representing part of a borrowing convertible into newly issued shares of Banco de Sabadell, Sociedad Anónima, as well as warrants or other similar securities that may directly or indirectly give the right to subscribe shares of Banco de Sabadell, Sociedad Anónima, whether newly issued or otherwise confer a share in the company's profits, in accordance with the following conditions:

1. The issue of the securities which the Board of Directors is empowered to issue under this resolution may be effected on one or more occasions, at any time, within a maximum period of five (5) years from the date of adoption of this resolution.
2. The maximum total amount in nominal value of the issue(s) of securities to be agreed under this delegation agreement shall be two billion euros (€ 2,000,000,000.00) or its equivalent in another currency.
3. On the basis of the delegation of powers agreed herein and by way of illustration only and without limitation, the Board of Directors shall determine, for each issue: its amount, always within the aforementioned overall quantitative limit; the form of disbursement; the place of issue - domestic or foreign - and the currency and, if foreign, its equivalence in euros; the name, whether bonds or debentures - including subordinated -, preferred participations or any other legally admissible name, including capital instruments as provided for in articles 51 to 55 or 62 to 65 of Regulation (EU) no. 575/2013 of 26 June (CRR); the date(s) of issue; the fact that the securities are necessarily, contingently or voluntarily convertible and, if voluntarily convertible, at the option of the holder of the securities or the Bank; the number of securities and their nominal value, which in the case of instruments giving the right to subscribe shares shall not be less than the nominal value of the shares; in the case of warrants and similar securities, the issue price, which in the case of instruments giving the right to subscribe shares shall not be less than their nominal value; the anti-dilution clauses; the exercise price - which may be fixed or variable - and the procedure, term and other conditions applicable to the exercise of the right to subscribe the underlying shares or, as the case may be, the exclusion of such right; the interest rate, fixed or variable, payable at the discretion of Banco de Sabadell, Sociedad Anónima, subject to conditions or mandatory, dates and procedures for payment of the coupon where applicable; the perpetual or redeemable nature and, in the latter case, the redemption period

and maturity date; the type of redemption, premiums and lots, the security, including mortgages; the form of representation, by means of securities, book entries or any other system permitted by law; the subscription system; the system of priority of the securities and any subordination clauses; the legislation applicable to the issue, whether domestic or foreign; request, as the case may be, admission to trading on regulated markets or multilateral trading systems, whether organised or not, domestic or foreign, of the securities to be issued, in accordance with the requirements of prevailing law and regulations in each case; and, in general, any other conditions of the issue, as well as, if appropriate, appointing the Commissioner and approving the fundamental rules governing the legal relations between Banco de Sabadell, Sociedad Anónima, and the Syndicate of Holders of the securities issued, in the event that the constitution of said Syndicate of Holders is necessary.

Furthermore, the Board of Directors is authorised, when it sees fit, and subject, if applicable, to obtaining the appropriate authorisations and the approval of the meetings of the relevant Syndicates of Security holders, to change the terms and conditions of the securities issued, including in particular their respective maturity dates and the interest rate, if any, payable on the securities included in each of the issues made under this authorisation.

4. For the purpose of determining the basis and terms of the conversion, it is agreed to establish the following criteria:

4.1 Debentures, bonds, participations or other similar securities convertible into shares:

- (i) The securities (whether bonds, debentures, preferred participations or any others permitted by Law) issued under this resolution shall be convertible into new shares of Banco de Sabadell, Sociedad Anónima, in accordance with a fixed conversion ratio (determined or determinable) to be set by the Board of Directors or consisting of a variable ratio, the latter being empowered to determine whether they are necessarily, voluntarily or contingently convertible and, in the event that they are voluntarily convertible, at the option of the holder or of the issuer, with the frequency and during the period established in the issue resolution, which may not exceed thirty (30) years from the date of issue. This maximum period shall not apply to securities of a perpetual nature.
- (ii) The Board of Directors may also establish, in the event that the issue is convertible and exchangeable, that the issuer reserves the right to choose at any time between conversion into new shares or their exchange for outstanding shares of Banco de Sabadell, Sociedad Anónima, specifying the nature of the shares to be delivered at the time of conversion or exchange, and may choose to deliver a combination of newly issued shares with pre-existing shares of Banco de Sabadell, Sociedad Anónima, and, if so, to settle the difference in cash. In any event, the issuer must respect the equal treatment of all holders of the securities it converts and/or exchanges on the same date.

- (iii) For the purposes of conversion, in the case of a fixed conversion ratio, the securities representing part of a borrowing shall be valued at their nominal amount (to which may be added, when so established, the interest or remuneration accrued and pending payment) and the shares at the fixed determined or determinable exchange rate specified in the resolution of the Board of Directors in which this delegation of powers is used, and, in any case, with a minimum of the greater of (i) the average exchange rate, whether arithmetic or weighted at the discretion of the Board of Directors, of the shares on the Continuous Market of the Spanish Stock Exchanges on which the shares of Banco de Sabadell Sociedad Anónima are admitted to trading, according to the closing prices, the average prices of each session or other listing reference, during a period to be determined by the Board of Directors, not exceeding three months or less than three calendar days, which may end up to the day on which the resolution to issue the reference securities is adopted by the Board of Directors, and (ii) the exchange rate of the shares on the same Continuous Market according to the closing price of the last session prior to the adoption of the resolution to issue the reference securities by the Board of Directors. In addition, a discount on this minimum price per share may be set, which may not exceed 25%. In the event that the Board of Directors determines an exchange at a discount to the share price, the resulting conversion price shall not be less than the par value of the shares and Banco de Sabadell, Sociedad Anónima may assume the necessary consideration for the granting of a discounted conversion option.
- (iv) It may also be agreed to issue fixed income securities convertible into shares with a variable conversion ratio. In this case, the securities representing part of a borrowing will be valued as indicated in the preceding paragraph and the price of the shares for the purposes of conversion will be the average (either arithmetic and/or weighted) of the shares on the Continuous Market of the Spanish Stock Exchanges on which they are admitted to trading, according to the closing prices, the average prices of each session or another listing reference, during a period to be determined by the Board of Directors, not exceeding three months and not less than three calendar days, which may end up to the day prior to the beginning of the conversion period or the conversion date, as specified. In addition, a minimum and/or maximum reference price of the shares may be established for the purposes of their conversion, on such terms as the Board of Directors may deem appropriate.
- (v) When the conversion takes place, the fractions of a share which, where applicable, should be delivered to the holder of the debentures, bonds, preferred participations or other similar securities shall be rounded down to the next lower whole number and, if the terms and conditions of the issue so provide, each holder shall receive in cash the difference which may arise in such case.

- (vi) In no case may the value of the share for the purposes of the conversion ratio of debentures, bonds, preferred participations or other similar securities into shares be less than their nominal value. Pursuant to Article 415 of the Capital Companies Law, debentures may not be converted into shares when the nominal value of the debentures is less than the nominal value of the shares.
- (vii) When approving an issue of debentures, bonds, preferred participations or other similar securities convertible into shares under the authorisation conferred by the General Meeting of Shareholders, the Board of Directors shall issue a directors' report developing and specifying, on the basis of the criteria described above, the bases and terms of the conversion specifically applicable to the issue in question and, if legally required or if Banco de Sabadell, Sociedad Anónima decides to obtain it voluntarily, it shall request the report of the independent expert referred to in article 414.2 of the Capital Companies Law.

#### 4.2 Warrants and other similar securities that may directly or indirectly entitle to subscribe newly issued shares of Banco de Sabadell, Sociedad Anónima.

The Board of Directors is empowered to determine, in the broadest terms, the criteria applicable to the exercise of the rights to subscribe shares in Banco de Sabadell, Sociedad Anónima, deriving from the securities of this class issued under the delegation granted herein, applying in relation to such issues the criteria established in section 4.1 above, with the necessary adaptations in order to make them compatible with the legal and financial regime of this class of securities.

- 5. As long as the conversion into shares of the securities that may be issued under this delegation is possible, their holders will have all the rights recognised by the legislation in force, especially the right to be protected by the appropriate anti-dilution clauses.
- 6. The delegation to the Board of Directors also includes, but is not limited to, the following powers:
  - (i) The power to develop and specify the bases and terms of the conversion and/or exercise of the rights to subscribe shares deriving from the securities to be issued, taking into account the criteria established in section 4 above.
  - (ii) The power of the Board of Directors, pursuant to the provisions of article 511, in relation to article 417 of the Capital Companies Law and Additional Provision 15 of the aforementioned Law, in those issues paid for by means of cash contributions, to exclude, in whole or in part, the pre-emptive subscription rights of the shareholders, when this is required in order to raise financial resources on the domestic or international markets or in any other way justified by the interests of Banco de Sabadell, Sociedad Anónima. In any event, if the Board of Directors decides to suppress pre-

emptive subscription rights in relation to a specific issue of convertible debentures, preferred participations, warrants and other securities similar to these, which it may decide to carry out under this authorisation, it shall issue a report at the time of approving the issue and in accordance with applicable regulations, detailing the specific reasons of corporate interest justifying such measure and, if legally required or if Banco de Sabadell, Sociedad Anónima decides to obtain it voluntarily, it shall obtain the report of the independent expert as provided in section 417.2.b) of the Capital Companies Law. These reports will be made available to shareholders and communicated to the first General Meeting of Shareholders following the resolution of the issue.

- (iii) The power to increase the capital by the amount necessary to meet requests for conversion and/or exercise of the right to subscribe shares. Such power may only be exercised to the extent that the Board of Directors, adding together the capital increased to cover the issue of convertible debentures, preferred participations, warrants and other securities similar thereto and the other capital increases agreed under the authorisations granted by this General Meeting of Shareholders Meeting, does not exceed the legal limit of one half of the share capital provided for in article 297.1.b) of the Capital Companies Law and 10% of such total amount of share capital in the event that the issue of convertible securities excludes shareholders' pre-emptive subscription rights. For the purposes of calculating the above limit, account shall be taken of the maximum number of shares into which the debentures, preferred participations or other securities may be converted on the basis of their initial conversion ratio, if fixed, or their minimum conversion ratio, if fixed, determinable or variable, without prejudice to any adjustments that may be made to the conversion ratio after the issue of the securities.

Pursuant to Additional Provision 15 of the Capital Companies Law, the aforementioned limit of 10% of the total share capital in the event that the issue of convertible securities excludes shareholders' pre-emptive subscription rights shall not apply to perpetual securities that may be convertible into shares computable as capital instruments in accordance with the solvency regulations applicable at any given time, the limit for which shall be that of the article 297 of the Capital Companies Law.

This authorisation to increase the capital includes the authorisation to issue and put into circulation, on one or more occasions, the shares representing the capital necessary to carry out the conversion and/or exercise of the right to subscribe shares, as well as the authorisation to redraft the article of the Articles of Association relating to the amount of the capital and, where appropriate, to cancel that part of the capital increase which has not been necessary for the conversion and/or exercise of the right to subscribe shares. Pursuant to the provisions of article 304.2 of the Capital Companies Law, shareholders shall not have pre-emptive subscription rights in relation to capital increases of Banco de Sabadell,

Sociedad Anónima, through the issue of new shares as a result of the conversion of debentures into shares.

7. The Board of Directors is authorised to apply, where appropriate, for admission to trading on official or unofficial secondary markets, whether organised or not, domestic or foreign, of the debentures, bonds, preferred participations or other similar securities convertible into shares or warrants issued on the basis of this delegation, as well as of the shares issued to effect the conversion and/or exercise thereof, and, as the case may be, the subsequent delisting if deemed appropriate, also empowering the Board of Directors, as broadly as may be necessary in law, to carry out the necessary formalities and actions for their admission to trading before the competent bodies of the various domestic or foreign securities markets.

The Board of Directors, at successive General Meeting of Shareholders held by Banco de Sabadell, Sociedad Anónima, shall inform the shareholders of the use, if any, made to date of the delegations referred to in this resolution.

The delegation to the Board of Directors includes an express power to be replaced by the Director or Directors that the Board of Directors deems appropriate, all the powers granted on the basis of this resolution, as well as the broadest powers that may be necessary in law for the interpretation, application, implementation and development of resolutions to issue securities convertible into shares that may be adopted, on one or more occasions, under this resolution and for the corresponding capital increases, also granting it powers to correct and supplement them in all that may be necessary, and, to comply with legal requirements to carry them out successfully, it can correct omissions or defects in said resolutions, pointed out by any authorities, public officials or bodies, in this country or abroad, and is also empowered to adopt such resolutions and execute such public or private documents as it may deem necessary or advisable to adapt the aforementioned resolutions for the issue of securities convertible into shares and the corresponding capital increase for the verbal or written approval of the Mercantile Registrar or, in general, of any other competent domestic or foreign authorities, officials or institutions.

#### **MOTION WITH REGARD TO AGENDA ITEM EIGHT**

Revoke the delegation granted under resolution eight adopted at the General Meeting of Shareholders on 28 March 2019 in the part not executed, and authorise Banco de Sabadell, Sociedad Anónima so that, either directly or through any of its subsidiaries, and within a maximum period of five years as from the date of this General Meeting, subject to prior authorisation from the European Central Bank, it may acquire, at any time and as often as it sees fit, shares of Banco de Sabadell, Sociedad Anónima by any of the means admitted by law, including against profit for the year and/or unrestricted reserves, and that it may subsequently sell or cancel any shares thus acquired or, as appropriate, deliver them to employees or directors of Banco de Sabadell, Sociedad Anónima as part of their remuneration or as a result of the exercise of stock options which they hold, all in accordance with the provisions of articles 146 and 509 and matching articles of the Capital Companies Act.



Approve the limits or conditions of these acquisitions, as follows:

- The par value of the shares thus acquired, directly or indirectly, in addition to any shares already held by Banco de Sabadell, Sociedad Anónima and its subsidiaries, must not exceed, at any time, the legal limit established at any time by the legislation in force (currently ten per cent of share capital), complying in all cases with the limits for acquisition of own shares established by the stock market regulators in the markets on which the shares of Banco de Sabadell, Sociedad Anónima are listed.
- The acquisition, including any shares previously acquired by Banco de Sabadell, Sociedad Anónima (or by a person acting in their own name but on the bank's behalf) and held by it, must not lead to equity being less than the amount of share capital plus legal reserves and reserves that are designated as restricted under the Articles of Association.
- The shares acquired must have been fully paid.
- The acquisition price must be no less than par value and no higher than 20 per cent above the stock market price or any other price whereby the shares may be valued as of the date of their acquisition. All acquisitions of own shares must be made in accordance with general stock market rules and regulations.

Where there are no plans for their disposal or delivery, reduce the share capital in order to cancel any own shares that Banco de Sabadell, Sociedad Anónima may hold on its balance sheet, against profits or unrestricted reserves and in the amount that may be considered appropriate or necessary at any time, up to at most the amount of own shares held as of that date, all in accordance with the provisions of articles 285 et seq. and 318 of the Capital Companies Act.

Authorize the Board of Directors, and grant it the express power to be replaced by the Director or Directors that the Board of Directors deems appropriate, in order that it may execute the foregoing resolutions and, in particular the resolution on capital reduction, which may be made on one or several occasions and within a maximum period of five years from the date of adoption of this resolution, taking all steps and actions and obtaining all authorisations that may be necessary or required under the Capital Companies Act, banking regulations and other applicable legislation, and in particular authorise the Board so that, within the period and limits established for said execution, it may: set the date(s) of the specific capital reduction(s) to be made, their timing and advisability; determine the amount of the capital reduction; determine the use to be made of the amount thus reduced, furnishing, where necessary, any guarantees and complying with any conditions that may be required by law; amend the wording of Article 7 of the Articles of Association to the new amount of share capital; apply for delisting of the shares that are cancelled; and generally adopt any decisions that may be necessary for that cancellation and the consequent reduction of capital; and appoint the persons to participate in formalising these decisions.

### MOTION WITH REGARD TO AGENDA ITEM NINE.

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

There are 117 members of the Group's Identified Staff to whom the aforementioned maximum limit on variable remuneration applies, having regard to their profiles and responsibilities performed, and the need to retain the professionals whose work has a material impact on the Entity's risk profile (risk takers), as set out in the list made available to shareholders at the time notice was given of the General Meeting of Shareholders.

### MOTION WITH REGARD TO AGENDA ITEM TEN.

The Board of Directors of Banco de Sabadell, S.A. (hereinafter, Banco Sabadell, the Bank or the Institution), following a reasoned report by the Remuneration Committee that has been made available to shareholders on the occasion of the notice of the General Meeting of Shareholders scheduled for 23 March 2023, considers it appropriate to submit, for approval by the General Meeting of Shareholders, the Director Remuneration Policy (the Remuneration Policy or the Policy), which will be in force from the date of its approval and for the following three years, i.e., 2024, 2025 and 2026, and that replaces in all its terms the Policy approved by the General Meeting of Shareholders on 26 March 2021 and the Information Supplement to that Policy approved by the General Meeting of Shareholders on 24 March 2022.

Since the current Remuneration Policy is in the last year of its validity and, in accordance with article 529 *novodecies* of the Legislative Royal Decree 1/2010, of 2 July, approving the consolidated text of the Capital Companies Law (the Capital Companies Law), which provides that the director remuneration policy is valid for at most three years, it is necessary to propose a new remuneration policy.

Furthermore, the new Policy must be submitted for approval by the General Meeting of Shareholders in 2023, insofar as the aforementioned Article 529 *novodecies* establishes that proposals for new director remuneration policies must be submitted to the General Meeting of Shareholders prior to the end of the last year of application of the previous policy, and the General Meeting of Shareholders may determine that the new policy be applicable from the date of approval and during the following three financial years.

Based on the regulatory authorisation and in order for the Director Remuneration Policy to be adapted immediately to the Bank's current needs, the Institution will



apply the amendments introduced therein as soon as they are approved, without having to wait until 2024.

The Director Remuneration Policy establishes a system for remunerating the directors based on a distinction between the directors' remuneration for performing their functions as members of the Board of Directors and the remuneration for performing executive functions.

The system for remunerating directors in their capacity as members of the Board of Directors consists generally of (i) fixed remuneration for membership of the Board of Directors, and (ii) per diems for attending at most 11 meetings of the Board, whose amounts remain unchanged in the new Remuneration Policy.

The additional amount established for the Chairman of the Board is maintained to remunerate the functions he performs as Chairman of the Bank, of the Board of Directors and of the General Shareholders' Meeting, and as the highest representative of the Bank.

The additional amount established for the Deputy Chairman and Lead Independent Director is also maintained.

As for the amounts payable to directors for chairing or membership of the Board committees, the new Policy updates only the remuneration for the chairman and members of the Audit and Control Committee and the Risk Committee.

In addition to the remuneration assigned to the executive directors for membership of the Board, they also receive remuneration for performing executive functions that (i) complies with the provisions of the Articles of Association, (ii) is coherent with the contracts signed with the executive directors and with standard market practice in comparable companies, (iii) is compatible with proper, healthy, effective management of the Institution's risks, and (iv) in particular, conforms to the prudential and capital adequacy regulations applicable to Banco de Sabadell.

To this end, the new Remuneration Policy reflects the changes that have taken place in the remuneration scheme for both the Chief Executive Officer and the Chief Risk Officer.

On this basis, it is proposed:

To approve, in accordance with the provisions of article 529 *novodecies* of the Capital Companies Law, the Banco Sabadell Director Remuneration Policy for application from the date of its approval and for the following three years, i.e., 2024, 2025 and 2026, the text of which has been made available to the shareholders on the occasion of giving notice of the General Meeting of Shareholders, which envisages the maximum amount of annual remuneration to be paid to the directors for discharging their duties. This Policy replaces, in all its terms, the current Policy approved by the General Meeting of Shareholders on 26 March 2021 and the Information Supplement to that Policy approved by the General Meeting of Shareholders on 24 March 2022.

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Additionally, empower the Board of Directors to interpret, elaborate upon, formalise and execute this resolution to the fullest extent required by law, adopting such resolutions and signing such public or private documents as may be necessary or advisable to give it full effect, with the power to adapt the Director Remuneration Policy of Banco Sabadell, when they deem it necessary and at the proposal of the Remuneration Committee, to the circumstances that may arise, the rules established in the applicable legislation, the recommendations or best practices in this connection and the specific requirements of the supervisors, provided that this does not entail a substantial change of its terms and conditions such as to require it to be submitted again to the General Meeting of Shareholders in accordance with the applicable legislation; and, in particular, to:

- a) Implement and establish the specific conditions of the remuneration system for executive directors in all matters not provided for in the Director Remuneration Policy, including in particular, but not limited to, the appointment and removal of directors, establishing their variable remuneration and its terms, establishing any cases of early settlement, and declaring that any conditions upon which such settlement is contingent have been fulfilled.
- b) Adapt the contents and conditions of the Remuneration Policy to any corporate transactions or exceptional circumstances that arise during its term, referring both to Banco Sabadell and the companies in its group, as well as to the indicators selected to determine the variable remuneration, in order for it to subsist in the same terms and conditions.
- c) Adapt the content of the Remuneration Policy to any requirements, comments or requests by the competent supervisory authorities and, in particular, make adjustments to the deferral percentages and periods for annual variable remuneration that is applicable to executive directors of Banco Sabadell, and to the lock-up period for the shares or the rules for calculating them.
- d) Interpret the rules for the system of settlement and payment of the short-term variable remuneration and the long-term remuneration applicable to executive directors of Banco Sabadell.
- e) In general, perform such actions and sign such documents as may be necessary or advisable to render the Remuneration Policy valid and effective and to implement, elaborate upon and execute it.

#### **MOTION WITH REGARD TO AGENDA ITEM ELEVEN.**

In accordance with the provisions of Article 264 of the Capital Companies Act, and following a proposal submitted by the Audit and Control Committee to the Board of Directors, re-appoint the audit firm KPMG, Sociedad Limitada, with Tax ID No. B-

78510153, as auditors of the Company's and of the consolidated Group's financial statements for 2023.

#### **MOTION WITH REGARD TO AGENDA ITEM TWELVE.**

To expressly empower the Chairman of the Board of Directors of Banco de Sabadell, Sociedad Anónima, Mr Josep Oliu Creus, the Secretary of the Board of Directors of Banco de Sabadell, Sociedad Anónima, Mr Miquel Roca i Junyent, and the Deputy Secretary of the Board of Directors of Banco de Sabadell, Sociedad Anónima, Mr Gonzalo Baretino Coloma, or whoever replaces them, as the case may be, in their respective posts of Chairman, Secretary and Deputy Secretary so that any of them, without distinction, on behalf of Banco de Sabadell, Sociedad Anónima, may:

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

#### **MOTION WITH REGARD TO AGENDA ITEM THIRTEEN.**

The Board of Directors has drawn up and published the Annual Report on Director Remuneration with the content in accordance with Order ECC/461/2013, of 20 March, and in the terms set out in the Capital Companies Law and Circular 4/2013, of 12 June, as amended by Circular 3/2021, of 28 September, of the Spanish National Securities Market Commission (CNMV). That Annual Report on Director Remuneration was drawn up in a free design format as permitted by Circular 4/2013 and is accompanied by the mandatory statistical appendix, which conforms in format, content and structure to the requirements of that Circular.

As provided in article 541 of the Capital Companies Law, the 2022 Annual Report on Director Remuneration is submitted to the General Meeting of Shareholders for a consultative vote based on a proposal by the Board of Directors.