



NATIONAL SECURITIES MARKET COMMISSION

Pursuant to Article 226 of the Law 6/2023 of 17 March on the Securities Markets and Investment Services (*Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión*), Banco de Sabadell, S.A. (Banco Sabadell) hereby informs the National Securities Market Commission (*Comisión Nacional del Mercado de Valores (CNMV)*) of the following:

INSIDE INFORMATION

The Inside Information disclosure dated 26 January 2023 (official record number 1,726) gave notice of the decision made by Banco Sabadell's Board of Directors to (i) propose to the Annual General Meeting of Shareholders the distribution of a supplementary dividend of €0.02 (gross) per share to be paid in cash out of the earnings of the financial year 2022, and to (ii) establish a share buyback programme, to be effected out of the earnings of the financial year 2022, subject to the corresponding prior authorisations, for redemption for a maximum consideration of 204 million euros, the terms of which would be announced separately prior to launch. Further to the aforesaid disclosure, Banco Sabadell hereby gives notice, upon having obtained the necessary authorisation from the European Central Bank, of the establishment and execution of a temporary treasury share buyback programme (the "**Buyback Programme**") in accordance with that provided in Article 5 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the "**Market Abuse Regulation**") and in Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 ("the "**Commission Delegated Regulation**"), with the following characteristics:

- (a) Purpose: to reduce Banco Sabadell's share capital through the redemption of the treasury shares acquired pursuant to the capital reduction approved by the Annual General Meeting of Shareholders held on 23 March 2023 under item four of the agenda.
- (b) Maximum pecuniary amount: the maximum pecuniary amount will be 204 million euros.
- (c) Maximum number of shares: the maximum number of shares to be acquired will depend on the average price at which purchases are made, but will not exceed 562,696,470 shares, or such lower number of shares that, added to the remaining treasury shares held by Banco Sabadell from time to time, represents 10% of the share capital.



- (d) Maximum price per share: Banco Sabadell shall not purchase shares at a price higher than the highest of the following: (a) the price of the last independent trade or (b) the highest independent offer at that time on the trading venue where the purchase is carried out.

Banco Sabadell plans to execute the Buyback Programme in such a way that the maximum price does not exceed 2.01 euros per share, which is the tangible book value per share as at 31 March 2023.

- (e) Other conditions:

- The Buyback Programme will be executed in such a way as to ensure that the purchases do not distort the demand for or artificially influence the pricing of the shares, observing the prevailing legislation and recommendations at the time of its execution.
- Banco Sabadell shall not purchase on any trading day more than 25% of the average daily volume of the shares on the trading venue on which the purchase is carried out. The daily volume shall be based on the average daily volume traded during the twenty (20) business days preceding the date of each purchase.
- In addition, all transactions carried out with treasury shares on a regular basis by Banco Sabadell for market-making purposes will be suspended for the term of the Buyback Programme.

- (f) Start date of the Buyback Programme: the Buyback Programme shall commence on 3 July 2023.

- (g) End date of the Buyback Programme: the Buyback Programme shall end no later than 2 February 2024 and, in any event, once the maximum pecuniary amount has been reached or the maximum number of shares have been acquired.

Nonetheless, Banco Sabadell reserves the right to (i) interrupt the execution of the Buyback Programme, or terminate it early, if any circumstances arise that make such an action advisable or required, and to (ii) extend the duration of the Buyback Programme prior to its expiry provided that neither the maximum pecuniary amount nor the maximum number of shares to be acquired had have been reached.



- (h) Execution format: the Programme shall be executed internally by the team that, pursuant to the Banco Sabadell Treasury Stock Policy, is responsible for executing treasury stock transactions, subject both to applicable legislation and to internal rules on treasury stock transactions.
- (i) Trading venues where purchases can be executed: purchases under the Buyback Programme can be made both on Spain's electronic market (Mercado Continuo) and on CBOE DXE.
- (j) Information to be disclosed to the regulatory authorities: the share purchases carried out under the Buyback Programme shall be disclosed to the CNMV and the competent authority of any trading venue other than Mercado Continuo on which the transactions are executed with the frequency established in the Commission Delegated Regulation (within no more than seven trading days following the date of each transaction). Similarly, the CNMV will be duly notified of the termination, of any interruption or extension, and of any other modification of the Programme.

Gonzalo Barettino Coloma
Secretary General

Alicante, 30 June 2023



IMPORTANT INFORMATION

This disclosure includes certain Alternative Performance Measures (APMs), specifically the tangible value per share, as defined in Commission Delegated Regulation (EU) 2019/979 of 14 March 2019 and in the Guidelines on Alternative Performance Measures published by the European Securities and Markets Authority on 5 October 2015 (ESMA/2015/1415). APMs are financial performance measures created based on the financial information of Banco Sabadell Group but which are not defined or specified in the applicable financial reporting framework, meaning that they have not been audited, nor are they subject to comprehensive audits. These APMs are used to enable a better understanding of the financial performance of Banco Sabadell Group, but they should be considered as supplementary information only, and in no case do they replace the financial information prepared in accordance with IFRS. Similarly, the way in which Banco Sabadell Group defines and calculates these APMs may differ from other institutions that employ similar measures, meaning that they may not be comparable. See the financial report for the first quarter of 2023

<https://www.grupbancsabadell.com/corp/en/shareholders-and-investors/economic-and-financial-information.html>) for a more detailed explanation about the APMs used, including their definition and a reconciliation between the applicable management indicators and the items presented in the consolidated financial statements prepared in accordance with IFRS.