



## 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

At the Ordinary General Meeting of Shareholders of Banco de Sabadell, S.A. held today, the following agreements have been approved:

#### AGENDA ITEM ONE RESOLUTION

Approve the Annual Accounts - Balance Sheet, Profit and Loss Account, 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 2021; and the corporate management and actions carried out by the directors of Banco de Sabadell, Sociedad Anónima, during the year commencing on 1 January 2021 and ending on 31 December of the same year.

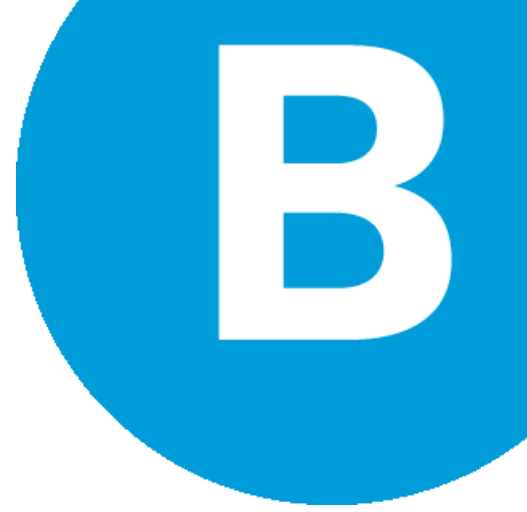
#### AGENDA ITEM TWO RESOLUTION

To approve the Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima, for the financial year 2021, 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.

#### AGENDA ITEM THREE RESOLUTION

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	159,603,522.30 Euros
To legal reserve	0.00 Euros
To Canary Islands investment reserve	0.00 Euros
To dividend distribution	168,808,941.03 Euros
Dividend payable as and from 01/04/2022	0.03 Euros per share

**AGENDA ITEM FOUR RESOLUTIONS****1.- First motion under Agenda Item Four.**

At the proposal of the Appointments and Corporate Governance Committee, ratify the appointment, by co-option approved by the Board of Directors, of Mr. Luis Deulofeu Fuguet, with tax ID no. 40952786K, with the status of Independent Director, and, in accordance with the provisions of article 50 of the Articles of Association, approve his appointment as a member of the Board of Directors for a term of four years from this date, with the status of Independent Director.

**2.- Second motion under Agenda Item Four.**

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 Mr Pedro Fontana García, with tax ID no. 37648959Y, 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 Four.**

At the proposal of the Appointments and Corporate Governance Committee, and in accordance with the provisions of article 50 of the Articles of Association, to re-elect Mr George Donald Johnston III, a British national, with NIE Y3531706R, as member of the Board of Directors for a period of four years, with the status of Independent Director.

**4.- Fourth motion under Agenda item Four.**

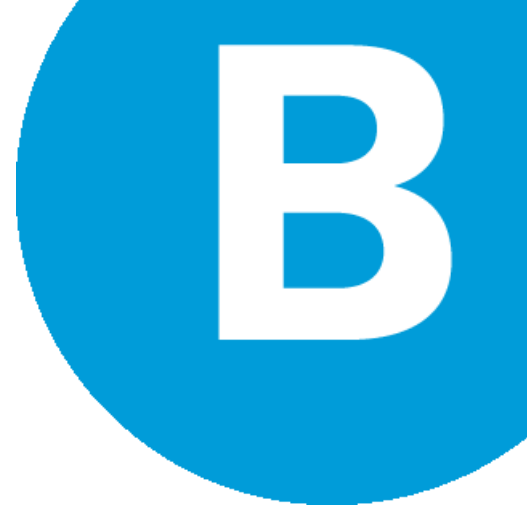
At the proposal of the Appointments and Corporate Governance Committee, and in accordance with the provisions of Article 50 of the Articles of Association, re-appoint Mr José Manuel Martínez Martínez, with tax ID no. 22394123N, as a member of the Board of Directors for a term of four years, with the status of Independent Director.

**5.- Fifth motion under Agenda item Four.**

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 Mr David Martínez Guzmán, a British national, NIE Y3452909W, as member of the Board of Directors for a period of four years, with the status of Proprietary Director.

**AGENDA ITEM FIVE RESOLUTION**

Revoking the delegation conferred in resolution four adopted by the General Meeting of Shareholders of 19 April 2018 in the amount no 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 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) drafting and publishing 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.

#### **AGENDA ITEM SIX RESOLUTION**

Revoking the delegation conferred in resolution five adopted by the General Meeting of Shareholders of 19 April 2018 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



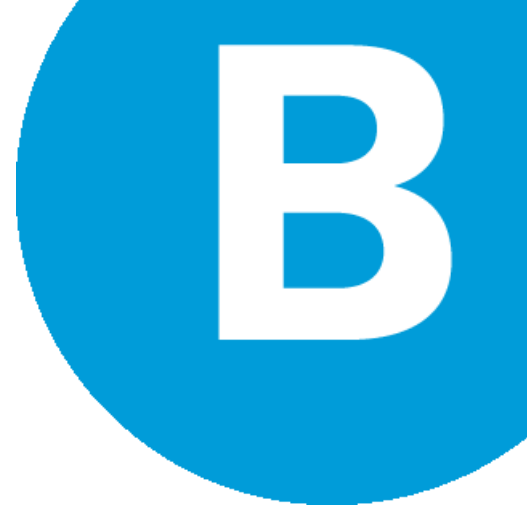
not apply to perpetual securities that may be convertible into shares computable as capital instruments in accordance with the solvency regulations applicable at any given time, the limit for which shall be that of the article 297 of the Capital Companies Law.

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.



#### **AGENDA ITEM SEVEN RESOLUTION**

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 131 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.

#### **AGENDA ITEM EIGHT RESOLUTION**

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, the Board of Directors considers it appropriate to submit, for approval by the General Meeting of Shareholders, the Director Remuneration Policy for the years 2021, 2022 and 2023, which develops and expands the information available in the current Director Remuneration Policy of Banco de Sabadell, Sociedad Anónima (Banco Sabadell, the Bank or the Entity), which was approved by the General Meeting of Shareholders on 26 March 2021.

Subsequent to the approval of the current Director Remuneration Policy, Law 5/2021 of 12 April was enacted, amending the revised text of the Capital Companies Law, approved by Royal Legislative Decree 1/2010 of 2 July, and other financial regulations, with respect to the promotion of long-term shareholder involvement in listed companies, which entered into force in general on 3 May 2021, without prejudice to certain special provisions for certain specific matters.

This regulation redrafted, inter alia, articles 529 *septdecies*, *octodecies* and *novodecies* (seventeenth, eighteenth and nineteenth) of the Capital Companies Law. In particular, certain amendments and additional contents to those previously provided for in this article were introduced in the latter, which establishes the requirements and mandatory content of the director remuneration policy. For its part, the First Transitional Provision of Law 5/2021 stipulated in its first section that the amendment to Article 529 *novodecies* (nineteenth) would enter into force six months after its publication in the Official State Gazette (i.e. on 13 October 2021) and that companies must submit the remuneration policy aligned with these amendments for approval at the first general meeting held after that date.



Although the current Director Remuneration Policy approved in March 2021 already took into account the Draft Bill that led to the aforementioned Law 5/2021, which was at that time at the end of its parliamentary processing, and substantially addresses all the requirements and content applicable to the remuneration policies of directors of listed companies as set out in the new article 529 *novodecies* (nineteenth) of the Capital Companies Law, the Board of Directors of Banco Sabadell approved at its meeting on 17 February 2022, following a favourable report from the Remuneration Committee, this proposal for an information supplement to the Director Remuneration Policy, in order to develop and extend the information available on three specific aspects introduced by the new regulation after its approval, which will improve the overall quality of its contents.

In particular, the proposed information supplement elaborates and expands on (i) the way in which the remuneration and employment conditions of the Bank's employees have been taken into account in setting the Director Remuneration Policy; (ii) how share-based remuneration contributes to the Bank's business strategy and the long-term interests and sustainability; and (iii) the decision-making process followed to determine, review and implement the Director Remuneration Policy.

The development and information supplement of these three specific aspects does not affect, nor does it alter the dispositive content of the current Director Remuneration Policy for financial years 2021, 2022 and 2023 approved by the General Meeting of Shareholders on 26 March 2021, and therefore it is not necessary to draw up a new Policy or to amend it.

On this basis, it is proposed:

To approve, in accordance with the provisions of article 529 *novodecies* (nineteenth) of the Capital Companies Law and the First Transitional Provision of Law 5/2021, the information supplement to the Banco Sabadell Director Remuneration Policy for financial years 2021, 2022 and 2023, the text of which has been made available to the shareholders on the occasion of the call to the General Meeting of Shareholders.

#### **AGENDA ITEM NINE RESOLUTION**

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.

#### **AGENDA ITEM TEN RESOLUTION**

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 2021 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.

Gonzalo Baretino Coloma  
Secretary General

Alicante, 24 March 2022