

**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 18:00 on 26 March 2020, 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 held at the same location and time on 25 March 2020. The Notice of Meeting and Proposed Resolutions which shall be presented in the Ordinary General Meeting of Shareholders for their approval, are duly attached.

María José García Beato
Secretary General

Alicante, 21 February 2020

BANCO DE SABADELL, SOCIEDAD ANONIMA

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 18:00 hours on 26 March 2020, at 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 for the same location and time, on 25 March 2020, with the following:

AGENDA

1. Examination and approval, where appropriate, of the Annual Accounts (Balance Sheet, Income Statement, Statement 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, which includes the Annual Report on Corporate Governance, and those of its Consolidated Group; grant discharge to the directors of Banco de Sabadell, Sociedad Anónima. All the foregoing with reference to the year ended 31 December 2019.
2. Approval of the Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima.
3. Examination and approval, if appropriate, of the proposal for the allocation of income and the distribution of a dividend of 0.04 euros per share out of income for the year ended 31 December 2019.
4. Appointment of Ms. Mireia Giné Torrens as an Independent Director at the proposal of the Appointments Committee.
5. Approval of the cap on variable remuneration for the members of the Group's Identified Staff.
6. Delegation of powers to formalise the foregoing resolutions.
7. Consultative vote on the Report on Directors' Remuneration for 2019.

Attendance and proxies

As provided by article 38 of the Articles of Association, shareholders with at least 1,000 shares are entitled to attend the Meeting. Those who fail to meet that

number may either pool their shares to meet this minimum requirement established in the Articles of Association or be represented by another shareholder with the same objective of attaining the required minimum.

Shareholders who wish to attend this Meeting must use the attendance/proxy card provided by the Board Secretary.

Shareholders may appoint a proxy by completing and signing the proxy section of the attendance/proxy card and handing it in at any Banco Sabadell group office or at the reception desk at the General Meeting of Shareholders. Additionally, shareholders who use Banco Sabadell group's distance banking services (BSOnline and BSMóvil) may register their proxy using that service, exclusively via the internet, using their personal login, as detailed on the attendance/proxy card.

Proxy forms which do not state the name of the designated representative are deemed to be granted to the Chairman of the Board of Directors. If there are no express instructions and the proxy is in a conflict of interest, representation is deemed to be granted to the Chairman of the Meeting or, if the latter is in a conflict of interest, to the person he/she designates. In the case of items 5 and 7 on the Agenda and of matters not set out on the Agenda, proxy forms that do not indicate the name of the designated representative or that are granted to directors and do not contain express instructions will be deemed to be granted to the Secretary of the General Meeting.

In any event, it is an essential pre-requisite that the shares be registered in the shareholder's name in the central registry of uncertificated securities kept by IBERCLEAR (*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, Sociedad Anónima Unipersonal*) five days prior to the scheduled date of the Meeting.

Right to information

Pursuant to the provisions of the Capital Companies Act, the Articles of Association and the Regulation of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, as from the date of this notice, all shareholders are entitled to examine the documents listed below at the registered offices 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. Annual Accounts (Balance Sheet, Income Statement, Statement 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 2019, and the corresponding auditors' report.
3. The Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima.
4. The Annual Report on Corporate Governance 2019 of Banco de Sabadell, Sociedad Anónima.
5. The current Articles of Association of Banco de Sabadell, Sociedad Anónima.
6. The current Regulation of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima.
7. The current Regulation 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. CV of the person whose appointment as director is being proposed to the General Meeting of Shareholders.
10. Report by the Appointments Committee in connection with its proposal to the Board of Directors of Banco de Sabadell, Sociedad Anónima to refer the appointment of Ms. Mireia Giné Torrens as Independent Director to the General Meeting of Shareholders.
11. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima on vetting competency, experience and merits in connection with the proposal by the Appointments Committee for the appointment of Ms. Mireia Giné Torrens as Independent Director to the General Meeting of Shareholders
12. 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 Group's Identified Staff, which includes the list of the aforementioned members of the Identified Staff of Banco de Sabadell, Sociedad Anónima.

13. Presentation of the Annual Report on Director Remuneration 2019.

14. Annual Report on Director Remuneration 2019.

As from the publication of this notice and until the Meeting is held, shareholders may access the following documents on the website of Banco de Sabadell, Sociedad Anónima (www.grupobancosabadell.com) in the section "Shareholder and investor information": 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 Regulation of the General Meeting of Shareholders, and the proxy rules.

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 in line with the terms and conditions set out in the Electronic Shareholders' Forum Regulation.

Until the fifth day prior to the Meeting, shareholders may request clarifications on items on the agenda and on the information submitted to the Spanish National Securities Commission since the last Meeting and on the auditor's report; shareholders representing at least three percent of capital may request the publication of a supplement to the notice of the General Meeting of Shareholders so as to add items to the agenda, and they may present reasoned proposals on items that are already on the agenda or that ought to be on the agenda, in the five days following the publication of this notice. 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 mobile app for the General Meeting of Shareholders to establish an additional channel for informing shareholders, which will include the material public information from the notice of meeting and the business transacted at the General Meeting. There will also be a sign-language interpreter for deaf people who attend the Meeting at Auditorio de la Diputación de Alicante in person.

Notarised Minutes

In accordance with Article 203 of the Capital Companies Act and Article 15.2 of the Regulation 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, that 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 at the General Meeting and that which is 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 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 lawful 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) or are made public at the General Meeting.

The business transacted at the General Meeting of Shareholders 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.grupobancsabadell.com) and in accredited mass media. Attendance at the General Meeting implies that the attendee accepts and consents expressly, unequivocally and conclusively to 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 lawful 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 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 potential 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, erasure, 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), by writing to the registered office of Banco de Sabadell, Sociedad Anónima, located in Alicante (03007), Óscar Esplá Avenue, number 37, or to the following e-mail address: ejercicioderechosprotecdatos@bancsabadell.com. Personal data subjects may submit any claim or request related to personal data protection to the Spanish Data Protection Agency (www.aepd.es) and may contact the Data Protection Officer of the Banco Sabadell group at the following e-mail address: DataProtectionOfficer@bancsabadell.com.

Where the attendance card/proxy form 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 lawful basis for this processing of third parties' data is the same as described above for shareholders.

Secretary of the Board of Directors
Miquel Roca i Junyent

Madrid, 20 February 2020

AGENDA ITEM ONE: MOTION

Approve the Annual Accounts –Balance Sheet, Income Statement, Statement 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, which includes the Annual Corporate Governance Report, and of its consolidated group, all corresponding to the financial year ended 31 December 2019; and grant discharge to the directors of Banco de Sabadell, Sociedad Anónima, for the financial year that commenced on 1 January 2019 and ended on 31 December 2019.

AGENDA ITEM TWO: MOTION

Approve the Non-Financial Disclosures Report of Banco de Sabadell, Sociedad Anónima, for the year 2019, which was drawn up by the Board of Directors in accordance with the Commercial Code and the consolidated text of the Capital Companies Act approved by Royal Legislative Decree 1/2010, of 2 July, as amended by Act 11/2018, of 28 December, on non-financial disclosures and diversity, and, in particular, with the content and structure established in article 49 of the Commercial Code.

AGENDA ITEM THREE: MOTION

Approve the proposal for the allocation of income and the distribution of a dividend that was approved by the Board of Directors on 30 January 2020, consisting of distributing income as follows:

To voluntary reserves	828,736,362.51 euros
To legal reserve	0.00 euros
To reserves for investment in the Canary Islands	1,174,291.87 euros
To dividends	223,355,911.64 euros
Interim dividend paid on 24 December 2019	0.02 euros per share
Supplementary dividend payable from 3 April 2020	0.02 euros per share

AGENDA ITEM FOUR: MOTION

Based on a proposal by the Appointments Committee and in accordance with the provisions of article 50 of the Articles of Association, appoint Ms. Mireia Giné Torrens, with ID no. 38.130.578-M, as a member of the Board of Directors for a term of four years, in the category of Independent Director. This appointment is being made to fill a vacancy in the Board of Directors.

AGENDA ITEM FIVE: MOTION

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 one of them, in accordance with the provisions of article 34.1.g) of Act 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions, and authorise the Board of Directors to designate such other persons as members of the Group's Identified Staff as may be required by the regulations or the regulators 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 of material risk takers to which the aforementioned maximum limit on variable remuneration applies, having regard to their profiles and responsibilities and the need to retain the professionals whose work has a material impact on the Institution's risk, as set out in the list made available to shareholders at the time notice was given of the General Meeting of Shareholders.

AGENDA ITEM SIX: MOTION

Expressly authorise the Chairman of the Board of Directors of Banco de Sabadell, Sociedad Anónima, Mr. José Oliu Creus, the Director Secretary General of Banco de Sabadell, Sociedad Anónima, Ms. María José García Beato, and the Secretary of the Board of Banco de Sabadell, Sociedad Anónima, Mr. Miquel Roca i Junyent, or the persons who replace them in their respective posts of Chairman, Director Secretary General and Secretary, so that any of them, without distinction, may, on behalf of Banco de Sabadell, Sociedad Anónima:

- a) Take such steps as may be necessary to obtain the necessary authorisations or registrations with the European Central Bank, the Bank of Spain, the Ministry of Economy and Business 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 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 corresponding 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.

AGENDA ITEM SEVEN: MOTION

The Board of Directors has drawn up and published the Annual Report on Director Remuneration with the content and structure in accordance with Order ECC/461/2013, of 20 March, and in the terms set out in the Spanish Capital Companies Act and Circular 4/2013, of 12 June, as amended by Circular 2/2018, of 12 June, of the Spanish National Securities Market Commission (CNMV). Additionally, a Presentation of the Annual Report on Director Remuneration was drawn up to accompany that report in order to detail the main issues set out in the report and the Policy that is applicable.

The Annual Report on Director Remuneration 2019, as provided in article 541 of the Capital Companies Act, is submitted to the General Meeting of Shareholders for a consultative vote based on a proposal by the Board of Directors.