

**NATIONAL SECURITIES MARKET COMMISSION**

Pursuant to Article 227 of 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) informs the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) of the following

**OTHER RELEVANT INFORMATION**

Following the communication of the Other Relevant Information dated on 7 February 2025 (official record number 32468), Banco Sabadell hereby submits the notice of the meeting as well as the resolutions to be tabled for approval at the Ordinary General Meeting of Shareholders to be held at 17:00 hours on 20 March 2025, at the Fira de Sabadell, at Calle Tres Creus, no. 202, entrance via Plaza de la Sardana, in the city of Sabadell, at second call, as it is foreseeable that it may not be held at first call, which is also scheduled at the same location and time on 19 March 2025.

Gonzalo Baretino Coloma  
Secretary General

Sabadell, 11 February 2025



## ORDINARY GENERAL MEETING OF SHAREHOLDERS

20 March 2025

**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 17:00 on 20 March 2025, at Fira de Sabadell, at Calle Tres Creus no. 202, entrance via Plaza de la Sardana, in the city of Sabadell, at second call, since it will foreseeably not be quorate at the first call, which is also hereby scheduled at the same location at 17.00 on 19 March 2025.

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 separate and consolidated financial statements (Balance Sheets, Profit and Loss Accounts, Statements of Recognized Revenues and Expenses, Statements of Changes in Net Equity, Cash Flow Statements, and Notes to the Financial Statements) as well as the Directors' Report of Banco de Sabadell, Sociedad Anónima, and 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 2024.
2. Examination and approval, if appropriate, of the Consolidated Non-Financial Information and Sustainability Information Statement of Banco de Sabadell, Sociedad Anónima and subsidiaries for the year ended 31 December 2024.
3. Examination and approval, if appropriate, of the proposal for allocation of the results and distribution of the supplementary dividend of 0.1244 euros per share in respect of the financial year ended 31 December 2024.
4. Examination and approval, if appropriate, of the new shareholder remuneration policy of Banco de Sabadell, Sociedad Anónima.
5. Reactivation of the share repurchase programme approved by the Board of Directors in accordance with item four of the General Meeting of Shareholders on 10 April 2024, currently suspended, with the consequent reduction of share capital by the par value of such own shares acquired for cancellation, for a

maximum effective amount of 247 million euro and, in any event, within the limit of at most 10% of share capital, and revocation, in the part not executed by the Board of Directors, of the capital reduction approved by the General Meeting of Shareholders on 10 April 2024 under item four on the agenda.

6. Establishment of a share repurchase programme, with the consequent reduction of share capital by the par value of own shares that are acquired for cancellation, for a maximum effective amount of €755 million and, in any event, within the maximum limit of 10% of share capital.
7. Examination and approval, if appropriate, of the amendment of Articles 50 and 59 of the Articles of Association of Banco de Sabadell, Sociedad Anónima, in connection with the Board of Directors.
8. Take cognisance of the amendments to the Regulations of the Board of Directors to adapt their wording to the proposed wording of the Articles of Association: amendments to the current articles 7, 24 and 29 of the Regulations of the Board of Directors.
9. Appointment of Directors.
  - 9.1 Re-appointment of Mr. César González-Bueno Mayer Wittgenstein as an Executive Director, at the proposal of the Board of Directors.
  - 9.2 Re-appointment of Mr. Manuel Valls Morató as an Independent Director, at the proposal of the Appointments and Corporate Governance Committee.
  - 9.3 Appointment of Ms. María Gloria Hernández García as an Independent Director, at the proposal of the Appointments and Corporate Governance Committee.
  - 9.4 Appointment of Ms. Margarita Salvans Puigbò as an Independent Director, at the proposal of the Appointments and Corporate Governance Committee.
10. Approval of the cap on variable remuneration for the members of the Group's Identified Staff.
11. Re-appointment, in accordance with the provisions of article 264 of the Capital Companies Act, of the firm KPMG Auditores, Sociedad Limitada, as auditors of the financial statements of Banco de Sabadell, Sociedad Anónima and of the consolidated financial statements of its group for 2025.
12. Delegation of powers to formalise the foregoing resolutions.

13. Consultative vote on the Annual Report on Directors' Remuneration for 2024.

### 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: Junta General de Accionistas, Apartado FD nº 18, 08202 Sabadell.

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 item 13 on the Agenda, and for Directors affected by the proposals under items 9 and 10 on the Agenda and any proposals not on the Agenda relating to the separation or the implementation of corporate liability

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action. The same shall apply in the event that all the directors are found to be conflicted in connection with agenda items 4, 5 and 6.

In the case of Agenda item 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 9 and 10 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 "Shareholders' General 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 2025 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 General Meeting of Shareholders 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.

Additional information about the venue for the General Meeting of Shareholders may be found on the corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) in the section entitled "Shareholders' General Meeting".

### 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 "Shareholders' General Meeting" 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 2025 General Meeting of Shareholders between 08:00 (CET) on 26 February 2025 and 17:30 (CET) on 18 March 2025.

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 2025 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 2025 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 2025 General Meeting of Shareholders through the corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) between 15:00 and 16:30 (CET) on 19 March 2025, the day of the General Meeting at first call, or between 15:00 and 16:30 (CET) on 20 March 2025, 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 2025 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, where appropriate and as provided by law, by a shareholder or his/her its proxy attending the General Meeting online who wishes to participate 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 2025 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 for online attendance. 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 Act, the Articles of Association and the Regulations of the General Meeting of Shareholders of Banco de Sabadell, Sociedad Anónima, and of article 28.4(d) of Royal Decree 1066/2007, of 27 July, on the rules governing public takeover bids for securities, as and from the date of

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publication of this notice of the General Meeting of Shareholders, all shareholders are entitled to examine the documents listed below at the registered office in Sabadell, Plaça de Sant Roc, no. 20, 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 separate and consolidated Financial Statements (Balance Sheets, Profit and Loss Accounts, Statements of Recognized Revenues and Expenses, Statements of Changes in Net Equity, Cash Flow Statements, and Notes to the Financial Statements) as well as the Directors' Report, of Banco de Sabadell, Sociedad Anónima, and of its Consolidated Group for the year ended 31 December 2024, and the corresponding auditors' report.
3. Consolidated Non-Financial Information Statement and Sustainability Information of Banco de Sabadell, Sociedad Anónima, and subsidiaries for the year ended 31 December 2024.
4. The Annual Report on Corporate Governance 2024 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 as of they carry out their duties.
9. CVs of the persons whose re-appointment or 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, in support of the motion to amend the shareholder remuneration policy.
11. New shareholder remuneration policy of Banco de Sabadell, Sociedad Anónima.
12. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, regarding the proposal to reactivate the share repurchase programme approved by the Board of Directors in accordance with item four of the General Meeting of Shareholders on 10 April 2024, currently suspended, with the consequent

reduction in share capital by the par value of such own shares acquired for cancellation, for a maximum effective amount of 247 million euro and, in any event, within the limit of at most 10% of share capital.

13. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, regarding the motion to establish a share repurchase programme and reduction of share capital by the par value of own shares that are acquired for cancellation, for a maximum effective amount of €755 million and, in any event, within the maximum limit of 10% of share capital.
14. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in support of the motion to amend the Articles of Association, including the full text of the amendments.
15. Report by the Board of Directors of Banco de Sabadell, Sociedad Anónima, in connection with the amendment of the Regulations of the Board of Directors, including the full text of the amendments.
16. Report by the Appointments and Corporate Governance Committee in advance of the proposal by the Board of Directors to the General Meeting of Shareholders to re-appoint Mr. César González-Bueno Mayer Wittgenstein as an Executive Director.
17. Report by the Board of Directors in support of its proposal to the General Meeting of Shareholders for the re-appointment of Mr. César González-Bueno Mayer Wittgenstein as an Executive Director.
18. Report by the Appointments and Corporate Governance Committee in connection with its proposal to the Board of Directors to refer the re-appointment of Mr. Manuel Valls Morató as an Independent Director to the General Meeting of Shareholders.
19. Supporting report by the Board of Directors, assessing competence, experience and merits, in relation to the proposal by the Appointments and Corporate Governance Committee for the re-appointment of Mr. Manuel Valls Morató as an Independent Director.
20. Report by the Appointments and Corporate Governance Committee in connection with its proposal to the Board of Directors to refer the appointment of Ms. María Gloria Hernández García as an Independent Director to the General Meeting of Shareholders.
21. Supporting report by the Board of Directors, assessing competence, experience and merits, in relation to the proposal by the Appointments and Corporate

- Governance Committee for the appointment of Ms. María Gloria Hernández García as an Independent Director.
22. Report by the Appointments and Corporate Governance Committee in connection with its proposal to the Board of Directors to refer the appointment of Ms. Margarita Salvans Puigbò as an Independent Director to the General Meeting of Shareholders.
23. Supporting report by the Board of Directors, assessing competence, experience and merits, in relation to the proposal by the Appointments and Corporate Governance Committee for the appointment of Ms. Margarita Salvans Puigbò as an Independent Director.
24. 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.
25. Annual Report on Director Remuneration 2024.
26. The reports on the activities and performance of the Strategy and Sustainability Committee, the Credit Delegated Committee, the Appointments and Corporate Governance Committee, the Remuneration Committee, the Risk Committee and the Audit and Control Committee, the report by the Audit and Control Committee on the auditors' independence, and the report by the Audit and Control Committee on related-party transactions.

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 on 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 Sabadell, Plaça de Sant Roc, no. 20, 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 Fira de Sabadell 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.grupobancsabadell.com](http://www.grupobancsabadell.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 Sabadell (08201), Plaça de Sant Roc, no. 20, or to the following e-mail address: [ejercicioderechosprotecdatos@bancsabadell.com](mailto: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](http://www.aepd.es)) and may contact the Data Protection Officer of the Banco Sabadell group at the following e-mail address: [DataProtectionOfficer@bancsabadell.com](mailto:DataProtectionOfficer@bancsabadell.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

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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

Sabadell, 6 February 2025





## ORDINARY GENERAL MEETING OF SHAREHOLDERS

20 March 2025

**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 separate and consolidated financial statements (Balance Sheets, Profit and Loss Accounts, Statements of Recognized Revenues and Expenses, Statements of Changes in Net Equity, Cash Flow Statements, and Notes to the Financial Statements) as well as the Directors' Report of Banco de Sabadell, Sociedad Anónima, and of its Consolidated Group, all for the year ended 31 December 2024; approve the corporate management and the actions carried out by the directors of Banco de Sabadell, Sociedad Anónima in the annual period that commenced on 1 January 2024 and concluded on 31 December of that same year.

**MOTION WITH REGARD TO AGENDA ITEM TWO.**

Approve the Consolidated Non-Financial Information Statement and Sustainability Information of Banco de Sabadell, Sociedad Anónima and subsidiaries for 2024, which was authorised by the Board of Directors in accordance with the Commercial Code and the consolidated text of the Capital Companies Act enacted by Legislative Royal Decree 1/2010, of 2 July.

**MOTION WITH REGARD TO AGENDA ITEM THREE.**

Approve the Board of Directors's proposal for allocation of the results and dividend distribution, consisting of distributing profit as follows:

Voluntary reserve	€409,803,148.85
Legal reserve	€0
Reserve for investments in the Canary Islands	€145,004.37
Dividends	€1,095,866,785.33
Paid on account on 1.10.2024	€0.08 per share
Supplementary dividend payable from 28.03.2025	€0.1244 per share

**MOTION WITH REGARD TO AGENDA ITEM FOUR.**

Approve the new shareholder remuneration policy proposed by the Board of Directors to be applied by the Board with effect from its approval by the General Meeting of Shareholders and during the period contemplated in Article 28.1 of Royal Decree 1066/2007, of July 27, regulating public takeover bids. Once such period has ended, the Board of Directors of Banco Sabadell may modify the Shareholder Remuneration Policy, in accordance with the Capital Companies Act, with no need for approval by the General Meeting of Shareholders.

**MOTIONS WITH REGARD TO AGENDA ITEM FIVE.**

Approve the reactivation of the share repurchase programme originally for an effective amount of up to €340 million (THREE HUNDRED AND FORTY MILLION EURO), which was approved by the Board of Directors of Banco de Sabadell, Sociedad Anónima at a meeting on 24 April 2024, implementing the resolution to reduce the share capital adopted by the General Meeting of Shareholders on 10 April 2024 under agenda item four, and which was temporarily suspended at the request of the National Securities Market Commission (CNMV) on the occasion of the publication of the advance announcement of the voluntary public tender offer made by Banco Bilbao Vizcaya Argentaria, S.A. for all of the shares representing the share capital of Banco de Sabadell, Sociedad Anónima (the "**Offer**"). Consequently, since, up to the time the share repurchase programme was suspended, own shares amounting to €92,864,152.55 had been purchased, and regulatory authorisation from the competent authority having been obtained, it is resolved to approve a programme to repurchase own shares for an effective amount of up to €247 million (TWO HUNDRED AND FORTY-SEVEN MILLION EURO) (the "**Repurchase Programme**"), which is approximately the amount of the repurchase programme that had not been executed at the time it was suspended, under the following terms and conditions:

- a) Applicable regulations: Article 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and Commission Delegated Regulation (EU) No. 2016/1052 of 8 March 2016 (the "**Delegated Regulation**").
- b) Purpose: to reduce the share capital by cancelling own shares acquired in execution of the capital reduction approved in this resolution, contributing to remunerating the shareholders of Banco de Sabadell, Sociedad Anónima by means of the increase in earnings per share that is inherent to the reduction in the number of shares.
- c) Maximum monetary amount: €247 million.
- d) Maximum number of shares: the maximum number of shares to be acquired will depend on the average price at which the purchases are made, but may not exceed 538,769,008 shares or such lesser number of shares as, added to the remaining treasury stock at any given time, represents 10% of share capital.
- e) Maximum price per share: shares may not be acquired at a price exceeding the higher of the following: (a) the price of the last independent transaction, or (b) the highest independent bid at that time in the trading venue where the purchase is made.
- f) Volume: purchases on any given trading day may not exceed 25% of the average daily volume of the shares at the trading venue where the purchase is made. The daily volume for these purposes will be the average daily trading volume in the twenty (20) business days prior to the date of each purchase.
- g) Commencement of the Repurchase Programme: the Repurchase Programme will commence on 31 March 2025.
- h) Conclusion of the Share Repurchase Programme: the Repurchase Programme will end no later than 31 December 2025 and, in any case, once the maximum monetary

amount is reached or the maximum number of shares that it targets has been acquired.

Nevertheless, the Board of Directors may (i) interrupt or terminate the execution of the Repurchase Programme early if circumstances so advise or require, and (ii) extend the term of the Repurchase Programme before it has expired in the event that neither the maximum monetary amount nor the maximum number of shares to be acquired have been attained.

- i) Method of execution: The Repurchase Programme will be executed externally by one or more credit institutions or investment firms, in the understanding that in any given session only the one designated beforehand in accordance with the criteria established for this purpose may trade.

Additionally, revoking motion four adopted by the General Meeting of Shareholders on 10 April 2024 to the extent that it has not been executed, as provided therein, approve the reduction of 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 repurchase programme whose reactivation is approved in this resolution, for a maximum effective amount of €247 million (TWO HUNDRED AND FORTY-SEVEN MILLION EURO), all within the maximum limit of 10% of the share capital on the date of presentation of this motion (i.e., up to a maximum nominal amount of SIXTY-SEVEN MILLION THREE HUNDRED AND FORTY-SIX THOUSAND ONE HUNDRED AND TWENTY-SIX EURO AND TWENTY FIVE CENT (€67,346,126,025), corresponding to FIVE HUNDRED AND THIRTY-EIGHT MILLION SEVEN HUNDRED AND SIXTY-NINE THOUSAND EIGHT (538,769,008) shares with a par value of 0.125 EURO (€0.125) each, in accordance with the regulatory authorisation obtained previously, by cancelling the own shares that have been acquired within the framework of the Repurchase Programme under the authorisation granted by the resolution approved under agenda item six of the General Meeting of Shareholders on 10 April 2024, or any other resolution of the General Meeting of Shareholders regarding the acquisition of own shares for the purpose of cancellation, in accordance with the provisions of the applicable laws and regulations. The term of execution of this capital reduction will be until the date of the next Ordinary General Meeting of Shareholders, without prejudice to the term of regulatory authorisations, at which point the part not executed shall be rendered null and void. Within the period of validity of the resolution, 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 under the Repurchase Programme 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 capital reduction does not entail a refund of contributions to the shareholders since, at the time the capital reduction is executed, the shares to be cancelled will be

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 Act. If that reserve is recognised, the company's creditors will not be entitled to object under Article 334 of the Capital Companies Act.

For the purposes of the provisions of Article 411 of the Capital Companies Act 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 balance of the legal reserve account in excess of 20% of the share capital resulting from the execution of the capital reduction shall be reclassified to the voluntary reserves account once that capital reduction is completed.

The Board of Directors is expressly empowered, as broadly as legally possible, with the 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 and implement the Repurchase Programme approved in this resolution, including in particular, but not limited to, the following:

- a) to set the terms and conditions of the Repurchase Programme in all aspects that are not specified or that do not clash with the provisions of this resolution;
- b) to publicise the terms of the Repurchase Programme prior to its commencement, as well as the transactions carried out under it, and its conclusion, all in accordance with the applicable regulations;
- c) to make such announcements and disclosures of inside information or other relevant information as may be legally necessary or advisable, as well as to carry out any actions, declarations, formalities or communications and adopt any measures that may be necessary or advisable for the execution and formalisation of the repurchase programme before the National Securities Market Commission, the Spanish Stock Exchanges or any public or private entity or authority, whether Spanish or foreign, including any act to remedy, clarify, complete or correct any defect or omission that prevents or hampers the execution of the foregoing resolutions;
- d) to draft, sign or register any additional or supplementary documentation or information required by the National Securities Market Commission, the Spanish Stock Exchanges or any other Spanish or foreign authority;
- e) to select the external entity or entities to manage the Repurchase Programme and to negotiate, agree and sign any public or private documents and contracts that

may be necessary or advisable for the execution and the completion of the Repurchase Programme; and

- f) in general, to perform any act and execute any public or private document that may be necessary or advisable in order to successfully complete the execution of the Repurchase Programme, including appearing and performing any formal act or proceeding before any regulatory authority, public or administrative registry, authority or administrative institution, whether domestic or foreign, that may be necessary to achieve the most complete execution and effectiveness of the repurchase programme.

The Board of Directors is also 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:

- a) 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;
- b) to 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, emerging circumstances, the situation of the market or the company or an event of social or economic importance prevents execution, including but not limited to a significant change in the share price of Banco de Sabadell, S.A., the regulatory framework applicable to the Bank or the capital requirements applying to it, the Board of Directors may elect not to execute the resolution in the company's best interests; 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 the 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:

- a) to request and obtain from the competent authorities such authorisations, consents or permits as may be necessary for the full execution of the capital reduction;
- b) to declare 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 Act, and assign to voluntary reserves any amount by which the legal reserve exceeds 20% of the share capital as a result of the capital reduction;

- c) to take any actions, declarations or steps that may be necessary or advisable in relation to publicising 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 National Securities Market Commission (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, the competent authorities and governing bodies of the markets on which the shares of Banco de Sabadell, Sociedad Anónima are listed;
- d) to 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;
- e) to 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;
- f) to take such steps as may be necessary or advisable and file such documents as may be necessary with the competent bodies so that, once the 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 Commercial 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 own shares are effectively cancelled; and
- g) to 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.

This resolution is submitted for the approval of the General Meeting of Shareholders in accordance with the provisions of articles 285 of the consolidated text of the Capital Companies Act enacted by Royal Legislative Decree 1/2010, of July 2, and articles 28.1.b) and d) of Royal Decree 1066/2007, of 27 July, on the rules governing takeover bids for securities, in compliance with the current Shareholder Remuneration Policy of Banco de Sabadell Sociedad Anónima, but it is not intended to take any action aimed at preventing the success of the Offer in the sense provided for in article 28 of Royal Decree 1066/2007, of 27 July, on the rules governing public takeover bids for securities.

**MOTION WITH REGARD TO AGENDA ITEM SIX.**

To approve the establishment of a share repurchase programme for an effective amount of up to €755 million (SEVEN HUNDRED AND FIFTY-FIVE MILLION EURO) (the "**Repurchase Programme**"), under the following terms and conditions:

- a) Applicable regulations: Article 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and Commission Delegated Regulation (EU) No. 2016/1052 of 8 March 2016 (the "**Delegated Regulation**").
- b) Purpose: to reduce the share capital by cancelling own shares acquired in execution of the capital reduction approved in this resolution, contributing to remunerating the shareholders of Banco de Sabadell, Sociedad Anónima by means of the increase in earnings per share that is inherent to the reduction in the number of shares.
- c) Maximum monetary amount: €755 million.
- d) Maximum number of shares: the maximum number of shares to be acquired will depend on the average price at which the purchases are made, but may not exceed 538,769,008 shares or such lesser number of shares as, added to the remaining treasury stock at any given time, represents 10% of share capital.
- e) Maximum price per share: shares may not be acquired at a price exceeding the higher of the following: (a) the price of the last independent transaction, or (b) the highest independent bid at that time in the trading venue where the purchase is made.
- f) Volume: purchases on any given trading day may not exceed 25% of the average daily volume of the shares at the trading venue where the purchase is made. The daily volume for these purposes will be the average daily trading volume in the twenty (20) business days prior to the date of each purchase.
- g) Commencement of the Repurchase Programme: the Repurchase Programme will commence on the business day following the day on which notice is given of the conclusion of the share repurchase programme to which the motion under agenda item five refers.
- h) Conclusion of the Share Repurchase Programme: the Repurchase Programme will end no later than 31 December 2025 and, in any case, once the maximum monetary amount is reached or the maximum number of shares that it targets has been acquired.  
  
Nevertheless, the Board of Directors may (i) interrupt or terminate the execution of the Repurchase Programme early if circumstances so advise or require, and (ii) extend the term of the Repurchase Programme before it has expired in the event that neither the maximum monetary amount nor the maximum number of shares to be acquired have been attained.
- i) Method of execution: The Repurchase Programme will be executed externally by one or more credit institutions or investment firms, in the understanding that in any given session only the one designated beforehand in accordance with the criteria established for this purpose may trade.



Also, 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 aforementioned Repurchase Programme whose execution is approved by this resolution, for at most €755 million (SEVEN HUNDRED AND FIFTY-FIVE MILLION EURO), all within the maximum limit of 10% of the share capital resulting after completion of the capital reduction submitted for approval under agenda item five, in accordance with the regulatory authorisation obtained beforehand, by means of the cancellation of own shares acquired under the authorisation conferred by approval of the motion submitted under agenda item six to the General Meeting of Shareholders on 10 April 2024, 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.

The term of execution of this capital reduction will be until the date of the next Ordinary General Meeting of Shareholders, without prejudice to the term of regulatory authorisations, at which point the part not executed shall be rendered null and void. Within the period of validity of the resolution, 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 under the Repurchase Programme 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 capital reduction does not entail a refund of contributions to the shareholders since, at the time the capital reduction is executed, the shares to be cancelled will be 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 balance of the legal reserve account in excess of 20% of the share capital resulting from the execution of the capital reduction shall be reclassified to the voluntary reserves account once that capital reduction is completed.

The Board of Directors is expressly empowered, as broadly as legally possible, with the 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 and implement the Repurchase Programme approved in this resolution, including in particular, but not limited to, the following:

- a) to set the terms and conditions of the Repurchase Programme in all aspects that are not specified or that do not clash with the provisions of this resolution;
- b) to publicise the terms of the Repurchase Programme prior to its commencement, as well as the transactions carried out under it, and its conclusion, all in accordance with the applicable regulations;
- c) to make such announcements and disclosures of inside information or other relevant information as may be legally necessary or advisable, as well as to carry out any actions, declarations, formalities or communications and adopt any measures that may be necessary or advisable for the execution and formalisation of the repurchase programme before the National Securities Market Commission, the Spanish Stock Exchanges or any public or private entity or authority, whether Spanish or foreign, including any act to remedy, clarify, complete or correct any defect or omission that prevents or hampers the execution of the foregoing resolutions;
- d) to draft, sign or register any additional or supplementary documentation or information required by the National Securities Market Commission, the Spanish Stock Exchanges or any other Spanish or foreign authority;
- e) to select the external entity or entities to manage the Repurchase Programme and to negotiate, agree and sign any public or private documents and contracts that may be necessary or advisable for the execution and the completion of the Repurchase Programme; and
- f) in general, to perform any act and execute any public or private document that may be necessary or advisable in order to successfully complete the execution of the Repurchase Programme, including appearing and performing any formal act or proceeding before any regulatory authority, public or administrative registry, authority or administrative institution, whether domestic or foreign, that may be necessary to achieve the most complete execution and effectiveness of the repurchase programme.

The Board of Directors is also 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:

- a) 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;
- b) to 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, emerging circumstances, the situation of the market or the company or an event of social or economic importance prevents execution, including but not limited to a significant change in the share price of Banco de Sabadell, S.A., the regulatory framework applicable to the Bank or the capital requirements applying to it, the Board of Directors may elect not to execute the resolution in the company's best interests; 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 the 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:

- a) to request and obtain from the competent authorities such authorisations, consents or permits as may be necessary for the full execution of the capital reduction;
- b) to declare 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, and assign to voluntary reserves any amount by which the legal reserve exceeds 20% of the share capital as a result of the capital reduction;
- c) to take any actions, declarations or steps that may be necessary or advisable in relation to publicising 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 National Securities Market Commission (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, the competent authorities and governing bodies of the markets on which the shares of Banco de Sabadell, Sociedad Anónima are listed;
- d) to 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;

- e) to 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;
- f) to take such steps as may be necessary or advisable and file such documents as may be necessary with the competent bodies so that, once the 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 Commercial 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 own shares are effectively cancelled; and
- g) to 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.

This resolution is submitted for the approval of the General Meeting of Shareholders in accordance with the provisions of articles 285 of the consolidated text of the Capital Companies Law enacted by Royal Legislative Decree 1/2010, of July 2, and articles 28.1.b) and d) of Royal Decree 1066/2007, of 27 July, on the rules governing takeover bids for securities, in compliance with the current Shareholder Remuneration Policy of Banco de Sabadell Sociedad Anónima, but it is not intended to take any action aimed at preventing the success of the Offer in the sense provided for in article 28 of Royal Decree 1066/2007, of 27 July, on the rules governing public takeover bids for securities.

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

Amend Articles 50 and 59 of the Articles of Association relating to the Board of Directors, subject to obtaining any necessary legal or regulatory authorisations, and subject to the issuance of the mandatory report by the Board of Directors.

The amendment seeks to include the prohibition on independent directors from holding a directorship or an executive position in Spanish or European Union credit institutions, insurance or reinsurance companies, or its parent companies, or similar entities in other geographies in which Banco Sabadell or its consolidated Group operate.

The amendment is also intended to incorporate a reference to the prohibitions, causes of incompatibility and limitations provided by law, the Articles of Association and the Regulations of the Board of Directors in connection with the office of director within the cases in which it is not possible to be a member of the Board of Directors, as well as to include the obligation that the members of the Board incurring in any of the above circumstances, prohibitions, cases of incompatibility, limitation or other

cases must resign (without prejudice to the possibility that they may be removed immediately at the request of any shareholder and by resolution of the General Meeting of Shareholders).

The aforementioned articles are to be amended to read as follows:

*“Article 50. The Board of Directors shall consist of a maximum of 15 and a minimum of 11 members, appointed by the General Meeting for a term of four years, with the possibility of re-appointment for periods of the same duration, who shall not be required to provide guarantees and who shall faithfully perform their duties and represent the Company in a diligent and businesslike way in good faith and in the company's best interests and shall keep confidential any data, reports or information of a confidential nature of which they become aware or to which they gain access in the course of discharging their duties, even after they have ceased to hold office.*

*Directors must avoid situations of conflict of interest in the terms defined in the Capital Companies Act, including those where the beneficiary of the prohibited acts or activities is a related party of the director.*

*Independent directors may not hold a directorship or an executive position in Spanish or European Union credit institutions, or insurance or reinsurance companies, or its parent companies, or similar entities in other geographies in which Banco Sabadell or its consolidated Group operate.*

*Any vacancies arising on the Board of Directors shall be filled by the General Meeting unless the Board decides, in the interests of the Company, to act in accordance with the Capital Companies Act.*

*Shareholders acting collectively in the manner and in accordance with the requirements of article 243 of the Spanish Capital Companies Act shall be entitled to appoint the corresponding number of Directors.*

*A director may be removed at any time by a resolution of the General Meeting.*

*The position of director is compatible with any other office or executive role in the Company and with the remuneration which, based on a proposal from the Remuneration Committee and a resolution by the Board of Directors, is deemed appropriate on the basis of his/her performance of such other functions within the Company, in accordance with the Director Remuneration Policy approved by the General Meeting.*

*Additionally, under the heading of long-term remuneration, subject to prior approval by the General Meeting, directors who perform executive functions may also participate in incentive plans approved for executives of the Bank consisting of payment in the form of shares, stock options or remuneration linked to the share price.*

**Article 59.** *The following may not hold office as members of the Board of Directors:*

- a) *Minors.*
- b) *Persons disqualified by law, undischarged bankrupts or insolvents, those under convictions involving disqualification from holding public office, and those convicted of serious breaches of the law or Company regulations, or who are prevented from engaging in trade by reason of their office.*
- c) *Government officials whose duties are related to, or have a bearing on, the business of the Bank.*
- d) *Those in default with respect to any past-due obligation to the Bank.*
- e) *Persons in any of the situations of prohibition, incompatibility or limitation on the office as provided by law, these Articles of Association or the Regulations of the Board of Directors.*

*Directors incurring in any of the above circumstances, prohibitions, cases of incompatibility, limitation or other causes of removal established by law, the articles or the regulations must step down, without prejudice to the possibility of their being removed immediately at the request of any shareholder and by a resolution of the General Meeting of Shareholders."*

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

The General Meeting of Shareholders takes cognizance that the Board of Directors of Banco de Sabadell, Sociedad Anónima (hereinafter, Banco Sabadell, the Bank or the Entity), at a meeting on 6 February 2025, resolved, subject to the approval of the pertinent amendments to the Articles of Association, to amend Articles 7, 24 and 29 of the Regulations of the Board of Directors, to adapt their wording to the amended wording of the Articles of Association submitted to the General Meeting of Shareholders under agenda item seven.

The purpose of the amendment is to include in the regulation governing the composition of the Board of Directors that the Board of Directors must strive to ensure that the persons proposed as directors meet all the requirements to hold that position and are not in a situation of incompatibility or prohibition from holding such a position by the Articles of Association or current law, or the provisions of the Regulations of the Board of Directors. In addition, its wording is adapted to that of the Articles of Association, eliminating the requirement that a candidate for Honorary Directorship must have stepped down for reasons of age, since the age limit for holding the position of director has been removed. The amendment also adds the provision that directors will be removed if they meet any of the conditions of incompatibility or prohibition envisaged in the law or the Articles of Association, or in the regulation itself.

The amendment seeks to include the prohibition on independent directors from holding a directorship or an executive position in Spanish or European Union credit institutions, or insurance or reinsurance companies, or its parent companies, or similar entities in other geographies in which Banco Sabadell or its consolidated Group operate. The obligation is established for Directors to notify the Appointments and Corporate Governance Committee before accepting any directorship in another company or institution, in addition to an executive position.

The aforementioned articles are to be amended to read as follows:

**“ CHAPTER III.COMPOSITION OF THE BOARD OF DIRECTORS**

**ARTICLE 7.COMPOSITION**

1. *The Board of Directors shall be comprised of the number of board members determined by the Shareholders' Meeting within the limits established by the Articles of Association.*
2. *The Board shall propose, to the Shareholders' Meeting, the number of members that, in accordance with the changing circumstances of the Company, is most suitable for ensuring proper representativeness and the efficient operation of the Board.*
3. *When exercising its powers to make proposals to the Shareholders' Meeting and to co-opt persons to fill vacancies, the Board of Directors shall strive to ensure compliance with the provisions of the Articles of Association, particularly:*
  - a. *That the persons proposed as directors meet all the requirements necessary to hold that position and are not in a situation of incompatibility or prohibited from holding such a position by the Articles of Association, this Regulation and current law.*
  - b. *That external or non-executive directors represent a majority of the total number of directors; and*
  - c. *That there is a significant proportion of independent directors among the external or non-executive directors.*
4. *The Remuneration Committee shall ensure that, where directors work as executives within the Bank, their professional relationship with the Bank is regulated by a specific contract approved by the full Board.*
5. *If allowed by the Articles of Association, the Board of Directors may propose to the General Meeting of Shareholders that a director who has stepped down as provided in the Articles of Association or who does not wish to seek re-appointment may be appointed an Honorary Director. Honorary Directors may, when invited, attend meetings of the Board and may speak but not vote at such meetings.*

[...]

**ARTICLE 24.REMOVAL OF DIRECTORS**

1. *Directors shall stand down once their term has expired or when so decided by the Shareholders' Meeting or the Board of Directors in application of the powers vested in them by law or the Articles of Association.*

2. *They must also stand down:*

- a. *When they fall under any situation of incompatibility or disqualification as established in the law, the Articles of Association or the regulations.*
- b. *If they are arraigned for alleged criminal acts or are subject to a disciplinary procedure by the supervisory authorities for a serious or very serious violation.*
- c. *When their continuance on the Board might jeopardise the company's interests.*

[...]

#### **ARTICLE 29.OBLIGATION NOT TO COMPETE**

1. *Independent directors may not hold a directorship or an executive position in Spanish or European Union credit institutions, or insurance or reinsurance companies, or its parent companies, or similar entities in other geographies in which Banco Sabadell or its consolidated Group operate.*
2. *Directors must notify the Appointments and Corporate Governance Committee before accepting any directorship or executive appointment in another company or institution."*

#### **MOTIONS WITH REGARD TO AGENDA ITEM NINE.**

##### **1.- First motion under Agenda item nine.**

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. César González-Bueno Mayer Wittgenstein, with tax ID no. 00690991-W, as a member of the Board of Directors for a term of four years, with the status of Executive Director.

##### **2.- Second motion under Agenda item nine.**

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. Manuel Valls Morató, with tax ID no. 46315516-W, 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 nine.**

At the proposal of the Appointments and Corporate Governance Committee, and in accordance with the provisions of Article 50 of the Articles of Association, appoint Ms. María Gloria Hernández García, with tax ID no. 50296987-N, 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.



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

At the proposal of the Appointments and Corporate Governance Committee, and in accordance with the provisions of Article 50 of the Articles of Association, appoint Ms. Margarita Salvans Puigbò, with tax ID no. 39365815-G, 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 TEN.

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 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 129 members of the Group's Identified Staff to whom 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 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 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 Auditores, Sociedad Limitada, with Tax ID No. B- 78510153, as auditors of the annual accounts of the Company and of the consolidated annual accounts of its group for 2025.

#### 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, Commerce 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 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 Commercial 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 Commercial 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 Commercial 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 Act 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 Act, the 2024 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.