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Dear Shareholder,

We are contacting you in connection with the application for approval of a voluntary takeover bid (Offer), submitted by BBVA over Banco Sabadell on 24 May before the National Securities Market Commission (CNMV).

The Offer is a long process that will go on for many months, whereby BBVA makes a share acquisition offer directly to Banco Sabadell shareholders, offering BBVA shares in exchange. During this process, the Bank's Board of Directors have a legal duty of passivity which it intends to respect and, therefore, the sole purpose of this communication is to inform all the Bank's shareholders of the existence of this Offer and the grounds on which the Board agreed to reject the proposal put forward by BBVA.

Prior to the announcement of the Offer, the Board of Directors of Banco Sabadell rejected a unilateral merger proposal received from BBVA on 30 April under the same economic conditions set out in the Offer. The Board rejected the merger proposal, as it significantly undervalued Banco Sabadell's project and its growth prospects as an independent institution.

Banco Sabadell went from earning €2 million in 2020 to €1.332 billion in 2023. In other words, Banco Sabadell went from a Return on Tangible Equity (ROTE) of 0% in 2020 to 11.5% in 2023. Following this striking improvement in profitability, Banco Sabadell's share price rose from €0.35 per share on 31 December 2020 to €1.91 per share on 24 May 2024, the date on which BBVA filed the application for authorization of the Offer before the CNMV, positioning itself as the Ixex 35 stock that has undergone the greatest revaluation during the aforementioned period.

The Board of Directors of Banco Sabadell hopes that the entity's profitability continues to rise. In the first quarter of 2024, the ROTE was already 12.2%, higher than the ROTE in

2023 and in line with the estimate for the 2024 financial year. In 2025, the Board expects the ROTE to be even higher than in 2024.

In view of Banco Sabadell's bright prospects for the future, the Board of Directors has committed to remunerating shareholders with an estimated amount of €2.4 billion on account of financial years 2024 and 2025, equivalent to €0.45 per share.

With regard to timing, you do not have to make a decision on the Offer at this stage, as the process may take until the end of 2024, or even 2025. The Banco Sabadell Board will then issue a detailed public recommendation regarding the Offer, and you should make your decision.

Lastly, I would like to reiterate, once again, our utmost commitment to generating value for our shareholders, to serving our customers and to employment stability.

As always, our managers, branches and other contact channels are available to you so that we can answer any questions you may have.



Josep Oliu  
Chairman

May 27, 2024