



Mr MIQUEL ROCA i JUNYENT, Secretary to the Board of Directors of BANCO DE SABADELL, S.A., with registered offices in Alicante, Avda. Óscar Esplá, 37, and tax identification number (NIF) A08000143

DOES HEREBY CERTIFY THAT:

In the company's Board of Directors meeting held today in Alicante, duly called in writing on January 24<sup>th</sup> 2018 and with the personal attendance of Mr José Oliu Creus, Mr José Javier Echenique Landiribar, Mr Jaime Guardiola Romojaro, Ms María Teresa García-Milá Lloveras, Mr José Ramón Martínez Sufrategui, Mr José Luis Negro Rodríguez, Mr José Manuel Martínez Martínez, Ms Aurora Catá Sala, Mr José Manuel Lara García, Mr David Martínez Guzmán, Mr David Vegara Figueras, Mr Manuel Valls Morató, Mr Anthony Frank Elliott Ball, Mr George Donald Johnston and Mr Pedro Fontana García, under the chairmanship of Mr Oliu, with the undersigned acting as Secretary and Ms María José García Beato acting as Deputy Secretary, after due deliberation and amongst other items that do not contradict them, the following was unanimously resolved:

The members of the Board of Directors hereby declare that, to the best of their knowledge, the individual and consolidated annual accounts for the year 2017, approved by them today and drawn up in accordance with the applicable accounting principles pursuant to current legislation, give a true and fair view of the assets, liabilities, financial position and profit or loss of Banco de Sabadell, S.A. and the enterprises included in the consolidation taken as a whole, and that the management reports respectively approved by them include a fair review of the development and performance of the business and the position of Banco Sabadell, S.A. and the enterprises included in the consolidation taken as a whole, together with a description of the main risks and uncertainties which they face.

Express mention is hereby made that the minutes of the aforesaid meeting of the Board in which the above resolution was agreed upon have been read and unanimously approved at the conclusion of the meeting, and that they have been signed by the Secretary with the Chairman's approval.

In witness whereof and for all pertinent purposes, I hereby issue this certificate with the approval of the Chairman in Alicante on February 1<sup>st</sup> in the year two thousand and eighteen.

APPROVED BY

The Chairman

The Secretary



**BANCO DE SABADELL, S.A. and  
DEPENDENT COMPANIES  
(GROUP BANCO SABADELL)**

Audit Report,  
Consolidated Annual accounts and  
Consolidated Director's Report  
for the year ended December 31, 2017



*This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.*

## *Independent auditor's report on the consolidated annual accounts*

To the shareholders of Banco Sabadell, S.A.

### *Report on the consolidated annual accounts*

---

#### *Opinion*

We have audited the consolidated annual accounts of Banco de Sabadell, S.A. (hereinafter, the Parent company) and its subsidiaries (hereinafter, the Group), which comprise the balance sheet as of December 31, 2017, the profit and loss account, the statement of recognized income and expenses, the total statement of changes in the net worth, the statement of cash flows and the report, all of them consolidated, corresponding to the year ended on that date.

In our opinion, the accompanying consolidated financial statements express in all material respects, the true image of the Group's equity and financial position as of December 31, 2017, as well as its results and cash flows, all of which are consolidated, corresponding to the year ended on that date, in accordance with the International Financial Reporting Standards, adopted by the European Union (IFRS-EU), and other provisions of the regulatory framework for financial information that are applicable in Spain.

---

#### *Basis for opinion*

We have carried out our audit in accordance with the regulations governing the current account auditing activity in Spain. Our responsibilities in accordance with these standards are described later in the Auditor's Responsibilities section in relation to the audit of the consolidated annual accounts of our report.

We are independent of the Group in accordance with the requirements of ethics, including those of independence, which are applicable to our audit of the consolidated annual accounts in Spain, as required by the regulations governing the activity of auditing accounts. In this sense, we have not provided services other than those of the audit of accounts nor have concurred situations or circumstances that, in accordance with the provisions of the aforementioned regulatory regulations, have affected the necessary independence so that it has been compromised.

We believe that the audit evidence we have obtained provides a sufficient and adequate basis for our opinion.

---

#### *Key audit matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated annual accounts of the current period. These matters were addressed in the context of our audit of the consolidated annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

---

*PricewaterhouseCoopers Auditores, S.L., C/ Ausó y Monzó, 16, 03006 Alicante, España  
Tel.: +34 965 980 350 / +34 902 021 111, Fax: +34 965 208 933, [www.pwc.es](http://www.pwc.es)*



**Key audit matter**

**How our audit addressed the key audit matter**

*Impairment from credit risk and real estate assets from foreclosures*

The determination of impairment due to credit risk is one of the most significant and complex estimates in the preparation of the attached consolidated annual accounts. The assessment of such impairment is based on both individualized estimates and collective estimates of the hedges, in this case through the use of different internal models of the Group.

In the determination of hedges for credit risk, guarantees, real or personal, considered effective are considered. The Group has developed internal methodologies for evaluating the recoverable amount of real estate collateral, estimating its fair value adjusted for its cost of sales, considering a discount to the reference value based on the Group's historical experience in the disposal of assets of similar characteristics. The estimation of the fair value of real estate collateral is based on the information and / or appraised value provided by different companies and appraisal agencies.

Periodically, the Group performs recalibrations of its internal models in order to optimize its predictive capacity by updating, where appropriate, the variables considered or the algorithms used.

It should be noted that the estimate of the impairment of real estate assets arising from their credit activity and that, deed in lieu, or judicial process are attributed to the Group, is subject to the same criteria as those used to real estate collateral.

The models and valuation methods used suppose a high component of judgment and estimation for the determination of losses due to deterioration.

Our work has focused on the analysis, evaluation and verification of the internal control system, as well as the performance of test of details about provisions, both for those estimated collectively and individually.

Regarding the internal control system, among others, we have carried out the following procedures:

- Verification of the adequacy of the different work policies and procedures, as well as the approved internal models, the applicable regulatory requirements and the Group's governance model.
- Review of the periodic risk assessment and follow-up alerts carried out by the Group, as well as the effective performance of the process of periodic review of files of accredited persons for the follow-up of their classification and, in the cases in which it applies, registration of the deterioration.

Additionally, we have carried out detailed tests consisting of:

- Evaluation of the suitability of cash flow discount and guarantee recovery models.
- Review with respect to: i) calculation methodologies and variables considered in the functional and technical documentation referring to internal models; ii) the reliability and coherence of the data sources used; iii) historical loss rates for impairment in credit risk in the estimation of future cash flows and historical discount rates on sale of real estate assets against the appraised value; iv) the correct classification and segmentation of credit operations and real estate assets in the corresponding categories; and v) recalibrations and retrospective contrasts performed in internal models.
- Review of the operation of the "calculation engine" and re-execution of the calculation of collective provisions, for certain portfolios, and of the calculation of deterioration of real estate assets from adjudications based on the different asset categories.
- Review of a sample of individualized credit files, as well as real estate assets from foreclosures, to evaluate their proper classification and registration, as the case may be, of the corresponding impairment.
- Verification of the degree of compliance with the estimates of impairment losses made in prior periods with those actually incurred.



Key audit matter	How our audit addressed the key audit matter
<p>In addition to the guarantees established on the different operations, as a result of the acquisition of Banco CAM, the Asset Protection Scheme (hereinafter, APS) entered into force for a predetermined portfolio of assets. Through said APS, the Deposit Guarantee Fund (hereinafter, DGF) assumes 80% of the losses derived from said portfolio during a period of 10 years, once the provisions constituted on said date of acquisition have been absorbed.</p> <p>Thus, for the accounting impairment losses corresponding to these assets, the Banco Sabadell Group estimates a collection right against the DGF for the guarantee granted in the "Loans and Receivables" caption. This collection right is subject to periodic settlements by the DGF.</p> <p>See Notes 1, 2, 4.4.1 and 11 and Annex 6 of the attached consolidated annual accounts for impairment due to credit risk and Notes 1, 2, 4.4.1, 13, 15 and 17 and Annex 6 of the accounts consolidated annual reports in relation to the deterioration of real estate assets from adjudications.</p>	<p>Specifically regarding the estimation of the collection right against the DGF derived from the Assets Protection Scheme, we have carried out the following tests:</p> <ul style="list-style-type: none"> <li>• Review of the reliability and consistency of the data sources of the assets with APS coverage used in the calculation of the estimation of the collection right against the DGF.</li> <li>• Verification of the calculation in the estimation of the collection right against the DGF, according to the different categories of assets and operations carried out, as well as their consistency with the accounting records.</li> <li>• Analysis of changes in accounting estimates resulting from the periodic evaluation of the assets and expected future benefits associated with the APS coverage as a result of additional information or new facts about the status of the assets.</li> </ul> <p>As a result of our tests with respect to the calculations and estimates in the amount of impairment due to credit risk and real estate assets from adjudications, no differences have been identified, above a reasonable range, in the amounts recorded in the accompanying annual accounts.</p>

**Key audit matter**

**How our audit addressed the key audit matter**

*Entry into force of IFRS 9 "Financial Instruments" in the year 2018*

On January 1, 2018, IFRS 9 "Financial instruments" enters into force, significantly affecting both the classification of financial instruments for presentation and valuation criteria, and the classification of financial instruments based on their non-performing and estimate of losses due to deterioration of credit risk.

The Banco Sabadell Group began at the end of 2014 a project on the implementation of this standard that has had an impact on the group's processes and systems, as well as on the governance and controls of financial information.

See section IFRS 9 "Financial instruments" of Note 1 to the attached consolidated financial statements, which describes the main changes in the policies, procedures and tools of the group, as a result of the entry into force of said standard, as well as the estimated impacts significant as of January 1, 2018 in the accompanying consolidated annual accounts.

Our work has focused on the analysis of the adequacy of the information presented in the attached consolidated annual accounts, as well as on conducting test of details on the correction of the impacts estimated by the Group. Among others, we have performed the following procedures:

In relation to the presentation and valuation of financial instruments we have carried out the following procedures:

- Review of the consistency of: i) the accounting policies developed by the Group and its adaptation to the requirements of IFRS 9; ii) of the business models defined for the classification of financial instruments; and iii) the definition and application of the SPPI Test (only payment of principal and interest) for the assignment of the different financial instruments to said business models.

In relation to the classification of financial instruments based on their delinquency and the estimation of impairment losses, we have carried out the following procedures:

- Review of the methodology for classifying credit assets in the three states defined in the standard, analyzing the adequacy of: i) the definition of impairment applied; and ii) the methodology for estimating the significant increase in credit risk for assets classified in stage 2, based on the definition of qualitative indicators and thresholds for the increase of quantitative indicators.
- Review of the different calculation methodologies and the criteria adopted for the estimation of the risk parameters used in the calculation of the expected loss, including: i) the estimation of the risk parameters throughout the life of the operation or 12 months, depending on the corresponding state; ii) the use of alternative scenarios in the projections carried out in the future; and iii) the use of retrospective contrast methodologies for the most relevant parameters in the estimation of impairment.
- Review of the coherence of the design, operation and results of the "calculation engine".

In general terms, the results of our procedures have been satisfactory and no relevant aspects have been identified that could significantly affect the financial information included in the attached consolidated annual accounts.



**Key audit matter**

**How our audit addressed the key audit matter**

*Verification of the recoverability of goodwill*

The Banco Sabadell Group carries out, on an annual basis, or when indications of impairment are identified, an evaluation to determine whether there is impairment in the goodwill registered in its consolidated annual accounts.

Each goodwill is associated with one or more cash generating units (CGU), using the discount method for profits distributed through the various operating plans with each CGU to estimate their recoverable value.

The estimation of the recoverable value of each CGU is inherently uncertain and includes a high level of judgment and estimation given that is based on assumptions concerning matters such as key business assumptions (the evolution of credit, non-performing assets, interest rates etc.) that determine cash flows, discount rates and long-term growth rates used. The models are sensitive to the variables and assumptions used, existing, by their nature, the risk of inaccuracies in the valuation of them.

See Notes 1 and 16 of the attached consolidated annual accounts.

We have carried out, with the collaboration of our experts in valuations, the understanding and review of the process carried out by the Group, as well as the internal control environment, focusing our procedures on aspects such as:

- The review of the criteria for the definition of the Group's CGUs associated with the different goodwill.
- The evaluation of the methodology used to estimate the impairment of goodwill.
- The review of the annual valuation reports, made by the Group, on the assessment of impairment in goodwill.

On the other side, we have carried out tests to compare the cash flow forecast models corresponding to the different CGUs used by the Group, considering what is established by the regulations, the market practice and the specific expectations of the banking sector. This evaluation has included the verification of assumptions, such as the growth rates and discount rates used, as well as the budget monitoring analysis of the main CGUs and the impact of the variations identified in the budgets and growth rates.

Finally, we have reviewed the adequacy of the information broken down in the annual consolidated accounts.

As a result of the above procedures, we consider that the estimates made in relation to the recoverability of goodwill are within a reasonable range, in the context of the circumstances in which the accompanying consolidated annual accounts are prepared.



**Key audit matter**

**How our audit addressed the key audit matter**

*Provisions for tax, legal and regulatory litigation*

During the ordinary course of its business operations, Banco Sabadell Group may be immersed in administrative, judicial or arbitration proceedings of tax, legal and / or regulatory nature.

There are therefore situations that are not subject to judicial proceedings based on the company's evaluations, according to the assessment made require the registration of provisions, such as those related to the possible impacts of the return of the amounts received as a result of the hypothetical cancellation by the courts of the floor clauses or by the application of Royal Decree-law 1/2017 on consumer protection with regard to floor clauses.

Generally, these procedures end after a long period of time, resulting in complex processes according to the legislation in force in the different jurisdictions in which it operates.

The Group records a provision for these items, thus estimating the associated disbursement as probable based on the estimates made, applying prudent calculation procedures consistent with the conditions of uncertainty inherent in the obligations they cover.

The recognition of provisions for litigation is one of the areas requiring the highest degree of judgements and estimates.

See Notes 1 and 11 (providing details of the provisions created to cover the outcome of floor clause contingencies) of the attached consolidated annual accounts are detailed.

Our review of the process of estimating the provisions for tax, legal and regulatory litigation, made by the Group, and the analysis and evaluation of the internal control of said process, consisted of the following procedures:

- Compression of the litigation qualification policy and need for provision, in accordance with applicable accounting regulations.
- Analysis of the main demands, both individual and, where appropriate, collective.
- Obtaining confirmation letters from the Group's legal counsel to compare its evaluation of the expected result of the litigation, the correct recording of the provision, as well as the identification of potential omitted liabilities.
- With the support of our internal experts, monitoring of the evolution of the open fiscal inspections, analysis of the estimation of the expected result of the most significant ongoing fiscal procedures and of the possible contingencies in relation to the fulfillment of the tax obligations for all the periods open to inspection.
- Analysis of the recognitions, estimation and movement of accounting provisions.

Specifically for the provisions established for the compensation of clients and cover the contingent outcomes related to land clauses, our procedures focused on:

- Understanding of the control environment, evaluation and verification of the controls associated with the calculation and review of the provision for the compensation of customers, including the process and approval of the assumptions and results of the estimates made.
- Evaluating the methodology and hypotheses used by the Group, verifying that they are in line with market practice.
- Sensitivity analysis on the results of the model before possible variations in the key assumptions.

The result of our work shows that, in general, the Group's judgements and estimates applied by the company, when evaluating these types of provisions, are supported and reasoned based on the information available.



**Key audit matter****How our audit addressed the key audit matter***Automation of financial reporting systems*

The operation of the Banco Sabadell Group, by its nature, and especially the process of preparing financial and accounting information, has a great dependence on information systems, so an adequate control environment over them is vital to guarantee the correct processing of information.

In addition, as the systems become more complex, the risks associated with the information technologies of the organization and therefore the information they process increase.

The effectiveness of the general internal control framework for the information systems related to the accounting and closing process is fundamental for the performance of certain procedures related to internal control.

In this context, it is necessary to consider such aspects of the organization and governance of the Information Systems Area, the controls over the maintenance and development of the applications, the physical and logical security and the operation systems.

With the collaboration of our experts in information systems and processes, our work consisted of reviewing the general internal control environment associated with the information systems and applications that support the Group's accounting record and closing. Additionally, we have made an understanding of the functionalities and involvement in the process of registration and accounting closing of the different information systems of the Group.

Regarding the information systems considered relevant in the process of generating financial information, we have basically carried out the following procedures:

- Review of general computer controls in relation to aspects derived from the process of exploitation, development and maintenance of applications, security of these, and governance and organization of the Group's Information Systems Area.
- Review of controls of a general nature for the management of authorizations for access to financial information systems and controls in relation to personnel authorizations for the implementation of changes in computer processes.
- Understanding key business processes, identification of automatic controls in them and validation.
- Understanding and review of the process of generating manual accounting entries considered as risk. Extraction, validation of completeness and filtering of entries entered in the accounting.
- Understanding and re-execution of some of the calculations made by the Group and considered to have the greatest impact, especially those corresponding to the accrual of interest on financial products (loans, credits and deposits) and of commissions received.

In general terms, the results of our procedures have been satisfactory and no relevant aspects have been identified that could significantly affect the financial information included in the attached consolidated annual accounts.



---

### *Other information: Consolidated Director's report*

The other information comprises exclusively the consolidated Director's report for the year 2017, the formulation of which is the responsibility of the Directors of the Parent Company and is not an integral part of the consolidated annual accounts.

Our audit opinion on the consolidated annual accounts does not cover the consolidated director report. Our responsibility for the information contained in the consolidated director report is defined in the regulations governing the account auditing activity, which establishes two different levels of the same:

- a) A specific level that is applicable to the status of non-financial information, as well as to certain information included in the Annual Corporate Governance Report, as defined in article 35.2. b) Of Law 22/2015, on Audit of Accounts, which consists in verifying only that the aforementioned information has been provided in the consolidated management report and, if not, to inform about it.
- b) A general level applicable to the rest of the information included in the consolidated director's report, which consists of evaluating and reporting on the concordance of the aforementioned information with the consolidated annual accounts, based on the Group's knowledge obtained in the performance of the audit of the aforementioned accounts and without including information other than that obtained as evidence during the same, as well as evaluating and reporting whether the content and presentation of this part of the consolidated management report are in accordance with the regulations that result from application. If, based on the work we have done, we conclude that there are material inaccuracies, we are obliged to report it.

Based on the work done, as described in the previous paragraph, we have verified that the specific information mentioned in section a) above has been provided in the consolidated management report and the rest of the information contained in the consolidated management report agrees with the consolidated annual accounts for 2017 and its content and presentation are in accordance with the regulations that result from application

---

### *Responsibility of the Directors and the Audit and Control Committee for the consolidated annual accounts*

The Directors of the Parent Company are responsible for preparing the accompanying consolidated financial statements, so as to give a true and fair view of the assets, financial position and consolidated results of the Banco Sabadell Group, in accordance with the IFRS-EU and other provisions of the financial reporting regulatory framework applicable to the Group in Spain, and of the internal control that they deem necessary to allow the preparation of consolidated annual accounts free of material misstatement, due to fraud or error.

In the preparation of the consolidated annual accounts, the Directors of the Parent Company are responsible for assessing the Group's ability to continue as a going concern, revealing, as appropriate, the issues related to the company in operation and using the accounting principle of operating company unless the aforementioned administrators intend to liquidate the Group or cease operations, or there is no other realistic alternative.

The Audit and Control Committee of the Parent Company is responsible for overseeing the process of preparing and presenting the consolidated annual accounts.



---

*Auditor's responsibilities for the audit of the consolidated annual accounts*

Our objectives are to obtain reasonable assurance that the consolidated annual accounts as a whole are free from material misstatement, due to fraud or error, and issue an audit report that contains our opinion.

Reasonable security is a high degree of security but does not guarantee that an audit conducted in accordance with the regulations governing the audit activity in force in Spain always detects material misstatement when it exists. The inaccuracies may be due to fraud or error and are considered material if, individually or in an aggregate manner, it can reasonably be expected to influence the economic decisions that users make based on the consolidated annual accounts.

As part of an audit in accordance with the regulations governing the current account auditing activity in Spain, we apply our professional judgment and maintain an attitude of professional skepticism throughout the audit. As well:

- We identify and assess the risks of material misstatement in the consolidated annual accounts, due to fraud or error, we design and apply audit procedures to respond to such risks and obtain sufficient and adequate audit evidence to provide a basis for our opinion. The risk of not detecting a material misstatement due to fraud is higher than in the case of a material misstatement due to error, since the fraud may involve collusion, falsification, deliberate omissions, intentionally erroneous statements, or circumvention of internal control.
- We obtain knowledge of the internal control relevant to the audit in order to design audit procedures that are appropriate to the circumstances, and not for the purpose of expressing an opinion on the effectiveness of the internal control of the Banco Sabadell Group.
- We evaluate whether the accounting policies applied are adequate and the reasonableness of the accounting estimates and the corresponding information disclosed by the Directors of the Parent Company.
- We conclude on whether the use of the accounting principle of the operating company by the Directors of the Parent Company is adequate and, based on the audit evidence obtained, we conclude whether or not there is material uncertainty related to events or conditions that may generate significant doubts about the Group's ability to continue as a functioning company. If we conclude that there is material uncertainty, we are required to draw attention in our audit report to the corresponding information disclosed in the consolidated annual accounts or, if such disclosures are not adequate, that we express an amended opinion. Our conclusions are based on the audit evidence obtained to date from our audit report. However, future events or conditions may cause the Group to cease to be a functioning company.
- We evaluate the overall presentation, structure and content of the consolidated annual accounts, including the disclosed information, and whether the consolidated annual accounts represent the underlying transactions and events in a way that manages to express the true image.



## Banco De Sabadell, S.A. and Dependent Companies

- We obtain sufficient and adequate evidence in relation to the financial information of the entities or business activities within the Banco Sabadell Group to express an opinion on the consolidated annual accounts. We are responsible for the direction, supervision and performance of the Group's audit. We are solely responsible for our audit opinion.

We communicate with the Parent Company's Audit and Control Committee regarding, among other matters, the scope and timing of the planned audit and the significant findings of the audit, as well as any significant internal control deficiencies that we identified in the course of the audit.

We also provide the Parent Company's Audit and Control Committee with a statement that we have complied with the applicable ethical requirements, including those of independence, and we have communicated with it to report any issues that reasonably could pose a threat to our company independence and, where appropriate, the corresponding safeguards.

Among the issues that have been reported to the Parent Company's Audit and Control Committee, we determine those that have been of the greatest significance in the audit of the consolidated annual accounts of the current period and that are, consequently, the issues key to the audit.

We describe those issues in our audit report unless legal or regulatory provisions prohibit public disclosure of the matter.





## *Report on other legal and regulatory requirements*

---

### *Report to the Audit and Control Committee*

The opinion expressed in this report is consistent with the content of our additional report to the Group's Audit and Control Committee dated January 30, 2018.

---

### *Appointment period*

The Ordinary General Shareholders' Meeting of the Company held on March 30, 2017 appointed us as auditors of the Group for the year ended December 31, 2017.

Previously, we were appointed by resolution of the General Shareholders' Meeting for a period of 35 years and we have audited the consolidated accounts continuously since the year ended the December 31, 1983.

---

### *Services provided*

PricewaterhouseCoopers Auditores, SL, has lent to Banco de Sabadell, S.A., during the year 2017, with the prior approval of the Audit and Control Committee, services other than auditing, including the issuance of comfort letters, other regulatory reviews required by the auditor, as well as advisory services and regulatory compliance.

---

PricewaterhouseCoopers Auditores, S.L. (S0242)

**PRICEWATERHOUSECOOPERS AUDITORES, S.L.**

Original in Spanish signed by  
Raúl Ara Navarro (20210)

February 2, 2018

Translation of the Consolidated Annual Accounts originally issued in Spanish and prepared in accordance with EU-IFRSs, as adopted by the European Union. In the event of a discrepancy the Spanish-language version prevails.

# BANCO DE SABADELL, S.A. AND COMPANIES FORMING BANCO SABADELL GROUP

Consolidated annual accounts  
for the year ended 31 December 2017



## Contents: Banco de Sabadell, S.A. Group consolidated annual accounts for 2017

<b>Financial statements</b>	
Consolidated balance sheets of Banco Sabadell Group.....	4
Consolidated profit and loss accounts of Banco Sabadell Group.....	7
Statements of changes in equity of Banco Sabadell Group.....	8
Consolidated cash flow statements of Banco Sabadell Group .....	11
<b>Report</b>	
Note 1 – Activity, accounting policies and practices .....	13
1.1. Business activity .....	13
1.2. Basis of presentation .....	13
1.3. Accounting principles and policies and measurement criteria .....	25
1.3.1 Consolidation principles .....	25
1.3.2 Business combinations .....	28
1.3.3 Measurement of financial instruments and recognition of changes arising in their subsequent measurement .....	28
1.3.4 Impairment of financial assets .....	31
1.3.5 Hedging operations .....	41
1.3.6 Financial guarantees.....	43
1.3.7 Transfer and derecognition of financial instruments .....	43
1.3.8 Offsetting of financial instruments .....	43
1.3.9 Non-current assets and assets and liabilities included in disposal groups classified as held for sale and discontinued operations.....	44
1.3.10 Tangible assets .....	45
1.3.11 Leases .....	46
1.3.12 Intangible assets .....	47
1.3.13 Inventories .....	48
1.3.14 Own equity items .....	49
1.3.15 Remuneration based on equity instruments .....	50
1.3.16 Provisions and contingent assets and liabilities .....	50
1.3.17 Provisions for pensions.....	51
1.3.18 Transactions in foreign currency and currency translation differences .....	53
1.3.19 Recognition of income and expense .....	54
1.3.20 Corporate income tax.....	56
1.3.21 Consolidated cash flow statements .....	57
1.4. Comparability .....	58
Note 2 – Banco Sabadell Group.....	58
Note 3 – Proposed distribution of earnings and earnings per share .....	63
Note 4 – Financial risk management .....	65
4.1 Introduction.....	65
4.2 Key milestones during the year .....	65
4.3 General principles of risk management .....	69
4.3.1 Corporate risk culture .....	69
4.3.2 Risk Appetite Framework .....	70
4.3.3 General Organisation of the Risk Function.....	72
4.4 Managing and monitoring the main significant risks.....	74
4.4.1 Credit risk .....	74
4.4.2 Liquidity risk .....	89
4.4.3 Market risk .....	100
4.4.4 Operational risk .....	107
4.4.5 Tax risk .....	109
4.4.6 Compliance risk .....	110
Note 5 – Minimum own funds and capital management .....	111
Note 6 – Fair value of assets and liabilities.....	119
Note 7 – Cash and cash balances at central banks and other demand deposits .....	131
Note 8 – Debt securities.....	131
Note 9 – Equity instruments .....	133
Note 10 – Asset and liability derivatives held for trading .....	134
Note 11 – Loans and advances .....	135
Note 12 – Derivatives – Asset and liability hedge accounting .....	142
Note 13 – Non-current assets and assets and liabilities included in disposal groups classified as held for sale .....	145
Note 14 – Investments in joint ventures and associates .....	147
Note 15 – Tangible assets.....	149
Note 16 – Intangible assets.....	152
Note 17 – Other assets .....	156
Note 18 – Deposits with credit institutions and central banks .....	157
Note 19 – Customer deposits .....	158
Note 20 – Issued debt securities .....	158
Note 21 – Other financial liabilities .....	161
Note 22 – Provisions, contingent assets and liabilities.....	162
Note 23 – Equity .....	168
Note 24 – Accumulated other comprehensive income .....	172
Note 25– Minority interests (non-controlling interests).....	173
Note 26 – Guarantees given .....	174
Note 27 – Contingent commitments given.....	175
Note 28 – Off-balance sheet customer funds.....	176
Note 29 – Interest income and expenses.....	176
Note 30 – Fees and commission income and expenses .....	181

Note 31 – Net trading income.....	182
Note 32 – Other operating income .....	182
Note 33 – Other operating expenses.....	183
Note 34 – Administrative expenses.....	183
Note 35 – Impairment or (-) reversal of impairment on financial assets not measured at fair value through profit or loss.....	187
Note 36 – Impairment or (-) reversal of impairment of non-financial assets .....	188
Note 37 – Gains or (-) losses on derecognition of non-financial assets and shares, net.....	188
Note 38 – Gains or (-) losses from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations .....	189
Note 39 – Segment information .....	189
Note 40 – Tax situation (income tax relating to continuing operations).....	195
Note 41 – Related-party transactions.....	200
Note 42 – Remuneration of and balances with members of the Board of Directors and senior management.....	201
Note 43 – Other information .....	204
Note 44 – Subsequent events.....	206
Schedule 1 – Banco Sabadell Group companies .....	207
Schedule 2 – Structured entities - Securitisation funds.....	224
Schedule 3 - Information required to be kept by issuers of mortgage market securities and the special mortgage register.....	225
Schedule 4 – Information on issuers of territorial bonds and on the special accounting record of territorial bonds .....	233
Schedule 5 – Details of outstanding subordinate assets and liabilities of the Group.....	235
Schedule 6 - Other risk information .....	241
Schedule 7 – Annual banking report .....	255

---

**Directors' Report**

---



---

**Glossary of terms on performance indicators**

---



## Consolidated balance sheets of Banco Sabadell Group

At 31 December 2017 and 31 December 2016

Thousand euro

Assets	Note	2017	2016 (*)
<b>Cash and cash balances at central banks and other demand deposits (**)</b>	<b>7</b>	<b>26,362,807</b>	<b>11,688,250</b>
<b>Financial assets held for trading</b>		<b>1,572,504</b>	<b>3,484,221</b>
Derivatives	10	1,440,743	1,834,495
Equity instruments	9	7,432	10,629
Debt securities	8	124,329	1,639,097
Loans and advances		-	-
Central banks		-	-
Credit institutions		-	-
Customers		-	-
<i>Memorandum item: loaned or pledged as security with sale or pledging rights</i>		<i>20,245</i>	<i>-</i>
<b>Financial assets designated at fair value through profit or loss</b>		<b>39,526</b>	<b>34,827</b>
Equity instruments	9	39,526	34,827
Debt securities		-	-
Loans and advances		-	-
Central banks		-	-
Credit institutions		-	-
Customers		-	-
<i>Memorandum item: loaned or pledged as security with sale or pledging rights</i>		<i>-</i>	<i>-</i>
<b>Available-for-sale financial assets</b>		<b>13,180,716</b>	<b>18,718,339</b>
Equity instruments	9	413,298	597,809
Debt securities	8	12,767,418	18,120,530
<i>Memorandum item: loaned or pledged as security with sale or pledging rights</i>		<i>2,814,601</i>	<i>6,761,231</i>
<b>Loans and receivables</b>		<b>149,551,292</b>	<b>150,384,445</b>
Debt securities	8	574,171	918,584
Loans and advances	11	148,977,121	149,465,861
Central banks		63,151	66,229
Credit institutions		5,316,004	4,225,767
Customers		143,597,966	145,173,865
<i>Memorandum item: loaned or pledged as security with sale or pledging rights</i>		<i>2,028,220</i>	<i>855,145</i>
<b>Held-to-maturity investments</b>	<b>8</b>	<b>11,172,474</b>	<b>4,598,190</b>
<i>Memorandum item: loaned or pledged as security with sale or pledging rights</i>		<i>5,673,632</i>	<i>-</i>
<b>Derivatives - Hedge accounting</b>	<b>12</b>	<b>374,021</b>	<b>535,160</b>
<b>Fair value changes of the hedged items in portfolio hedge of interest rate risk</b>		<b>48,289</b>	<b>965</b>
<b>Investments in joint ventures and associates</b>	<b>14</b>	<b>575,644</b>	<b>380,672</b>
Jointly controlled entities		-	-
Associates		575,644	380,672
<b>Assets under insurance or reinsurance contracts</b>		-	-
<b>Tangible assets</b>	<b>15</b>	<b>3,826,523</b>	<b>4,475,600</b>
Property, plant and equipment		1,861,730	2,071,353
For own use		1,625,032	1,887,534
Leased out under operating leases		236,698	183,819
Investment property		1,964,793	2,404,247
<i>Of which: leased out under operating leases</i>		<i>-</i>	<i>-</i>
<i>Memorandum item: acquired through finance leases</i>		<i>-</i>	<i>-</i>
<b>Intangible assets</b>	<b>16</b>	<b>2,245,858</b>	<b>2,135,215</b>
Goodwill		1,019,440	1,094,526
Other intangible assets		1,226,418	1,040,689
<b>Tax assets</b>		<b>6,861,406</b>	<b>7,055,876</b>
Current tax assets		329,558	280,539
Deferred tax assets	40	6,531,848	6,775,337
<b>Other assets</b>	<b>17</b>	<b>2,975,511</b>	<b>4,437,265</b>
Insurance contracts linked to pensions		139,114	153,989
Inventories		2,076,294	2,924,459
Rest of other assets		760,103	1,358,817
<b>Non-current assets and disposal groups classified as held for sale</b>	<b>13</b>	<b>2,561,744</b>	<b>4,578,694</b>
<b>TOTAL ASSETS</b>		<b>221,348,315</b>	<b>212,507,719</b>

(\*) Shown for comparative purposes only (see Note 1.4).

(\*\*) See details in the consolidated cash flow statement of the Group.

Notes 1 through 44 in the report and its Schedules form an integral part of the consolidated balance sheet at 31 December 2017.

## Consolidated balance sheets of Banco Sabadell Group

At 31 December 2017 and 31 December 2016

Thousand euro

<b>Liabilities</b>	<b>Note</b>	<b>2017</b>	<b>2016 (*)</b>
<b>Financial liabilities held for trading</b>		<b>1,431,215</b>	<b>1,975,806</b>
Derivatives	10	1,361,361	1,915,914
Short positions		69,854	59,892
Deposits		-	-
Central banks		-	-
Credit institutions		-	-
Customers		-	-
Debt securities issued		-	-
Other financial liabilities		-	-
<b>Financial liabilities designated at fair value through profit or loss</b>		<b>39,540</b>	<b>34,836</b>
Deposits		-	-
Central banks		-	-
Credit institutions		-	-
Customers		-	-
Debt securities issued		-	-
Other financial liabilities		39,540	34,836
<i>Memorandum item: subordinated liabilities</i>		-	-
<b>Financial liabilities measured at amortised cost</b>		<b>204,045,482</b>	<b>192,011,024</b>
Deposits		177,325,784	162,909,052
Central banks	18	27,847,618	11,827,573
Credit institutions	18	14,170,729	16,666,943
Customers	19	135,307,437	134,414,536
Debt securities issued	20	23,787,844	26,533,538
Other financial liabilities	21	2,931,854	2,568,434
<i>Memorandum item: subordinated liabilities</i>		2,552,417	1,561,069
<b>Derivatives - Hedge accounting</b>	<b>12</b>	<b>1,003,854</b>	<b>1,105,806</b>
<b>Fair value changes of the hedged items in portfolio hedge of interest rate risk</b>		<b>(4,593)</b>	<b>64,348</b>
<b>Liabilities under insurance or reinsurance contracts</b>		<b>-</b>	<b>-</b>
<b>Provisions</b>	<b>22</b>	<b>317,538</b>	<b>306,214</b>
Pensions and other post-employment defined benefit obligations		84,843	89,471
Other long-term employee benefits		16,491	24,554
Pending legal issues and tax litigation		36,293	49,404
Commitments and guarantees given		84,949	84,032
Other provisions		94,962	58,753
<b>Tax liabilities</b>		<b>531,938</b>	<b>778,540</b>
Current tax liabilities		106,482	236,275
Deferred tax liabilities	40	425,456	542,265
<b>Share capital repayable on demand</b>		<b>-</b>	<b>-</b>
<b>Other liabilities</b>		<b>740,915</b>	<b>934,801</b>
<b>Liabilities included in disposal groups classified as held for sale</b>	<b>13</b>	<b>20,645</b>	<b>2,213,368</b>
<b>TOTAL LIABILITIES</b>		<b>208,126,534</b>	<b>199,424,743</b>

(\*) Shown for comparative purposes only (see Note 1.4).

Notes 1 through 44 in the report and its Schedules form an integral part of the consolidated balance sheet at 31 December 2017.



## Consolidated balance sheets of Banco Sabadell Group

At 31 December 2017 and 31 December 2016

Thousand euro

<b>Equity</b>	<b>Note</b>	<b>2017</b>	<b>2016 (*)</b>
<b>Own Funds</b>	<b>23</b>	<b>13,425,916</b>	<b>12,926,166</b>
Capital		703,371	702,019
Paid up capital		703,371	702,019
Unpaid capital which has been called up		-	-
<i>Memorandum item: capital not called up</i>		-	-
Share premium		7,899,227	7,882,899
Equity instruments issued other than capital		-	-
Equity component of compound financial instruments		-	-
Other equity instruments issued		-	-
Other equity		32,483	38,416
Retained earnings		-	-
Revaluation reserves		-	-
Other reserves		4,207,340	3,805,065
Reserves or accumulated losses of investments in joint ventures and associates		(13,633)	109,510
Other		4,220,973	3,695,555
(-) Treasury shares		(106,343)	(101,384)
<i>Profit/(loss) attributable to owners of the parent company</i>		801,466	710,432
(-) Interim dividends		(111,628)	(111,281)
<b>Accumulated other comprehensive income</b>	<b>24</b>	<b>(265,311)</b>	<b>107,142</b>
Items that will not be reclassified to profit or loss		6,767	13,261
Actuarial gains or (-) losses on defined benefit pension plans		6,767	13,261
Non-current assets and disposal groups classified as held for sale		-	-
Share of other recognised income and expense of investments in joint ventures and associates		-	-
Other valuation adjustments		-	-
Items that may be reclassified to profit or loss		(272,078)	93,881
Hedge of net investments in foreign operations (effective portion)		236,647	151,365
Foreign currency translation		(678,451)	(428,650)
Hedging derivatives. Cash flow hedges (effective portion)		(80,402)	(21,521)
Available-for-sale financial assets		238,545	280,548
Debt instruments		195,869	229,008
Equity instruments		42,676	51,540
Other value adjustments		-	-
Non-current assets and disposal groups classified as held for sale		-	96,299
Share of other recognised income and expense of investments in joint ventures and associates		11,583	15,840
<b>Minority interests (non-controlling interests)</b>	<b>25</b>	<b>61,176</b>	<b>49,668</b>
Accumulated other comprehensive income		207	172
Other items		60,969	49,496
<b>TOTAL EQUITY</b>		<b>13,221,781</b>	<b>13,082,976</b>
<b>TOTAL EQUITY AND TOTAL LIABILITIES</b>		<b>221,348,315</b>	<b>212,507,719</b>
<b>Memorandum item</b>			
<b>Guarantees given</b>	<b>26</b>	<b>8,726,847</b>	<b>8,529,354</b>
<b>Contingent commitments given</b>	<b>27</b>	<b>24,079,340</b>	<b>25,208,687</b>

(\*) Shown for comparative purposes only (see Note 1.4).

Notes 1 through 44 in the report and its Schedules form an integral part of the consolidated balance sheet at 31 December 2017.

## Consolidated profit and loss accounts of Banco Sabadell Group

For the years ended 31 December 2017 and 2016

Thousand euro

	Note	2017	2016 (*)
Interest income	29	4,839,633	5,170,100
(Interest expense)	29	(1,037,263)	(1,332,348)
(Expense on share capital repayable on demand)		-	-
<b>Net interest income</b>		<b>3,802,370</b>	<b>3,837,752</b>
Dividend income		7,252	10,037
Share of profit or loss of entities accounted for using the equity method	14	308,686	74,573
Fee and commission income	30	1,478,603	1,376,364
(Fee and commission expense)	30	(255,167)	(227,782)
Net gains (losses) on financial assets and liabilities	31	614,104	609,722
Gains or (-) losses on derecognition of financial assets and liabilities not measured at fair value through profit or loss, net		371,365	476,217
Gains or (-) losses on financial assets and liabilities held for trading, net		214,786	107,593
Gains or (-) losses on financial assets and liabilities designated at fair value through profit or loss, net		134	114
Gains or (-) losses from hedge accounting, net		27,819	25,798
Exchange differences (gains or (-) losses), net		8,429	16,902
Other operating income	32	338,365	286,725
(Other operating expenses)	33	(546,323)	(466,873)
Income from assets under insurance and reinsurance contracts		67,415	165,781
(Expenses on liabilities under insurance and reinsurance contracts)		(86,462)	(212,503)
<b>Gross income</b>		<b>5,737,272</b>	<b>5,470,698</b>
(Administrative expenses)	34	(2,722,972)	(2,663,347)
(Staff expenses)		(1,573,560)	(1,663,053)
(Other administrative expenses)		(1,149,412)	(1,000,294)
(Depreciation)	15, 16	(402,243)	(395,896)
(Provisions or (-) reversal of provisions)	22	(13,864)	3,044
(Impairment or (-) reversal of impairment on financial assets not measured at fair value through profit or loss)	35	(1,211,373)	(553,698)
(Financial assets measured at cost)		-	-
(Available-for-sale financial assets)		(53,374)	(112,284)
(Loans and receivables)		(1,157,094)	(441,414)
(Investments held to maturity)		(905)	-
<b>Profit/(loss) on operating activities</b>		<b>1,386,820</b>	<b>1,860,801</b>
(Impairment of (-) reversal of impairment of investments in joint ventures and associates)	14	(663)	(3,820)
(Impairment or (-) reversal of impairment on non-financial assets)	36	(799,362)	(558,148)
(Tangible assets)		(231,342)	(20,276)
(Intangible assets)		(2,601)	-
(Other)		(565,419)	(537,872)
Gains or (-) losses on derecognition of non-financial assets and shareholdings, net	37	400,905	35,108
Negative goodwill recognised in profit or loss		-	-
Profit or (-) loss from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations	38	(139,447)	(314,519)
<b>Profit or (-) loss before tax from continuing operations</b>		<b>848,253</b>	<b>1,019,422</b>
(Tax expense or (-) income related to profit from continuing operations)	40	(43,075)	(303,569)
<b>Profit or (-) loss after tax from continuing operations</b>		<b>805,178</b>	<b>715,853</b>
Profit or (-) loss from discontinued operations		-	-
<b>PROFIT/(LOSS) DURING THE YEAR</b>		<b>805,178</b>	<b>715,853</b>
Attributable to minority interests (non-controlling interests)	25	3,712	5,421
Attributable to owners of the parent company		801,466	710,432
<b>Earnings per share</b>		<b>0.14</b>	<b>0.13</b>
Basic (in euro)		0.14	0.13
Diluted (in euro)		0.14	0.13

(\*) Shown for comparative purposes only (see Note 1.4).

Notes 1 through 44 in the report and its Schedules form an integral part of the consolidated income statement for 2017.



## Statements of changes in equity of Banco Sabadell Group

Consolidated statements of recognised income and expenses

For the years ended 31 December 2017 and 2016

Thousand euro

	Note	2017	2016 (*)
<b>Profit/(loss) during the year</b>		<b>805,178</b>	<b>715,853</b>
<b>Other comprehensive income</b>	<b>24</b>	<b>(372,418)</b>	<b>(348,253)</b>
Items that will not be reclassified to profit or loss		(6,495)	1,049
Actuarial gains or (-) losses on defined benefit pension plans		(9,278)	1,499
Non-current assets and disposal groups held for sale		-	-
Share of other recognised income and expense of investments in joint ventures and associates		-	-
Other valuation adjustments		-	-
Income tax relating to items that will not be reclassified		2,783	(450)
Items that may be reclassified to profit or loss		(365,923)	(349,302)
Hedge of net investments in foreign operations [effective portion]		85,282	133,438
Valuation gains or (-) losses taken to equity		80,351	133,438
Transferred to profit or loss		4,931	-
Other reclassifications		-	-
Foreign currency translation		(249,801)	(404,960)
Translation gains or (-) losses taken to equity		(175,573)	(404,960)
Transferred to profit or loss		(74,228)	-
Other reclassifications		-	-
Cash flow hedges [effective portion]		(87,004)	(54,190)
Valuation gains or (-) losses taken to equity		(123,824)	5,785
Transferred to profit or loss		36,820	(59,975)
Transferred to initial carrying amount of hedged items		-	-
Other reclassifications		-	-
Available-for-sale financial assets		(57,812)	(193,537)
Valuation gains or (-) losses taken to equity		284,321	415,704
Transferred to profit or loss		(342,133)	(483,609)
Other reclassifications		-	(125,632)
Non-current assets and disposal groups held for sale		(137,571)	137,570
Valuation gains or (-) losses taken to equity		-	11,938
Transferred to profit or loss		(137,571)	-
Other reclassifications		-	125,632
Share of other recognised income and expense of investments in joint ventures and associates		(4,257)	(670)
Income tax relating to items that may be reclassified to profit or (-) loss		85,240	33,047
<b>Total comprehensive income for the year</b>		<b>432,760</b>	<b>367,600</b>
Attributable to minority interest (Non-controlling interest)		3,747	5,632
Attributable to owners of the parent company		429,013	361,968

(\*) Shown for comparative purposes only (see Note 1.4).

The consolidated statement of recognised income and expense, together with the consolidated statements of total changes in equity of Banco Sabadell Group, make up the statement of changes in equity.

Notes 1 through 44 in the report and its Schedules form an integral part of the consolidated statement of changes in equity for 2017.

## Statements of changes in equity of Banco Sabadell Group

Consolidated statements of recognised income and expenses  
For the years ended 31 December 2017 and 2016

Thousand euro

Sources of changes in equity	Capital	Share premium	Equity instruments issued other than capital	Other equity	Retained earnings	Revaluation reserves	Other reserves	(-) Treasury shares	Profit/(loss) attributable to owners of the parent company	(-) Interim dividends	Accumulated other comprehensive income	Minority interests: Accumulated other comprehensive income	Minority interests: Other items	Total
<b>Opening balance 31/12/2016</b>	<b>702,019</b>	<b>7,882,899</b>	-	<b>38,416</b>	-	-	<b>3,805,065</b>	<b>(101,384)</b>	<b>710,432</b>	<b>(111,281)</b>	<b>107,142</b>	<b>172</b>	<b>49,496</b>	<b>13,082,976</b>
Effects of error corrections	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Effects of changes in accounting policies	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Opening balance 31/12/2016</b>	<b>702,019</b>	<b>7,882,899</b>	-	<b>38,416</b>	-	-	<b>3,805,065</b>	<b>(101,384)</b>	<b>710,432</b>	<b>(111,281)</b>	<b>107,142</b>	<b>172</b>	<b>49,496</b>	<b>13,082,976</b>
<b>Total comprehensive income for the period</b>	-	-	-	-	-	-	-	-	<b>801,466</b>	-	<b>(372,453)</b>	<b>35</b>	<b>3,712</b>	<b>432,760</b>
<b>Other changes in equity</b>	<b>1,352</b>	<b>16,328</b>	-	<b>(5,933)</b>	-	-	<b>402,275</b>	<b>(4,959)</b>	<b>(710,432)</b>	<b>(347)</b>	-	-	<b>7,761</b>	<b>(293,955)</b>
Issuance of ordinary shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Issuance of preference shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Issuance of other equity instruments	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Exercise or maturity of other equity instruments issued	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Conversion of debt into equity	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Capital reduction	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends (or remuneration paid to partners) (*)	-	-	-	-	-	-	(168,485)	-	-	(111,628)	-	-	-	(280,113)
Purchase of treasury shares	-	-	-	-	-	-	-	(345,543)	-	-	-	-	-	(345,543)
Sale or cancellation of treasury shares	-	-	-	-	-	-	2,142	340,584	-	-	-	-	-	342,726
Reclassification of financial instruments from equity to liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reclassification of financial instruments from liabilities to equity (**)	1,352	16,328	-	-	-	-	-	-	-	-	-	-	-	17,680
Transfers between equity components (**)	-	-	-	(23,717)	-	-	622,868	-	(710,432)	111,281	-	-	-	-
Increase or (-) decrease in equity arising from business combinations	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Payments based on shares (****)	-	-	-	17,784	-	-	-	-	-	-	-	-	-	17,784
Other increases or (-) decreases in equity	-	-	-	-	-	-	(54,250)	-	-	-	-	-	7,761	(46,489)
<b>Closing balance 31/12/2017</b>	<b>703,371</b>	<b>7,899,227</b>	-	<b>32,483</b>	-	-	<b>4,207,340</b>	<b>(106,343)</b>	<b>801,466</b>	<b>(111,628)</b>	<b>(265,311)</b>	<b>207</b>	<b>60,969</b>	<b>13,221,781</b>

(\*) Breakdown of supplementary dividend (see Note 3).

(\*\*) Breakdown of profit/(loss) during 2016 (see Note 3) and reclassification to other reserves of share-based remuneration schemes expiring during the year and not executed (see Note 34).

(\*\*\*) See Note 23.

(\*\*\*\*) See Note 34.

Notes 1 through 44 in the report and its Schedules form an integral part of the statement of changes in equity at 31 December 2017.

The consolidated statement of recognised income and expense, together with the consolidated statements of total changes in equity of Banco Sabadell Group, make up the statement of changes in equity.



## Statements of changes in equity of Banco Sabadell Group

Consolidated statements of recognised income and expenses

For the years ended 31 December 2017 and 2016

Thousand euro

Sources of changes in equity	Capital	Share premium	Equity instruments issued other than capital	Other equity	Retained earnings	Revaluation reserves	Other reserves	(-) Treasury shares	Profit/(loss) attributable to owners of the parent company	(-) Interim dividends	Accumulated other comprehensive income	Minority interests: Accumulated other comprehensive income	Minority interests: Other items	Total
<b>Opening balance 31/12/2015</b>	<b>679,906</b>	<b>7,935,665</b>	-	<b>14,322</b>	-	-	<b>3,175,065</b>	<b>(238,454)</b>	<b>708,441</b>	-	<b>455,606</b>	<b>(39)</b>	<b>37,149</b>	<b>12,767,661</b>
Effects of error corrections	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Effects of changes in accounting policies	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Opening balance 31/12/2015</b>	<b>679,906</b>	<b>7,935,665</b>	-	<b>14,322</b>	-	-	<b>3,175,065</b>	<b>(238,454)</b>	<b>708,441</b>	-	<b>455,606</b>	<b>(39)</b>	<b>37,149</b>	<b>12,767,661</b>
<b>Total comprehensive income for the period</b>	-	-	-	-	-	-	-	-	<b>710,432</b>	-	<b>(348,464)</b>	<b>211</b>	<b>5,421</b>	<b>367,600</b>
<b>Other changes in equity</b>	<b>22,113</b>	<b>(52,766)</b>	-	<b>24,094</b>	-	-	<b>630,000</b>	<b>137,070</b>	<b>(708,441)</b>	<b>(111,281)</b>	-	-	<b>6,926</b>	<b>(52,285)</b>
Issuance of ordinary shares	15,877	-	-	-	-	-	(15,877)	-	-	-	-	-	-	-
Issuance of preference shares	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Issuance of other equity instruments	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Exercise or maturity of other equity instruments issued	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Conversion of debt into equity	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Capital reduction	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends (or remuneration paid to partners)	-	(106,448)	-	-	-	-	(77,947)	135,695	-	(111,281)	-	-	-	(159,981)
Purchase of treasury shares	-	-	-	-	-	-	-	(322,822)	-	-	-	-	-	(322,822)
Sale or cancellation of treasury shares	-	-	-	-	-	-	15,690	324,197	-	-	-	-	-	339,887
Reclassification of financial instruments from equity to liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reclassification of financial instruments from liabilities to equity	6,236	53,682	-	-	-	-	-	-	-	-	-	-	-	59,918
Transfers between equity components	-	-	-	3,393	-	-	705,048	-	(708,441)	-	-	-	-	-
Increase or (-) decrease in equity arising from business combinations	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Payments based on shares	-	-	-	18,271	-	-	-	-	-	-	-	-	-	18,271
Other increases or (-) decreases in equity	-	-	-	2,430	-	-	3,086	-	-	-	-	-	6,926	12,442
<b>Closing balance 31/12/2016</b>	<b>702,019</b>	<b>7,882,899</b>	-	<b>38,416</b>	-	-	<b>3,805,065</b>	<b>(101,384)</b>	<b>710,432</b>	<b>(111,281)</b>	<b>107,142</b>	<b>172</b>	<b>49,496</b>	<b>13,082,976</b>

Shown for comparative purposes only (see Note 1.4).

Notes 1 through 44 in the report and its Schedules form an integral part of the statement of changes in equity at 2017.

## Consolidated cash flow statements of Banco Sabadell Group

For the years ended 31 December 2017 and 2016

Thousand euro

	Note	2017	2016 (*)
<b>Cash flows from operating activities</b>		<b>15,750,046</b>	<b>4,149,262</b>
Profit/(loss) during the year		805,178	715,853
Adjustments to obtain cash flows from operating activities		1,922,332	2,050,862
Depreciation		402,243	395,896
Other adjustments		1,520,089	1,654,966
Net increase/decrease in operating assets		(1,611,660)	(1,811,380)
Financial assets held for trading		1,911,717	(1,172,098)
Financial assets designated at fair value through profit or loss		(4,699)	36,152
Available-for-sale financial assets		956,589	(2,373,182)
Loans and receivables		(5,175,638)	1,583,632
Other operating assets		700,371	114,116
Net increase/decrease in operating liabilities		14,825,272	3,316,932
Financial liabilities held for trading		(544,592)	338,933
Financial liabilities designated at fair value through profit or loss		4,704	-
Financial liabilities measured at amortised cost		15,677,746	2,481,603
Other operating liabilities		(312,587)	496,396
Collections/Payments due to income tax		(191,076)	(123,005)
<b>Cash flows from investment activities</b>		<b>(1,716,593)</b>	<b>408,441</b>
Payments		(4,044,857)	(1,015,913)
Tangible assets	15	(588,086)	(581,077)
Intangible assets	16	(376,703)	(288,998)
Investments in joint ventures and associates	14	(52,930)	(8,953)
Subsidiaries and other business units	Schedule 1	(400)	(136,885)
Non-current assets and liabilities classified as held for sale		-	-
Investments held to maturity		(3,026,738)	-
Other payments related to investment activities		-	-
Collections		2,328,264	1,424,354
Tangible assets	15, 37	249,029	356,795
Intangible assets		-	-
Investments in joint ventures and associates	14	187,327	85,407
Subsidiaries and other business units	Schedule 1	1,100,869	-
Non-current assets and liabilities classified as held for sale (**)	13, 38	791,038	982,152
Investments held to maturity		-	-
Other collections related to investment activities		-	-

(\*) Shown for comparative purposes only (see Note 1.4).

(\*\*) Includes cash received from disposal of Mediterráneo Vida (€223 million).

Notes 1 through 44 in the report and its Schedules form an integral part of the consolidated cash flow statement for 2017.



## Consolidated cash flow statements of Banco Sabadell Group

For the years ended 31 December 2017 and 2016

Thousand euro

	Note	2017	2016 (*)
<b>Cash flows from financing activities</b>		<b>727,763</b>	<b>52,366</b>
Payments		(764,963)	(787,521)
Dividends (**)		(280,113)	(159,981)
Subordinated liabilities	Schedule 5	(115,790)	(302,373)
Amortisation of own equity instruments		-	-
Acquisition of own equity instruments (**)		(345,543)	(322,822)
Other payments related to financing activities (****)		(23,517)	(2,345)
Collections		1,492,726	839,887
Subordinated liabilities	Schedule 5	1,150,000	500,000
Issuance of own equity instruments		-	-
Disposal of own equity instruments (**)		342,726	339,887
Other collections related to financing activities		-	-
<b>Effect of exchange rate fluctuations</b>		<b>(86,659)</b>	<b>(265,300)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>		<b>14,674,556</b>	<b>4,344,769</b>
<b>Cash and cash equivalents at the start of the year</b>		<b>11,688,250</b>	<b>7,343,481</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>26,362,807</b>	<b>11,688,250</b>
<b>Memorandum item</b>			
<b>CASH FLOWS CORRESPONDING TO:</b>			
Interest received		5,156,766	4,975,485
Interest paid		1,161,233	1,513,810
Dividends received		185,237	27,196
<b>COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>			
Cash		733,923	759,357
Balances of cash equivalents in central banks		25,097,038	10,122,725
Other demand deposits		531,846	806,168
Other financial assets		-	-
Less: bank overdrafts reimbursable on demand		-	-
<b>TOTAL CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>		<b>26,362,807</b>	<b>11,688,250</b>
<i>Of which: held by Group entities but not drawable by the Group</i>			-

(\*) Shown for comparative purposes only (see Note 1.4).

(\*\*) See consolidated statement of changes in equity.

(\*\*\*\*) Net amount of expenses arising from remuneration of debt securities issued (see Note 20).

Notes 1 through 44 in the report and its Schedules form an integral part of the consolidated cash flow statement for 2017.

## NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS OF BANCO SABADELL GROUP

For the years ended 31 December 2017 and 31 December 2016.

### Note 1 – Activity, accounting policies and practices

#### 1.1. Activity

Banco de Sabadell, S.A. (hereinafter, also referred to as Banco Sabadell, the bank or the company), with registered office in Alicante, Avenida Óscar Esplá, 37, engages in banking business and is subject to the standards and regulations governing banking institutions operating in Spain. The functions of prudential supervision of Banco Sabadell on a consolidated basis were taken on by the European Central Bank (ECB) in November 2014.

The bank is the parent company of a corporate group (see Schedule 1) whose activity it controls directly or indirectly and which comprise, together with the bank, Banco Sabadell Group (hereinafter, the Group).

#### 1.2. Basis of presentation

The Group's consolidated annual accounts for 2017 have been prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union applicable at the end of 2017, taking into account Bank of Spain Circular 4/2004 of 22 December and subsequent amendments thereto and other financial reporting regulations applicable to the group, in order to fairly present the group's equity and consolidated financial situation as at 31 December 2017 and the results of its consolidated operations, changes in equity and cash flows in 2017.

The consolidated annual accounts have been prepared based on the accounting records kept by the bank and each of the other entities in the Group, and include adjustments and reclassifications necessary to ensure the harmonisation of the accounting principles and policies and the measurement criteria applied by the Group, which are described below.

The information provided in these consolidated annual accounts is the responsibility of the directors of the Group's parent company. The Group's consolidated annual accounts for 2017 were signed off by the directors of Banco Sabadell at a meeting of the Board of Directors on 01 February 2018 and will be submitted to the shareholders at the Annual General Meeting for approval. It is expected that the shareholders will approve the accounts without significant changes.

Except as otherwise indicated, these consolidated annual accounts are expressed in thousands of euros. In order to show the amounts in thousands of euros, the accounting balances have been subject to rounding; for this reason, some of the amounts appearing in certain tables may not be the exact arithmetic sum of the preceding figures.

Standards	Titles
Amendments to IAS 7	Disclosure initiative
Amendments to IAS 12	Recognition of deferred tax assets for unrealised losses

**Standards and interpretations issued by the International Accounting Standards Board (IASB) coming into effect in 2017**

During 2017, the following standards have come into force and have been adopted by the European Union:

*Amendments to IAS 7 "Disclosure Initiative"*

These amendments introduce additional disclosure requirements to already existing requirements, with the aim of clarifying information provided to the users of financial statements about an entity's financing activities. In particular, they require entities to disclose information that enables users of financial statements to evaluate changes in liabilities arising from financing activities. Although a pre-determined format is not required, it is specified that the presentation of the reconciliation of liabilities at the beginning and end of the year together with cash flows for financing activities is a means of complying with these obligations. To this end, an additional breakdown has been included (see Schedule 5).

*Amendments to IAS 12 "Recognition of deferred tax assets for unrealised losses"*

On 19 January 2016, the IASB published these amendments to IAS 12 – "Income Taxes", which is the standard containing the requirements to measure deferred tax assets and liabilities. The amendments clarify when a deferred tax asset should be recognised for unrealised losses related to debt instruments measured at fair value.

There have been no significant effects caused by the application of these accounting standards on the Group's annual accounts.



### IASB-issued standards and interpretations not yet in effect

At 31 December 2017, the most significant standards and interpretations for the Group that have been published by the IASB but which have not been applied when preparing these consolidated annual accounts, either because their effective date is subsequent to the date thereof or because they have not yet been endorsed by the European Union, are as follows:

<b>Standards and Interpretations</b>	<b>Title</b>	<b>Mandatory for years commencing:</b>
<i>Approved for application in the EU</i>		
IFRS 9	Financial instruments	1 January 2018
IFRS 15	Revenue from contracts with customers	1 January 2018
Clarifications of IFRS 15	Revenue from contracts with customers	1 January 2018
Amendments to IFRS 4	Application of IFRS 9 "Financial Instruments" with IFRS 4 "Insurance contracts"	1 January 2018
IFRS 16	Leases	1 January 2019
<i>Not approved for application in the EU</i>		
Amendments to IFRS 2	Classification and measurement of share-based payment transactions	1 January 2018
Annual improvements to IFRS	Cycle 2014 - 2016	1 January 2017/ 1 January 2018
Amendments to IAS 40	Investment property transfers	1 January 2018
Interpretation of IFRIC 22	Foreign currency transactions and advance consideration	1 January 2018
Interpretation of IFRIC 23	Uncertainty over income tax treatments	1 January 2019
Amendments to IFRS 9	Prepayment features with negative compensation	1 January 2019
Amendments to IAS 28	Long-term interests in associates and joint ventures	1 January 2019
IFRS 17	Insurance contracts	1 January 2021
Annual improvements to IFRS	Cycle 2015 - 2017	1 January 2019

The Group has carried out an assessment of the impacts resulting from these standards and decided not to exercise its option to adopt early, where possible. Similarly, unless otherwise indicated, management estimates that their adoption would not have a material impact on the Group.

Approved for implementation in the EU

*IFRS 9 "Financial instruments"*

Implementation Project

At the end of 2014, the Group began preparatory work for the implementation of IFRS 9. This project has spanned three years (2015, 2016 and 2017) and has been characterised by its cross-cutting nature, as it has had an impact on the Group's processes and systems and on financial reporting governance and controls. This project has been led by a specific committee that has assumed responsibility for the coordination of the various areas of the Group involved and for the timely achievement of the established implementation objectives in order to ensure the satisfactory application of this new standard on the date of its entry into force (1 January 2018).

The aspects covered by the implemented work plan include the documentation of the criteria used for the adoption of the standard and the amendment of accounting policies and workflows, updates to internal and external reporting, the implementation of necessary changes to approaches and systems in order to comply with new requirements, the adaptation of flows for reporting to governing bodies and for reporting between departments as well as approval flows and decision-making flows, changes to the assignment of responsibilities according to the established functions and the design of control procedures relating to the new standard.

There have been two main areas of activity for the implementation of the new standard. On one hand, the analysis of the changes set forth by this standard in relation to the classification of financial instruments for the purpose of their presentation and valuation and, on the other, the analysis of changes in the classification of financial assets based on their default and the estimated impairment losses of financial assets. A brief description of the work carried out in both of these areas of activity is given below:

- *Classification of financial instruments for the purpose of their presentation and valuation:*

An analysis has been made of the business models under which the Group manages its financial assets and of the characteristics of the contractual cash flows of the latter based on events and circumstances as at 1 January 2018, in order to establish their classification into each of the portfolios as set forth by this new standard for the purpose of their presentation and valuation.

- *Classification of financial assets based on their default and impairment losses of financial assets:*

The incorporation of IFRS9 has not entailed a substantial change in the tools and methodologies available to the Group for their management and monitoring, although an assessment has had to be carried out on the way in which the new changes in this standard should be incorporated into the processes and systems already established by the Group. In particular, the entry into force of this standard has entailed:

- The adaptation and implementation in the systems of triggers or indicators which, together with the use of internal ratings-based models aligned with the Group's risk management, are used to determine the classification of each financial asset into one of the three stages defined in the standard and their impairment coverage.

For borrowers assessed collectively, certain thresholds have been set based on a comparison between the current lifetime Probability of Default (PD) and the lifetime PD at origination for each period. These thresholds have been set in such a way that the observed default rates, for a sufficiently long period, are statistically different.

For significant borrowers analysed by means of an individualised assessment, a system of triggers has been established, in which triggers are activated whenever there is a significant increase in credit risk or when there are signs of impairment. The system of triggers covers signs of impairment or weakness by using the definition of:

- Specific triggers that signal when there has been a significant increase in credit risk;
- Specific triggers that signal when there are signs of impairment;
- Triggers that allow an increase in credit risk and signs of impairment to be detected, on the basis of the various early warning thresholds.

A team of expert risk analysts will analyse borrowers that have activated triggers to determine whether there has been a significant increase in credit risk or whether there is any objective evidence of impairment. If there is evidence of impairment, they determine whether the event or events that have given rise to the loss have an impact on estimated future cash flows of the financial asset or a group of financial assets.

- The development of individual and collective assessment tools;
- The development of lifetime calibrations to assess whether there has been a significant increase in credit risk;
- The inclusion of forward-looking information when calculating expected credit losses and determining whether there has been a significant increase in credit risk, for which purpose forward-looking scenario simulation models have been used;
- The application of different scenarios to identify the effect of the non-linearity of losses. To this end, the provisions required in different improbable but plausible scenarios are estimated;
- An estimate has been made of the prepayment rates for different products and segments based on historical data observed (historical data from 2000 onwards). These prepayment rates are used to determine the lifetime expected loss of exposures classified as being under special monitoring. In addition, the agreed amortisation schedule for each operation is used.
- The identification of the following operations with negligible risk to estimate credit risk hedges:
  - transactions with central banks;
  - transactions with general governments of European Union countries, including those deriving from reverse repurchase agreements on government debt securities;
  - transactions with central governments of countries classified in group 1 for the purpose of country risk;
  - transactions in the name of deposit guarantee schemes and resolution funds, provided their credit quality is such that they are equivalent to those of the European Union;



- transactions in the name of credit institutions and specialised lending institutions from countries of the European Union and, in general, from countries classified in group 1 for the purpose of country risk;
- transactions with Spanish reciprocal guarantee companies and government agencies or enterprises from other countries classified in group 1 for the purpose of country risk whose main activity is credit insurance or guarantees;
- transactions with non-financial corporations considered to belong to the public sector;
- advances on the following month's pensions or wages, provided the paying entity is a government agency and the wage or pension is direct credited to Banco Sabadell, and advances other than loans

Throughout 2017, the Group has developed a process which allows losses due to impairment of financial assets, obtained from the application of current accounting regulations at the end of such year (IAS 39), to be compared against those that would be obtained from the application of IFRS 9 (parallel run), with the objective of ensuring the correct implementation of the latter and analysing the new dynamics in the hedges derived from the new standard.

The conclusion of the project to implement IFRS 9 has allowed the Group to adequately estimate its impact on the date of its entry into force and to have the necessary processes, tools and controls in place for its future application.

#### Impacts of the first application of the standard

The main impacts on the Group arising from the first application of this standard are described below:

##### - *Classification of financial instruments for the purpose of their presentation and valuation*

In accordance with the conclusions reached after carrying out an analysis of the business models and the characteristics of contractual cash flows of the financial assets, there is a connection between the portfolios of financial assets that the Group has used for the purpose of their presentation and valuation to prepare its consolidated financial statements for 2017, in which it has applied criteria from IAS 39, and those that have started to be used following the entry into force of IFRS 9, for which reason no significant changes have arisen for the purpose of classifying operations in the consolidated balance sheet.

Thus, in general:

- Debt instruments held by the Group included in the "*Loans and receivables*" and "*Investments held to maturity*" portfolios of IAS 39, that comprise the majority of the Group's financial assets, are managed using a business model that aims to hold financial assets to receive their associated contractual cash flows, therefore they have now been classified in the "*Financial assets at amortised cost*" portfolio of the new standard. Pursuant to the requirements set forth by such standard, the debt instruments assigned to this portfolio will present sales on an infrequent basis or with amounts with limited significance, although the Group considers that the sales of financial assets close to maturity and sales produced due to the increase in credit risk of financial assets or to manage concentration risk will be consistent with the business model with which financial assets classified in this portfolio are managed.

- Debt instruments included in the “*Available-for-sale financial assets*” portfolio largely consist of financial instruments acquired to manage the Group’s consolidated balance sheet and are managed using a mixed business model the objective of which combines the receipt of contractual cash flows and sales, for which reason they have been reclassified into the “*Financial assets measured at fair value through other comprehensive income*” portfolio of the new standard. Under this business model, sales of financial assets are essential, not ancillary, therefore no limitations to the performance of such sales have been established.
- Debt instruments included by the Group in the “*Financial assets held for trading*” portfolio, which mainly correspond to the trading book, and “*Financial assets measured at fair value through profit or loss*” have been classified in the portfolios of the same names established by the new regulations applicable to the Group.

Notwithstanding the foregoing, the new standard requires fixed-income financial instruments classified in the “*Financial assets at amortised cost*” or “*Financial assets measured at fair value through other comprehensive income*” portfolios to have contractual terms and conditions that give rise to cash flows on specific dates consisting solely of payments of principal and interest (SPPI test) on the principal outstanding. Although given the nature of the Group’s business, almost none of its debt instruments have characteristics that give rise to cash flows other than the corresponding payments of principal and interests, at 31 December 2017, there were financial assets classified in the “*Loans and receivables*”, “*Investments held to maturity*” and “*Available-for-sale financial assets*” portfolios amounting to €161 million that did not satisfy the aforementioned contractual terms and conditions, for which reason they have been classified, following the entry into force of IFRS 9, into the portfolio “*Non-trading financial assets necessarily measured at fair value through profit or loss*”. Similarly, financial assets that were included in the portfolio of “*Investments held to maturity*”, amounting to €2,037 million as at 31 December 2017, have been reclassified to the portfolio of “*Financial assets designated at fair value through other comprehensive income*”. Changes in the valuation criteria of financial assets which, in accordance with that described in this paragraph, have been reclassified into other portfolios, have entailed an increase in the balance at which they are recognised on the consolidated balance sheet amounting to €84 million.

Furthermore, following the entry into force of IFRS 9, the Group has chosen to include in the portfolio of “*Financial assets measured at fair value through other comprehensive income*” investments held in equity instruments that should not be classified in the portfolio of “*Financial assets held for trading*”. These equity instruments are included in the “*Available-for-sale financial assets*” portfolio as at 31 December 2017.

The breakdown of the Group's financial assets at 31 December 2017, pooled together in both the portfolios for the purpose of their presentation and valuation used to prepare the consolidated annual accounts for 2017, and in the portfolios in effect following the entry into force of IFRS 9 is shown below:

Million euro

Portfolios used in 2017 consolidated annual account (IAS 39)	Amount	Portfolios used following entry into force of IFRS 9	Amount	Change
Loans and receivables and Investments held to maturity	160,723	Financial assets at amortised cost	158,579	(2,144)
Available-for-sale financial assets	13,181	Financial assets measured at fair value through other comprehensive income	15,248	2,067
Financial assets held for trading	1,573	Financial assets held for trading	1,573	-
Financial assets measured at fair value through profit or loss	40	Financial assets measured at fair value through profit or loss	40	-
		Non-trading financial assets necessarily measured at fair value through profit or loss	161	161
<b>Total</b>	<b>175,517</b>		<b>175,601</b>	<b>84</b>

As indicated previously, as a result of the changes to the portfolios in which financial assets are included for the purpose of their presentation and valuation arising from the first application of IFRS 9, the balance at which these assets were recognised on the Group's consolidated balance sheet as at 1 January 2018 has increased by €84 million which, in turn, has entailed an increase in consolidated equity of €59 million.

On the other hand, in relation to financial liabilities, the portfolios established by IFRS 9 for the purpose of their presentation and valuation are similar to those included in IAS 39, therefore the entry into force of the new standard has had no significant impact on either the classification or the recognition of the Group's financial liabilities.

- *Classification of financial assets based on their default and impairment losses of financial assets*

The Group identifies purchased or originated credit-impaired financial assets at the time of their recognition on the balance sheet. At each reporting date, changes in expected credit losses throughout the expected life of the assets are recorded. Therefore, their estimation always takes into account lifetime expected losses. Furthermore, the interest rate applied to these assets shall be the adjusted Effective Interest Rate (EIR), which incorporates expected cash flows (in the same way as the EIR for other financial assets) and the expected credit losses.

As a result of the first application of IFRS 9, €259 million have been reclassified into the category of doubtful loans. This impact is mainly due to:

- The adaptation of the Group's definition of doubtful to refer to loans over 90 days past-due, which has changed the definition of doubtful exposures due to customer arrears in TSB. This in turn has implied a change in the classification of transactions any part of whose principal, interest or contractually agreed expenses is more than 90 days past-due, although the specific characteristics of purchased or originated credit-impaired transactions have been taken into account. See definition of loans classified under doubtful exposures in item 1.3.4 of this Note.
- The definition of a quantitative criterion based on number of days past-due to classify loans as doubtful due to reasons other than arrears for loans classified as doubtful over the last 12 months.



Of the total of €259 million reclassified into the category of doubtful, €237 million were classified as standard exposures and €22 million as standard exposures under special monitoring.

This increase in doubtful loans due to the entry into force of IFRS 9 has resulted in an impact on the Group's NPL ratio of 18 basis points.

In terms of impairment losses of financial assets, the main impact in like-for-like terms has arisen from applying the expected lifetime loss to transactions in which a significant increase in credit loss has occurred from their recognition and from the introduction of scenarios when considering the non-linearity of the losses.

The entry into force of IFRS 9 has entailed an increase in value adjustments due to asset impairment of €900 million.

The main impact in like-for-like terms has occurred in the category of standard exposures under special monitoring, owing to the application of lifetime expected credit losses and the impact of the non-linearity of the losses which have entailed an increase of twice the value adjustments in respect of those recognised under IAS 39.

For the categories of standard exposure and doubtful exposure, the drivers that have entailed the most significant increases in value adjustments have been the consideration of the non-linearity of losses as well as the increases in Loss Given Default (LGD).

In order to include the non-linearity of losses, 3 macroeconomic scenarios have been considered: one central scenario, one adverse scenario and one favourable scenario. These have been defined at Group level and their likelihood of occurring is of 65%, 20% and 15%, respectively. To carry out the projections of these scenarios, 5-year time horizons are considered. The variables considered are the evolution of GDP, the unemployment rate and housing prices.

The increase in value adjustments has led to an increase in the NPL coverage ratio of the Group of 9.55 percentage points and a decrease in consolidated equity of €630 million.

- *Hedge accounting*

Given that the Group has chosen to continue applying the requirements of IAS 39, the entry into force of IFRS 9 has not had any impact on hedge accounting.

- *Impact on capital*

The new requirements of insolvency provisions required by the entry into force of IFRS 9, as well as the increase in deferred tax assets owing to such increase in provisions, have resulted in an impact of 77 basis points in the fully-loaded CET1 ratio.

#### *IFRS 15 “Revenue from contracts with customers”*

IFRS 15 lays down new requirements for the recognition of revenue based on the principle that an institution should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services.

This principle is reflected in a model for revenue recognition consisting of five steps, in which institutions must identify the separate performance obligations in contracts with customers, allocate the transaction price to the performance obligations identified and recognise revenue when, or as, the institution satisfies its performance obligation. This standard is therefore expected to have a greater impact on companies selling products and services on a combined basis or those that take part in long-term projects, such as telecommunications, software, engineering, construction and real estate companies.

In view of the Group’s core activities and the fact that the standard is not applicable to financial instruments and other contractual rights and obligations under the scope of IAS 39 (IFRS 9, once it comes into effect), the first application of this standard has had no significant impact on the Group’s financial statements.

#### *Clarifications to IFRS 15 “Revenue from contracts with customers”*

These clarifications address the identification of performance obligations, principal versus agent considerations, licensing, as well as some information regarding transition rules.

#### *Amendments to IFRS 4 “Applying IFRS 9 ‘Financial Instruments’ with IFRS 4 ‘Insurance Contracts’*

The objective of these amendments is to address the concerns of some entities, particularly insurance entities, regarding the different effective dates of the first application of IFRS 9 and the new standard on insurance contracts, which has not yet been approved. These concerns relate to the possibility of accounting mismatches and volatility in results if IFRS 9 is applied before the new standard on insurance contracts, as well as the difficulties and costs of implementing both standards.

Therefore, in accordance with IFRS 4, entities who issue insurance contracts may choose from the following two options:

- Reclassification of certain income and expenses arising from designated financial assets from the profit and loss account for the year to equity.
- Temporarily not applying IFRS 9, in the case of entities whose activity predominantly consists of issuing insurance contracts within the scope of IFRS 4.

This amendment has no significant impact on the Group.

#### *IFRS 16 “Leases”*

In January 2016, the IASB published a new standard on leases, which supersedes IAS 17 “Leases”, and establishes new criteria for the identification and accounting of leasing contracts, for both lessors and lessees.

IFRS 16 lays down a control model for the identification of these contracts, distinguishing between lease and service contracts based on the existence of a specified asset controlled by the lessee.

This standard includes significant changes in the accounting of lessees, eliminating the distinction between finance leases and operating leases. The standard requires right-of-use assets and lease liabilities to be recognised on the balance sheet, with the exception of short-term leases or leases of low value assets. This standard does not introduce any significant amendments in the accounting of these contracts by lessors. IFRS 16 also introduces changes in the accounting of sale and leaseback transactions. However, on the date of this standard's first application, banks shall not be required to reassess whether sale and leaseback transactions carried out in previous years resulting in asset disposals comply with the requirements of IFRS 15 in order to be considered as sales. In the specific case of transactions recognised as sale and leasebacks, the lease contracts shall be accounted for following the same criteria as other operating leases in effect at the time of the standard's first application.

Due to the volume of current operating lease contracts in which consolidated entities act as lessees, the Group does not expect significant equity impacts on the consolidated financial statements from the future application of this standard.

#### *Not approved for implementation in the EU*

##### *Amendments to IFRS 2 "Classification and measurement of share-based payment transactions"*

These amendments address specific issues such as the accounting of cash-settled share-based payment transactions that include a performance condition, the classification of share-based payments settled net of tax and certain aspects of the accounting of the amendments to the terms and conditions of share-based payments.

##### *Annual improvements to IFRS "2014-2016 Cycle"*

These improvements include non-urgent amendments to IFRS 1 "First-time Adoption of International Financial Reporting Standards", IFRS 12 "Disclosure of Interests in Other Entities" and IAS 28 "Investments in Associates and Joint Ventures."

##### *Amendments to IAS 40 "Transfers of investment property"*

According to these amendments, it is only possible to record one asset as a real estate investment, or reclassify it to a different item on the balance sheet, when there is evidence that a change in its use has occurred. In particular, in accordance with these amendments, a change in the intended use of the asset does not constitute, in itself, evidence of a change in the use of the asset.

##### *IFRIC 22 "Foreign currency transactions and advance consideration"*

This interpretation refers to the treatment of transactions in a foreign currency when an entity recognises a non-monetary item arising from the payment or receipt of advance consideration before the entity recognises the related asset, expense or income.

In these cases, the exchange rate to be used is that of the date of initial recognition of the payment or receipt of advance consideration. If there are various advance consideration payments, the exchange rate used for each such consideration shall be the exchange rate on the date of their recognition.



#### *IFRIC 23 “Uncertainty over income tax treatments”*

This interpretation is to be applied to the estimation of the tax position when there is uncertainty over income tax treatments. To this end, entities are required to determine whether tax positions for which there is uncertainty should be considered independently or whether they should be considered together and whether it is probable that the relevant authority will accept the uncertain tax treatment that an entity has used or plans to use in its income tax filing:

- if considered probable, the entity will have to determine its tax position consistently with the tax treatment which it has used or plans to use;
- if considered not probable, the entity should reflect the effect of such uncertainty when determining its tax position.

#### *Amendments to IFRS 9 “Prepayment features with negative compensation”*

This amendment allows financial assets whose cash flows represent payments of principal and interest only, with the exception of cases in which their early termination gives rise to payments as compensation by the lending institution to the borrower, to be measured, under certain circumstances, at their amortised cost or fair value with a contra account in equity.

#### *Amendments to IAS 28 “Long-term Interests in associates and joint ventures”*

These amendments clarify that institutions must apply IFRS 9, including their requirements relating to the impairment of financial instruments, to long-term interests in associates and joint ventures forming part of the net investment in the associate or joint venture but which are not valued by the equity method.

#### *IFRS 17 “Insurance contracts”*

IFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts. The objective of IFRS 17 is to ensure that an entity provides relevant information that faithfully represents those contracts.

Pursuant to this standard, insurance contracts combine components of financial instruments and service contracts. Furthermore, many insurance contracts combine cash flows that vary substantially and have a long duration. For the purpose of providing useful information about these aspects, IFRS 17:

- combines the current measurement of future cash flows with the recognition of income throughout the period during which the services set forth in the contracts are provided.
- presents the revenue from the services provided separately from the financial expenses and income relating to these contracts.
- requires entities to decide whether to recognise the entirety of their financial income and expenses relating to insurance contracts in the profit and loss account or whether part of such revenue shall be recognised in the statement of equity.

#### *Annual improvements to IFRS “2015-2017 Cycle”*

The improvements include slight amendments to standards IAS 12 “Income taxes”, IAS 23 “Borrowing costs” and IAS 28 “Investments in associates and joint ventures”.

No accounting principles or valuation criteria that have ceased to be applied in the preparation of the Group’s consolidated annual accounts for 2017 due to any significant effect thereof.

## **Estimates**

The preparation of the consolidated annual accounts requires certain accounting estimates to be made. It also requires that Management exercise judgement in the process of applying the Group's accounting policies. Such estimates could affect the amount of assets and liabilities and the breakdown of contingent assets and liabilities at the date of the consolidated annual accounts, as well as income and expenses during the year.

The main estimates refer to the following items:

- Losses due to the impairment of certain financial assets (see Notes 1.3, 4, 7, 8, 9, and 11).
- The assumptions used in actuarial calculations of liabilities and commitments in respect of post-employment remuneration (see Notes 1.3.17 and 22).
- The useful life of tangible and intangible assets (see Notes 1.3.10, 1.3.12, 15 and 16). The useful lives of intangible assets have been updated during the year. This re-estimation has not given rise to any material impact on the income statement.
- The valuation of consolidated goodwill (see Notes 1.3.12 and 16).
- The provisions and consideration of contingent liabilities (see Notes 01/03/2016 and 22).
- The fair value of certain unquoted financial assets (see Note 6).
- The fair value of real estate assets included in the balance sheet (see Notes 1.3.9, 1.3.10, 1.3.13 and 6).
- The recoverability of non-monetisable deferred tax assets and tax credits (see Note 40).

Although estimates are based on the best information available to management about the current and foreseeable circumstances, final results could differ from these estimates.

### **1.3. Accounting principles and policies and measurement criteria**

The most significant accounting principles and policies, as well as measurement criteria that have been applied in preparing these consolidated annual accounts are as follows:

#### **1.3.1 Consolidation principles**

In the consolidation process a distinction is drawn between subsidiaries, joint ventures, associates and structured entities.

##### *Subsidiaries*

Subsidiaries are institutions over which the Group has control. This occurs when the Group is exposed to or is entitled to variable returns derived from its involvement in the subsidiary and it has the ability to influence those returns through its power over the subsidiary.

For control to exist, the following criteria must be met:

- Power: An investor has power over an investee when it holds rights which provide it with the capacity to direct the relevant activities, i.e. those that significantly affect the investee's returns.
- Returns: An investor is exposed, or is entitled, to variable returns due to his/her involvement in the investee when the returns obtained from such involvement may vary depending on the investee's business performance. The returns may be only positive, only negative or both positive and negative.
- Relationship between power and returns: An investor controls an investee if the investor not only has power over the investee and is exposed or is entitled, to variable returns due to his/her involvement with the investee, but also the ability to use their power to affect the returns obtained due to their involvement with the investee.

At the time of the takeover of a subsidiary, the Group applies the acquisition method provided for in the regulatory framework for business combinations (see Note 1.3.2) except in the case of acquisitions of an asset or group of assets.

The subsidiaries' financial statements are consolidated with the bank's financial statements using the full consolidation method.

Third parties' interests in the Group's consolidated equity are disclosed in the consolidated balance sheet under the heading "*Minority interests (non-controlling interests)*", and the portion of the profit or loss for the year attributable to such interests is reflected in the consolidated profit and loss account under "*Gains/(losses) attributable to minority interests (non-controlling interests)*".

#### Joint ventures

These are institutions subject to joint control agreements whereby decisions on significant activities are made unanimously by the institutions which share control.

Interests in joint ventures are accounted for by the equity method i.e. they are accounted for in terms of the fraction of equity represented by the Group's share of their capital stock, after taking account of any dividends received from them and any other equity disposals.

The Group has not held any investments in joint ventures during 2017.

#### Associates

Associates are institutions over which the Group has a significant influence which generally, although not exclusively, takes the form of direct or indirect interest representing 20% or more of the investee's voting rights.

In the consolidated financial statements, associates are accounted for by the equity method.

#### Structured entities

A structured entity is an entity that has been designed so that voting or other similar rights are not the determining factor when it comes to deciding who controls the entity.

In cases in which the Group holds a stake in an entity, or constitutes an entity, for the purpose of transferring risks or for any other purposes, or to allow customers access to certain investments, whether or not there is control over the entity is determined based on the provisions of the regulatory framework, as described above and, subsequently, a determination is made as to whether or not they should be subject to consolidation. Specifically, the following factors, among others, are considered:

- Analysis of the influence of the Group over the significant activities of the entity that could have an influence on the amount of its returns.

- Implicit or explicit commitments of the Group to provide financial support to the entity.
- Identification of the entity manager and analysis of the remuneration scheme.
- Existence of removal rights (possibility of dismissing managers).
- Significant exposure of the Group to the variable returns on the assets of the entity.

These entities include those known as “Asset securitisation funds”, which are consolidated in cases where, based on the above analysis, it is determined that the Group has maintained control. For these operations, there are contractual agreements for financial aid commonly used in securitisation markets, but there are no significant financial aid agreements other than those established contractually. By reason of the foregoing, it is considered that for virtually all securitisations made by the Group, the risks transferred cannot be derecognised from the asset side of the consolidated balance sheet and the issues of securitisation funds are recognised as liabilities on the Group consolidated balance sheet. At 31 December 2017, there was no significant financial aid from the Group for unconsolidated securitisations.

In the case of investment firms and investment and pension funds managed by the Group (in most cases, retail funds with no legal personality over which the investors acquire proportional units providing them with ownership of the equity managed), they are considered not to meet the regulatory requirements for them to be considered structured entities and they are analysed under the same criteria as subsidiaries.

Such firms and funds are self-sufficient in terms of their activities, and their capital structure does not prevent them from carrying out their activities without further financial aid, for which reason they are not subject to consolidation.

Schedule II provides details of the structured entities of the Group.

In all cases, the consolidation of the results generated by the companies forming part of the Group during a given year is carried out considering only those relating to the period spanning between the acquisition date and year-end. Similarly, the consolidation of the results generated by the companies disposed of during the year is carried out considering only those relating to the period spanning between the start of the year and the disposal date.

In the consolidation process, all material balances and transactions between the companies forming part of the Group have been eliminated, in the proportion corresponding to them based on the applied consolidation method.

The financial and insurance institutions of the Group, both subsidiaries and associates, regardless of the country in which they are located, are subject to supervision and regulation by various bodies. Current laws in the various jurisdictions, along with the need to meet certain minimum capital requirements and carry out oversight activities, are circumstances that could affect the capacity of such institutions to transfer funds in the form of cash, dividends, loans or advances.

Note 2 includes information on the most significant acquisitions and sales that have taken place during the year. Significant information regarding the Group's companies is provided in Schedule 1.



### **1.3.2 Business combinations**

A business combination is a transaction, or any other event, whereby the Group obtains control over one or more businesses. Business combinations are accounted for using the acquisition method.

Under this method, the acquiring entity recognises the assets and liabilities acquired in its financial statements, also considering contingent liabilities, in line with their fair value, including those which were not recognised for accounting purposes by the acquired institution. This method also requires the estimate of the cost of the business combination, which will normally correspond to the consideration paid, defined as the fair value, on the date of acquisition, of the assets delivered, the liabilities incurred against the former owners of the acquired business and the equity instruments issued, if any, by the acquiring entity.

The Group recognises goodwill in the consolidated annual accounts if at the acquisition date there is a positive difference between:

- the sum of the consideration paid and the amount of all minority interests and the fair value of prior interests held in the acquired business, and
- the fair value of recognised assets and liabilities

If the difference is negative, it is recorded under the heading “*Negative goodwill recognised in profit and loss*” in the consolidated profit and loss account.

In cases where the amount of the consideration depends on future events, any contingent consideration is recognised as part of the consideration paid and is measured at fair value on the acquisition date. The costs associated with the transaction do not form part of the cost of the business combination for these purposes.

If the cost of the business combination or the fair value assigned to the acquired institution’s assets, liabilities or contingent liabilities cannot be definitively determined, the initial accounting of the business combination is considered provisional. In any event, the process should be completed within a maximum of one year from the acquisition date and effective as of that date.

Minority interests in the acquired institution are measured on the basis of the proportional percentage of its identified net assets. All purchases and disposals of these minority interests are accounted for as equity transactions when they do not result in a change of control. No profit or loss is recognised in the consolidated profit and loss account and the initially recognised goodwill is not re-measured. Any difference between the consideration paid or received and the decrease or increase in minority interests, respectively, is recognised in reserves.

With regard to non-monetary contributions of businesses to associates or jointly controlled institutions in which control is lost over said businesses, the Group’s accounting policy is to record the full profit or loss in the consolidated profit and loss account, recognising any remaining equity interest at fair value.

### **1.3.3 Measurement of financial instruments and recognition of changes arising in their subsequent measurement**

In general, all financial instruments are initially recognised at fair value (see definition in Note 6) which, unless evidence to the contrary is available, coincides with the transaction price. As a general rule, conventional purchases and sales of financial assets are recognised in the Group’s consolidated balance sheet using the settlement date.

Changes in value of financial instruments originating from the accrual of interest and similar items are recorded in the consolidated profit and loss account, under the headings “*Interest income*” or “*Interest expenses*”, as applicable, with the exception of derivatives (see Note 1.3.5). Dividends received from other companies are recognised in the consolidated profit and loss account for the year in which the right to receive them is originated.

Changes in valuations arising after initial recognition due to reasons other than those mentioned in the preceding paragraph are accounted for on the basis of the classification of financial assets and liabilities:

*Financial assets and liabilities held for trading*

Financial assets and liabilities held for trading include financial assets and liabilities which have been acquired or issued to be sold or repurchased in the short term, or which form part of a portfolio of financial instruments that are identified and managed together and for which activities have been recently carried out to achieve short-term profits. Short positions in securities arising from sales of assets acquired under non-optional repurchase agreements or loans of securities, as well as derivative instruments that do not comply with the definition of a financial guarantee contract and have not been designated as hedging instruments for accounting purposes are also considered to be financial assets and liabilities held for trading.

Derivatives embedded in other financial instruments or other primary contracts are recognised separately as derivatives when the risks and other characteristics are not closely related to those of the primary contracts, provided that the primary contracts are not classified as “*Financial assets held for trading*”, “*Financial assets and liabilities designated at fair value through profit or loss*” or “*Financial liabilities held for trading*”.

Changes in fair value of these instruments are recognised in the consolidated profit and loss account.

*Financial assets and liabilities designated at fair value through profit or loss*

This category includes financial instruments that have been designated, upon initial recognition, as hybrid financial instruments. These do not form part of the financial instruments held for trading and are measured entirely on a fair value basis. It also includes financial assets which are managed together with liabilities under insurance contracts measured at fair value or which are managed in combination with financial liabilities and derivatives for the purpose of significantly reducing overall exposure to interest rate risk.

Changes in fair value of these instruments are recognised in the consolidated profit and loss account.

*Available-for-sale financial assets*

This category includes debt securities and equity instruments which are not investments in subsidiaries, associates or joint ventures and which have not been classified under any other category.

Changes in the fair value of these assets are temporarily recorded, net of taxes, under the heading “*Accumulated other comprehensive income*” in the consolidated statement of equity, unless they are due to foreign exchange differences arising on monetary financial assets that are recognised in the consolidated profit and loss account.

Amounts included under the heading “*Accumulated other comprehensive income*” continue to be included in consolidated equity until the asset from which they have originated is derecognised on the consolidated balance sheet, at which point they are written off against the consolidated profit and loss account, or until an impairment in the value of the financial instrument is determined.

### Loans and receivables

This category includes financial assets which, while not traded on an active market or needing to be recognised at fair value, generate cash flows of a fixed or determinable amount in which the Group's disbursement will be recovered in full, except for reasons related to the borrower's solvency. This category comprises investments associated with typical lending activities such as amounts loaned to customers and not yet repaid, deposits placed with other institutions, regardless of the legal arrangements under which the funds were provided, unquoted debt securities and debts incurred by purchasers of goods or services forming part of the Group's business.

Upon initial recognition, they are recorded at fair value, incorporating all costs directly related to the transaction.

Following initial recognition, they are stated at amortised cost (which consists of the acquisition cost adjusted to take into account principal repayments and the portion allocated in the consolidated profit and loss account, using the effective interest rate method) of the difference between the initial cost and the repayment value at maturity. In addition, the amortised cost is decreased by any reduction in value due to impairment recognised directly as a decrease in the value of the asset or through an allowance or compensatory item of the same value.

The effective interest rate is the discount rate that equals the value of a financial instrument exactly to the estimated cash flows over the instrument's expected life, on the basis of the contractual conditions, such as early repayment options, but without taking into account future credit risk losses. For fixed rate financial instruments, the effective interest rate coincides with the contractual interest rate set at the time of their acquisition, plus, where appropriate, the fees which, because of their nature, may be likened to an interest rate. In the case of a variable-rate financial instruments, the effective interest rate is the same as the rate of return in respect of interest and fees on the instrument, until the first date on which the reference interest rate is reviewed.

Accrued interest calculated using the effective interest rate method is recorded under "*Interest income*" in the consolidated profit and loss account.

### Investments held to maturity

This category includes debt securities which have a specific maturity date, and give rise to payments on pre-established dates for fixed or pre-determined amounts, with a proven capacity and intention for holding these securities to maturity.

The valuation criteria for investments held to maturity are the same as the criteria for loans and receivables.

### Financial liabilities measured at amortised cost

This category comprises those financial liabilities that cannot be classified under any other heading of the consolidated balance sheet and are associated with the normal deposit-taking activity of a financial institution, irrespective of the term or the arrangement involved.

In particular, this category includes capital having the nature of a financial liability. This item corresponds to the amount of financial instruments issued by the Group which, although they are treated as capital for legal purposes, do not qualify for classification as consolidated equity for accounting purposes. They consist mainly of issued shares that do not carry voting rights on which a dividend is paid based on a fixed or variable rate of interest.

Following initial recognition they are stated at amortised cost applying the same criteria as those applicable to loans and receivables and investments held to maturity. Interest accrued calculated using the effective interest rate method is recorded under "*Interest expenses*" in the consolidated profit and loss account. However, if the Group has discretionary powers with regards to the payment of coupons associated with the financial instruments issued and reclassified as financial liabilities, the Group's accounting policy consists in recognising them by charging them to reserves.

The fair value of the Group's financial instruments at 31 December 2017 and 2016 is included in Note 6.

#### **1.3.4 Impairment of financial assets**

A financial asset is deemed to be impaired and therefore its carrying value is adjusted to reflect the effect of such impairment when there is objective evidence that an event has occurred, or that various events have occurred, and their combined effect have given rise to:

- For debt instruments, including loans and debt securities, a negative impact on future cash flows estimated at the time the transaction was formalised.
- For equity instruments, a situation in which their carrying values will not be recovered.

As a general rule, the carrying amount of impaired financial instruments is adjusted with a charge to the consolidated profit and loss account for the period in which the impairment becomes known. The recoveries of previously recognised impairment losses are reflected, if appropriate, in the consolidated profit and loss account for the year in which the impairment is reversed or reduced. However, the recovery of previously recorded impairment losses relating to equity instruments classified as available-for-sale financial assets is recognised under the heading "*Accumulated other comprehensive income*" in the consolidated statement of equity.

The impairment on financial assets is calculated depending on the type of instrument and other circumstances that could affect it, taking into account the guarantees received. The Group recognises both allowance accounts, when insolvency provisions are established to cover estimated losses, and direct write-downs against the asset concerned when recovery is deemed to be remote.

In general terms, contractually accrued interests cease to be recognised in the consolidated profit and loss account for all debt instruments classed as impaired. If such interests are subsequently recovered, the amount received is recognised in the consolidated profit and loss account.

#### **Debt instruments measured at amortised cost**

To determine impairment losses, the Group monitors borrowers individually, at least those who are significant borrowers, and collectively, for groups of financial assets with similar credit risk characteristics indicative of the capacity of borrowers to satisfy their outstanding payments. When a specific instrument cannot be included in any group of assets with similar risk characteristics, it is analysed on a solely individual basis to determine whether it is impaired and, if so, to estimate the losses due to impairment.

The Group has policies, methods and procedures in place to estimate losses that may arise as a result of its credit risks, both due to insolvency attributed to counterparties and due to country risk. These policies, methods and procedures are applied when granting, assessing and formalising off-balance sheet debt instruments and exposures, and when identifying their possible impairment and, where applicable, when calculating the necessary amounts to cover such estimated losses.



### **Classification of transactions on the basis of credit risk attributable to insolvency**

The Group has set forth criteria that allow borrowers showing weaknesses or objective evidence of impairment to be identified and classified in line with their credit risk.

The following sections explain the principles and classification methodology used by the Group.

#### **Definition of classification categories**

Debt instruments not included in the portfolio of financial assets held for trading and off-balance sheet exposures are classified in terms of credit risk attributable to insolvency into one of the following categories:

- Standard exposures:
  - Transactions which do not meet the requirements to enable them to be classified into other categories.
  - Standard exposures under special monitoring: transactions that, while not meeting the criteria for individual classification as doubtful exposures or write-offs, present weaknesses that may lead to the incurrence of losses exceeding those on other similar transactions classified as standard exposures.
- Doubtful exposures:
  - As a result of borrower arrears: transactions any part of whose principal, interest or contractually agreed expenses is, in general, more than 90 days past-due, although the specific characteristics of the markets in which overseas subsidiaries operate and the characteristics of purchased or originated credit-impaired transactions are taken into account, unless they should be classed as write-offs. This category also includes guarantees given if the guaranteed party has fallen into in arrears in the guaranteed transaction. This category also includes the amounts of all of a borrower's transactions when such transactions have amounts which are generally, as previously indicated, more than 90 days past-due, and exceed 20% of the amounts pending collection (outstandings).
  - For reasons other than borrower arrears: transactions which are not classifiable as write-offs or doubtful exposures due to borrower arrears, but for which there are reasonable doubts concerning their full repayment under the contractual terms; as well as off-balance sheet exposures not classified as doubtful due to borrower arrears, whose payment by the Group is likely, but whose recovery is doubtful.
- Write-off risk:

The Group derecognises from the consolidated balance sheet transactions for which the possibility of recovery is considered remote after an individual assessment. This category includes risks of customers who are in bankruptcy proceedings filing for liquidation and transactions classified as doubtful due to arrears with payments over four years past-due, except balances that have sufficient efficient guarantees. It also includes transactions which, despite not being in any of the two previous situations, are undergoing a manifest and irreversible deterioration of their solvency.

In the past, the Group has derecognised from the consolidated balance sheet any amount recorded together with its provision, without prejudice to any actions that may be taken to collect payment, until no more rights to collect payment exist, whether due to transfer, discharged loans or any other reasons.

### **Classification criteria for transactions**

The Group applies diverse criteria to classify borrowers and transactions under the different categories based on their credit risk. These criteria include:

- Automatic criteria;
- Specific refinancing criteria; and
- Criteria based on indicators.

Automatic factors and specific criteria for classifying refinancing operations constitute the classification and cure algorithm and are applied to the entire portfolio.

Similarly, for the purpose of allowing any weaknesses or impairment of transactions to be detected early, the Group has established indicators or “triggers”, distinguishing between significant and non-significant borrowers. In particular, non-significant borrowers who, once the automatic classification algorithm has been applied, do not meet any of the criteria based on which they would be classed as doubtful or under special monitoring are evaluated using indicators which aim to identify any signs of weakness that could lead to the incurrence of losses exceeding those on other similar transactions classified as standard exposures. This trigger is based on the best current estimate of the probability of each transaction being downgraded to the doubtful category (synthetic trigger).

Transactions classified as doubtful are reclassified as standard exposures when, as a consequence of the full or partial collection of defaulted amounts in the case of transactions classed as doubtful due to arrears, or for having exceeded the grace period for reasons other than arrears, the reasons for which they were classified as doubtful no longer exist, unless other reasons make it advisable to keep them in this category.

As a result of these procedures, the Group classifies its borrowers into the categories of standard exposure, under special monitoring or doubtful due to borrower arrears, or maintains them in the category of standard exposure.

### **Individual risk**

The Group has established an exposure threshold to determine which borrowers are significant based on their exposure at default (EAD) parameter.

For significant borrowers, a system of indicators has been established which allows any weaknesses or signs of impairment to be identified. An expert team of risk analysts analyses borrowers that have triggered indicators to determine whether any weaknesses exist or whether there is any objective evidence of impairment. If there is evidence of impairment, they determine whether the event or events that have given rise to the loss have an impact on estimated future cash flows of the financial asset or its group.

The indicators system for significant borrowers is automated and takes into account the particular characteristics of segments that perform differently to the loan portfolio. The indicators system seeks to identify the following aspects:

- Significant financial difficulties of the issuer or obligor: these are indicative of an impairment event insofar as their classification as being significant limits the ability of the issuer or obligor to honour their financial obligations.
- To identify impairment, it is necessary to consider both variables which are indicative of a poor economic and financial situation and variables that are the potential cause or which anticipate this poor economic and financial situation.
- Non-compliance with contractual clauses, defaults or delays in the payment of interest: in addition to defaults longer than 90 days, which form part of the automatic classification algorithm, defaults and delays of less than 90 days are also identified, as these can be a sign of impairment.
- Borrowers are granted concessions or benefits due to their financial difficulties that would not otherwise be considered: the act of granting refinancing to a debtor in financial difficulties may prevent or delay their failure to comply with their obligations whilst at the same time preventing or delaying the recognition of the impairment associated with the financial asset linked to that debtor.
- Probability of the borrower becoming insolvent: in cases in which there is a high probability of borrowers going bankrupt or entering restructuring proceedings, the solvency of the issuers and obligors is ostensibly affected, and could give rise to a loss event depending on the impact on estimated future cash flows pending collection.
- The disappearance of an active market for the financial asset due to financial difficulties: the discontinuance of financial assets issued by the obligor or issuer could give rise to a complicated economic and financial situation and therefore a reduced capacity to honour payment obligations.

The Group carries out an annual review on the reasonableness of the thresholds and of the scopes of individual assessments resulting from the application of such thresholds.

The defined levels place a volume of borrowers that allows the total credit exposure to be reasonably hedged above the materiality threshold, and these borrowers should therefore be subject to an expert individual analysis.

### **Collective risk**

The Group has defined a synthetic indicator for borrowers who have been classed below the materiality threshold and who, in addition, have not been classified as doubtful exposures or under special monitoring by the automatic classification algorithm. The Group uses this indicator to identify exposures that exhibit weaknesses that could potentially result in losses higher than losses on other similar transactions classified as standard exposure. The Group has set thresholds which, once breached, result in these exposures automatically being classified as standard exposure under special monitoring due to their associated weaknesses.

## **Refinancing and restructuring operations**

Credit risk management policies and procedures applied by the Group guarantee a detailed monitoring of borrowers, and demonstrate the need to make provisions when there is evidence of impairment to their solvency (see Note 4). For this purpose, the Group creates the insolvency provisions for transactions in which the borrower's circumstances requires them, prior to formalising the restructuring/refinancing operations, which should be understood as follows:

- Refinancing operation: this is granted or used for economic or legal reasons associated with current or foreseeable financial difficulties of the borrower in order to cancel one or more operations granted by the Group, or to bring outstanding payments for such fully or partly up to date, to enable borrowers to pay their debt (principal and interest) when they are unable, or will predictably soon be unable, to honour their payment obligations in due time and form.
- Restructuring transactions: financial terms and conditions of a transaction are amended for economic or legal reasons associated with current or foreseeable financial difficulties of the borrower in order to facilitate the repayment of their debt (principal and interest) when they are unable, or will predictably soon be unable, to meet such terms and conditions in due time and form, even when this amendment is already envisaged in the contract. Restructured transactions are those in which the terms and conditions are amended to extend the period to maturity, to amend the repayment schedule to reduce the amounts of short-term repayments or to reduce the repayment frequency, or to establish or extend the grace period for the repayment of principal, interest, or both, unless it can be proven that the terms and conditions are being amended for reasons other than borrowers' financial difficulties and which are equivalent to the terms that would be applied by other institutions on the market for similar risks.

The formalisation of amendments to contractual terms and conditions does not entail any significant additional deterioration of the borrowers' circumstances that will require the creation of additional provisions.

If a transaction is classified under a specific risk category, the refinancing operation does not entail any automatic improvement in its risk classification. In terms of refinanced operations, the algorithm initially classifies them based on their characteristics, mainly that borrowers are encountering financial difficulties and the existence of certain clauses such as long grace periods. The algorithm then changes its initial classification in line with the set cure periods. A reclassification into a lower risk category shall only be considered if there is a quantitative or qualitative increase in efficient guarantees backing the transaction and if there has been a significant improvement in the continuous recovery of the debt over time, therefore the act of refinancing does not in itself produce any immediate improvements.

With regard to refinanced/restructured loans classified as standard exposure, different types of transactions are specifically assessed to reclassify them, if applicable, into a higher risk category using the same categories described in the previous section (i.e. assets whose repayment is considered doubtful as a result of borrower arrears when payments are, in general, over 90 days past-due, or for reasons other than borrower arrears, when there are reasonable doubts concerning their recoverability).

Estimated losses due to credit impairment that are consistent with the accounting classification of the risk are provisioned for as soon as they are identified.

The methodology used to estimate losses for these portfolios is generally similar to that used for other financial assets measured at amortised cost, but it is considered that, a priori, a transaction that has had to be restructured to enable payment obligations to be satisfied should have a higher loss estimate than a transaction that has never suffered default (unless there are sufficient additional effective guarantees to justify otherwise).

After the initial rating of the transaction, the change to a lower risk category must be supported by significant evidence of improvement in the expected recovery of the transaction, either because the borrower has been consistently honouring their payment obligations over a prolonged period of time or because the initial debt has been significantly repaid. Nevertheless, that transaction shall continue to be identified as a restructuring or refinancing operation.

### **Hedge accounting**

The Group applies the following criteria when calculating hedges for credit risk losses.

In terms of transactions identified as having no appreciable risk (mostly those carried out with central banks, general governments, public enterprises and financial institutions belonging to the European Union or certain countries considered to be risk-free), a percentage coverage of 0% is applied, except in the case of transactions classed as doubtful exposures, for which the impairment is estimated individually. During this estimation process, calculations are made of the amount required to hedge credit risk attributable to the borrower on one hand and credit risk attributable to country risk on the other. If there are concurrent reasons to hedge both credit risk attributable to the borrower and that attributable to country risk, the most stringent hedging criteria are applied.

The exposure metrics considered by the Group to hedge this risk are the currently drawn balances and the estimate of the amounts expected to be disbursed in the event of entry into default of off-balance sheet exposures through the application of a credit conversion factor (CCF).

For transactions classified as doubtful exposures, an estimate is made of the incurred losses, understood as the difference between the current gross carrying amount of the exposure and the present value of the estimated future cash flows, as described further on in this document.

The Group uses shorter time horizons in certain segments when there is evidence to suggest that the reclassification procedures can ensure that loss events are detected sooner.

Subsequently, these cash flows are updated by applying the effective interest rate of the instrument (if its interest rate is fixed) or by applying the effective contractual interest rate on the date on which they are updated (if the interest rate is variable).

The following sections describe the different methodologies employed by the Group.

### **Individual provisioning estimations**

The following must be estimated individually:

- Hedges of doubtful exposures of borrowers individually considered to be significant.
- Where applicable, the transactions or borrowers whose characteristics do not allow a collective calculation of impairment to be carried out.
- Transactions identified as having no appreciable risk classified as doubtful exposures, both due to arrears as well as for reasons other than arrears.



The Group has developed a methodology to estimate these hedges, calculating the difference between the gross carrying amount of the transaction and the updated value of the estimated cash flows expected to be collected, discounted using the effective interest rate. For this purpose, the effective guarantees received are taken into account. In order to determine the amount that can be recovered using these guarantees the average parameters used in the collective impairment estimation models are used, adapting them, when relevant, to the best information available in the individual analysis.

Three methods are established to calculate the recoverable value of assets which are assessed individually:

- Discounted cash flow: debtors who are estimated to be able to generate future cash flows through the performance of their own business activities and the economic and financial structure of the company, whereby they can repay the debt owed in part or in full. This involves the estimation of cash flows generated by the borrower through their business activity.
- Recovery of collateral: debtors who do not have the capacity to generate cash flows through the performance of their own business activities and who are then forced to liquidate assets in order to meet their payment obligations. Involves the estimation of cash flows based on the enforcement of the guarantees.
- Combined approach: debtors who are estimated to be able to generate future cash flows and also have non-core assets. These flows can be supplemented with the potential sale of non-core assets, insofar as that they are not required for the performance of their activity, and subsequently, for the generation of the aforementioned future cash flows.

#### Collective allowance estimations

The following must be estimated collectively:

- Exposures classed as standard exposures (including those exposures classed as under special monitoring), for which the Group believes that a loss has been incurred, but not reported, (“IBNR coverage”), as the impairment has not been revealed in the transactions analysed individually.
- Exposures classed as doubtful which are not analysed using individual hedging estimates.

When calculating collective impairment losses, the Group, pursuant to the Implementation Guidance on IAS 39 and the guidance issued by ESMA on IAS 39, has taken the following aspects into consideration:

- The process to estimate impairment takes all credit exposures into account, except for those non-doubtful exposures with no appreciable risk, for which the methods established by Bank of Spain will be used, based on the data and statistical models which add up the average performance of entities in the Spanish banking sector. The Group recognises an impairment loss equal to the best estimation available from internal models, taking into account all of the relevant information which the Group holds on the current conditions at the end of the period which is being reported on.

- For the purpose of carrying out a collective impairment evaluation, financial assets are pooled together based on the similarity of their characteristics with regard to credit risk, for the purpose of estimating differentiated risk parameters for each group of similar assets. This segmentation differs for each estimated risk parameter. The segmentation takes into account the historical loss experience observed for a homogeneous group of assets (segment), once it has been adjusted to the current economic situation, which is representative of the losses incurred but not reported in this segment. This segmentation screens risk, is aligned with risk management and is used in the Group's internal models for various purposes by the internal control units and the supervisor. Lastly, it is subject to recurring back-testing exercises and the regular updates and reviews of the estimations in order to ensure that all of the information available is included.

#### Classification and hedging of credit risk attributable to country risk

Country risk is the risk arising in counterparties resident in a specific country for reasons other than ordinary commercial risk (sovereign risk, transfer risk or risks derived from international financial activity). The Group classifies transactions conducted with third parties into different groups depending on the economic changes of countries, their political situation, the regulatory and institutional framework and payment capacity and experience, and assigns different percentages of insolvency provisions to each transaction.

Assets considered doubtful due to the materialisation of country risk are transactions in which the final borrowers are resident in countries experiencing long-term difficulties to honour their debt obligations and for which the possibility of recovery is considered doubtful, as well as other off-balance sheet exposures whose recovery is considered remote due to circumstances attributable to the country.

The provisioning levels for this item are not significant in terms of the hedges for impairment created by the Group.

#### **Guarantees**

Effective guarantees are collateral and personal guarantees proven by the Group to be a valid means of mitigating credit risk.

Under no circumstances will guarantees whose effectiveness significantly depends on the credit quality of the debtor, or where applicable, the economic group of which the debtor forms part, be accepted as effective guarantees.

Based on the foregoing, the following types of guarantees can be considered as effective:

- Real estate guarantees applied as real estate mortgages, provided that they are first mortgages.
  - Completed buildings and parts thereof:
    - Housing units.
    - Offices, commercial premises and multi-purpose industrial buildings.
    - Other buildings, such as non-multi-purpose industrial buildings and hotels.
  - Urban land and regulated building land.
  - Other real estate.
- Collateral in the form of pledged financial instruments:
  - Cash deposits.
  - Equity instruments in listed entities and debt securities issued by creditworthy issuers.
- Other collateral:

- Personal property received as collateral.
  - Subsequent mortgages on properties.
- Personal guarantees such that direct and joint liability to the customer falls to the new guarantors, whose solvency is sufficiently verified to ensure the full redemption of the transaction under the terms set forth.

The Group has criteria for the valuation of collateral for assets located in Spain, which are aligned with current legislation. Specifically, the Group applies criteria for the selection and recruitment of valuation providers geared towards guaranteeing the independence of the same and the quality of the valuations. All such providers are valuation companies and agencies registered with the Bank of Spain Special Registry for Valuation Companies. The valuations are carried out in accordance with the criteria set forth in Order ECO/805/2003 on valuation regulations for property and certain rights related to particular financial objectives.

Real estate guarantees for credit transactions and property are valued at their origination or registration date. In terms of property, they are valued irrespective of whether they are registered by means of purchase, foreclosure or payment in kind and whenever the asset suffers a significant reduction in value. Additionally, minimum updating criteria are applied, whereby impaired assets (special monitoring, doubtful exposures and foreclosed properties or received in lieu of debt) are guaranteed to be updated at least annually and large debts in a standard situation with no signs of latent risk are guaranteed to be updated at least once every three years. Statistical methodologies are only used to update valuations for the assets described above when they have reduced exposure and risk, although a full ECO valuation (an official valuation) must be carried out at least every three years.

For assets located in the rest of the European Union, the valuation is carried out in accordance with that set forth in Royal Decree 716/2009 of 24 April, and in the rest of the world, by companies and/or experts with recognised expertise in the country.

To estimate credit loss allowances, the Group has developed internal methodologies in order to determine the recoverable amount of real estate guarantees, which use the appraisal value as a starting point. This appraisal value is adjusted considering the time required to enforce such guarantees, price trends and the Group's capacity and experience in realising the value of similar properties in terms of prices and terms, as well as the costs of enforcement, maintenance and sale.

### **General comparison between credit risk provisions and real estate asset impairment provisions**

The Group has established backtesting methodologies to compare estimated losses against actual losses.

As a result of this backtesting exercise, the Group has established amendments to the internal methodologies when the backtesting shows significant differences between the estimated losses and actual losses.

Both these methodologies and the backtesting exercises are reviewed by the internal control division.

### **Debt instruments designated at fair value**

The amount of losses due to impairment incurred in debt securities included under the heading of “*Available-for-sale financial assets*” is equal to the positive difference between their cost of acquisition, net of any amortisation of principal, and their fair value less any loss due to impairment previously recognised in the consolidated profit and loss account.

When there is objective evidence to suggest that a decline in their fair value is due to impairment, unrealised losses recognised directly under the “*Accumulated other comprehensive income*” heading in the consolidated statement of equity are immediately recorded in the consolidated profit and loss account. To conclude as to the existence of objective evidence of impairment in the value of debt instruments, the Group analyses events that might potentially cause losses. In general, the Group considers the following as signs of impairment:

- an increase in the probability that the issuer will undergo financial restructuring;
- the disappearance of an active market for the financial asset in question; and
- a downgrade of its credit rating.

For sovereign debt instruments, the assessment of possible impairments is made by assessing changes in stock market trading caused mainly by changes in risk premiums and by the continuous assessment of solvency.

If, after an impairment has been recognised, the losses are fully or partly recovered, their amount is recognised in the consolidated profit and loss account for the year in which they were recovered.

### **Equity instruments**

The amount of losses due to impairment incurred in equity instruments included under the heading “*Available-for-sale financial assets*” is equal to the positive difference between their cost of acquisition, net of any amortisation of principal, and their fair value less any loss due to impairment previously recognised in the consolidated profit and loss account.

When there is objective evidence to suggest that a decline in their fair value is due to impairment, unrealised losses recognised directly under the “*Accumulated other comprehensive income*” heading in the consolidated statement of equity are immediately recorded in the consolidated profit and loss account.

To conclude as to the existence of objective evidence of an impairment in value of equity instruments, the Group assesses whether there has been a prolonged or significant decline in the fair value of the investment to a value below its cost. In particular, the Group impairs these investments when there is a decline in their fair value, calculated individually, over a period longer than 18 months or when the fair value declines by 40% or more, taking into consideration the number of instruments held for each individual investment and their unit share price.

For unquoted equity instruments, the Group makes a discounted cash flow valuation using directly observable market variables and/or data such as a published net asset value, or comparable data and sector multipliers of similar issuers in order to determine value adjustments. Equity instruments valued at their acquisition cost are exceptions and are not significant in terms of the Group’s consolidated annual accounts. At 2017 and 2016 year-end there were no investments in listed equity instruments for which their quoted market price at year-end has not been considered as a reference of their fair value.

If, after an impairment has been recognised, all or part of such losses are recovered, their amount is recognised under the heading “*Accumulated other comprehensive income*” in the consolidated statement of equity.

In the case of equity interests in associates included under the heading “*Investments in joint ventures and associates*”, the Group estimates impairment losses for each of them by comparing the recoverable amount against the carrying value of the investments. The recorded impairment is the result of an individual assessment of the investees portfolio which are assessed based on their net asset value or based on projections of their results, pooling them into activity sectors (real estate, renewable energy, industrial, financial, etc.) and evaluating the macroeconomic factors specific to that sector that could affect the performance of such companies, in order to estimate their value in use.

Specifically, insurance investees are assessed by applying the market consistent embedded value methodology, companies related to real estate are assessed based on their net asset value, and financial investees based on multiples of their book value and/or the profit from other comparable listed companies.

Losses due to impairment are recorded in the consolidated profit and loss account for the year in which they took place and subsequent recoveries are recognised in the consolidated profit and loss account for the year in which they were recovered.

#### **1.3.5 Hedging operations**

The Group uses financial derivatives to (i) to supply them to customers requesting such derivatives, (ii) manage risks associated with the Group’s proprietary positions (hedging derivatives), and (iii) realise gains as a result of price fluctuations. The Group uses both derivatives traded on organised markets and those traded bilaterally with counterparties on over-the-counter (OTC) markets.

Financial derivatives that do not qualify for designation as hedging instruments are classified as derivatives held for trading. To be designated as a hedging instrument, a financial derivative must meet the following criteria:

- It must cover exposure to changes in the value of assets and liabilities caused by interest rate and/or exchange rate fluctuations (fair value hedge), exposure to changes in the estimated cash flows originating in financial assets and liabilities, commitments and highly probable forecast transactions (cash flow hedge), or the exposure associated with net investments in foreign operations (hedge of net investments in foreign operations).
- The derivative must effectively eliminate a risk that is inherent in the hedged item or position over the entire expected term of the hedge, in terms of both prospective and retrospective efficiency. To this end, the Group analyses whether, at the time the hedge is arranged, it is expected to operate, under business-as-usual conditions, with a high degree of effectiveness and verifies, throughout the life of the hedge and using effectiveness tests, that the effectiveness of the hedge varies between 80% and 125% with respect to the hedged item.
- Suitable documentation must be available to show that the financial derivative has been acquired specifically to provide a hedge for certain balances or transactions and to show how effective coverage was to be achieved and measured, provided that this is consistent with the Group’s risk management processes.

Hedges are applied to either individual items and balances (micro-hedges) or to portfolios of financial assets and liabilities (macro-hedges). In the latter case, the set of financial assets and liabilities being collectively hedged share the same type of risk, which is determined when the interest rate sensitivities of the individual hedged items are similar.



Changes that take place after the designation of the hedge in the measurement of the financial instruments designated as hedged items and financial instruments designated as hedging instruments are recorded as follows:

- In fair value hedges, differences arising in the fair value of the derivative and the hedged item attributable to the hedged risk are recognised directly in the consolidated profit and loss account; the balancing entries consist of the consolidated balance sheet headings in which the hedged item is recorded or under the "Derivatives – Hedge accounting" heading, as appropriate.

In fair value hedges of interest rate risk in a portfolio of financial instruments, gains or losses arising when the hedging instrument is measured are recognised directly in the consolidated profit and loss account. Losses and gains arising from changes in the fair value of the hedged item attributable to the hedged risk are recognised in the consolidated profit and loss account with a balancing entry under the heading "Fair value changes of the hedged items in portfolio hedge of interest rate risk" on the asset side or the liabilities side of the consolidated balance sheet, as applicable. In this case, effectiveness is assessed by comparing the overall net position of assets and liabilities in each time period with the hedged amount designated for each one of them, and the ineffective portion is immediately recorded in the consolidated profit and loss account.

- In cash flow hedges, differences in the value arising in the effective portion of hedging instruments are recorded under "Accumulated other comprehensive income - hedging derivatives" heading. "Cash flow hedges (effective portion)" of the consolidated statement of equity. These differences are recognised in the consolidated profit and loss account when the gains or losses of the hedged item are recognised, when the envisaged transactions are performed or on the date of maturity of the hedged item.
- In hedges of net investments in foreign operations, measurement differences in the effective portion of hedging instruments are recorded temporarily in the consolidated statement of equity under "Accumulated other comprehensive income – Hedges of net investments in foreign operations (effective portion)". These differences are recognised in the consolidated profit and loss account when the investment in a foreign operation is disposed of or derecognised from the consolidated balance sheet.
- Measurement differences in hedging instruments relating to the ineffective portion of cash flow hedging transactions and net investments in foreign operations are recognised in the consolidated profit and loss account under the heading "Net trading income".

If a derivative which is treated as a hedging derivative does not meet the above requirements due to its termination, ineffectiveness, or for any other reason, it will be treated as a derivative held for trading for accounting purposes.

When a fair value hedge is discontinued, any previous adjustments made to the hedged item are charged to the income statement using the effective interest rate method, recalculated as of the date on which the item ceased to be hedged. The previous adjustments must be fully amortised by the maturity of the item that was previously hedged.

Where a cash flow hedge is discontinued, the accumulated income on the hedging instrument recognised in the consolidated statement of equity under "*Accumulated other comprehensive income*" (while the hedge was in effect) will continue to be recognised under that heading until the hedged transaction takes place, at which time the gain or loss will be recognised in the income statement, unless the hedged transaction is not expected to take place, in which case it will be recognised in the income statement immediately.

### **1.3.6 Financial guarantees**

Contracts by which the Group undertakes to make specific payments for a third party in the event of the third party failing to do so, irrespective of their legal form are considered financial guarantees. These can take the form of, amongst others, bonds, bank guarantees, insurance contracts or credit derivatives.

The Group recognises financial guarantee contracts under the heading “*Financial liabilities measured at amortised cost - Other financial liabilities*” at their fair value which, at inception and unless otherwise evidenced, is the present value of the expected fees and returns to be received. At the same time, the Group recognises fees and similar income received at the commencement of the operations and the accounts receivable for the present value of future cash flows pending collection as loans on the asset side of the balance sheet.

In the particular case of long-term guarantees given in cash to third parties within the framework of service contracts, when the Group guarantees a certain level or volume in terms of the provision of such services, it initially recognises these guarantees at their fair value. The difference between their fair value and the disbursed amount is considered as an early payment or collection for the provision of this service, and this is recorded in the consolidated profit and loss account during the period for which such service is provided. Subsequently, the Group applies analogous criteria to debt instruments valued at amortised cost.

Financial guarantees are classified according to the insolvency risk attributable to the customer or the transaction and in appropriate cases an assessment is made of the need to make provisions for such guarantees by applying similar criteria for debt instruments valued at amortised cost.

Income from security instruments are recorded under the heading “*Fee and commission income*” in the consolidated profit and loss account and are calculated applying the rate laid down in the related contract to the nominal amount of the guarantee. Interest from long-term guarantees given in cash to third parties is recognised by the Group under the heading “*Interest income*” in the consolidated profit and loss account.

### **1.3.7 Transfers and derecognition of financial instruments from the balance sheet**

Financial assets are only derecognised from the consolidated balance sheet when they no longer generate cash flows or when their inherent risks and benefits have been substantially transferred to third parties. Similarly, financial liabilities are only derecognised from the consolidated balance sheet when the obligations generated by the liabilities have expired or are acquired for settlement or resale.

Note 4 provides details of asset transfers in effect at the end of 2017 and 2016, indicating those that did not involve the derecognition of the asset from the consolidated balance sheet.

### **1.3.8 Offsetting of financial instruments**

Financial assets and liabilities are only offset in order to be included in the consolidated balance sheet when the Group has a legally enforceable right to offset the amounts recognised in such instruments and intends to settle them at their net amounts or to realise the asset and settle the liability simultaneously.

### **1.3.9 Non-current assets and assets and liabilities included in disposal groups classified as held for sale and discontinued operations**

The “*Non-current assets and disposal groups classified as held for sale*” heading on the consolidated balance sheet comprises the carrying values of assets – stated individually or combined in a disposal group, or as part of a business unit that the Group intends to sell (discontinued operations) – which are very likely to be sold in their current condition within one year of the date of the consolidated annual accounts.

It can therefore be assumed that the carrying value of an asset of this kind, which may be of a financial or non-financial nature, will be recovered through the disposal of the item concerned rather than from its continued use.

Specifically, real estate or other non-current assets received by the Group in full or partial settlement of borrowers’ payment obligations are treated as non-current assets held for sale, unless the Group has decided to make continued use of the assets or include them in its rental operations. Investments in joint ventures or associates that meet these criteria also qualify as non-current assets held for sale. For all of these assets, the Group has specific units focused on real estate management and sale.

The heading “Liabilities included in disposal groups classified as held for sale” includes credit balances associated with disposal groups or assets, or with the Group’s discontinued operations.

Non-current assets and disposal groups classified as held for sale are measured, both on the acquisition date and thereafter, at the lowest between their carrying value and the fair value less estimated sale costs. The carrying value at the date of acquisition of non-current assets and disposal groups classified as held for sale derived from foreclosure or recovery is defined as the balance pending collection on the loans or credits that give rise to these purchases (net of any associated provisions). Tangible and intangible assets that would otherwise be subject to depreciation and amortisation are not depreciated or amortised while they remain in the category of “*Non-current assets and disposal groups classified as held for sale*”.

In order to determine the net fair value of real estate assets, the Group uses its own internal methodology, which uses as a starting point the appraisal value, which is adjusted considering the experience in selling similar properties in terms of prices, the period during which each asset remains on the consolidated balance sheet and other explanatory factors.

The valuation amount of real estate assets recognised in this heading is calculated following the policies and criteria described in the section “Guarantees” in Note 1.3.4. The main valuation companies and agencies used to obtain market values are listed in Note 6.

Gains and losses arising from the sale of assets and liabilities classified as non-current and held for sale, as well as impairment losses and their reversal, if applicable, are recognised under the heading “*Gains or losses on non-current assets and disposal groups classified as held for sale not eligible as discontinued operations*” in the consolidated profit and loss account. The remaining income and expenses relating to these assets and liabilities are disclosed based on their nature.

Discontinued operations are components of the entity that have been disposed of or classified as held for sale and which: (i) represent a line of business or geography which is significant and separate from the rest or is part of a single coordinated plan to dispose of said business or geography, or (ii) are subsidiaries acquired solely in order to be resold. Income and expenses of any kind generated by discontinued operations during the year, including those granted before they were classified as discontinued operations, are presented net of the tax effect as a single amount under the heading “*Profit or losses after tax from discontinued operations*” in the consolidated profit and loss account, both when the business has been derecognised from the asset side of the balance sheet and when it continues to be recorded on such side of the balance sheet at year end. This heading also includes the results obtained from their sale or disposal.

### 1.3.10 Tangible assets

Tangible assets include (i) property, plant and equipment held by the Group for current or future use which is expected to be used for over one year, (ii) property, plant and equipment loaned to customers under operating leases, and (iii) investment properties, which include land, buildings and other structures held in order to be leased out or to obtain a capital gain on their sale. This heading also includes tangible assets received in lieu of debts classified on the basis of their final use.

As a general rule, these tangible assets are valued at cost less accumulated depreciation and less any impairment losses identified from a comparison of the net carrying value of each item with its recoverable amount.

Depreciation of tangible assets is calculated using the straight-line method, applying the estimated years of useful life of the various items to the acquisition cost of acquisition of the assets less their residual value. The land on which the buildings and other structures stand is considered to have an indefinite life and is therefore not depreciated.

The annual depreciation charge on tangible assets is charged to the consolidated profit and loss account and calculated over the remaining years of the estimated useful lives, as an average, of the different asset groups:

	<b>Useful life (years)</b>
Land and buildings	37.5 to 75
Fixtures and fittings	4.2 to 25
Furniture and office equipment	3.3 to 18
Vehicles	3.1 to 6.25
Cash dispensers, computers and computer equipment	4

The Group reviews the estimated useful life of tangible assets at the end of each year as a minimum, in order to detect any major changes in such lives. Should any such changes arise, the corresponding adjustments are made in the consolidated profit and loss account for future years to the depreciation charge based on the new estimated useful life.

At each reporting date, the Group analyses whether there are internal or external indications that a tangible asset might be impaired. If there is evidence of impairment, the Group analyses if such impairment has actually taken place by comparing the asset's net carrying value against its recoverable value (the higher of its fair value less selling costs and its value in use). When the asset's carrying value exceeds the recoverable value, the Group reduces the carrying value of the corresponding item to its recoverable value and future depreciation charges are adjusted in proportion to the adjusted carrying value and new remaining useful life, if this needs to be re-estimated. Where there are indications that the value of an asset has been recovered, the Group records the reversal of the impairment loss recognised in previous years and adjusts future depreciation charges accordingly. The reversal of an impairment loss on an asset will in no circumstances result in an increase in its carrying value above the value that the asset would have had if impairment losses had not been recognised in previous years.

In particular, certain items of property, plant and equipment are assigned to cash generating units in the banking business. Impairment tests are conducted on these units to verify whether sufficient cash flows are generated to support the assets' value. To this end, the Group (i) calculates the recurring net cash flow at each branch based on the accumulated contribution margin less an allocated recurring risk cost, and (ii) this recurring net cash flow is regarded as a perpetual flow and a valuation is effected using the discounted cash flow method applying a cost of capital of 10.2% and a zero growth rate in perpetuity.

For real estate investments, the Group uses third party valuations, registered with Bank of Spain's special register of valuation firms according to criteria set forth in Order ECO/805/2003.

Maintenance expenses and the maintenance of tangible assets are recorded in the consolidated profit and loss account for the year in which they occur.

### **1.3.11 Leases**

#### Finance leases

A lease is treated as a finance lease when there is a substantial transfer of risks and benefits associated with ownership of the asset.

Where the Group is the lessor of an asset, the sum of the present values of payments receivable from the lessee is recorded as financing provided to a third party and is therefore included in the consolidated balance sheet under the heading "*Loans and receivables*". This financing includes the exercise price of the purchase option available to the lessee upon the termination of the contract in cases where the exercise price is sufficiently lower than the fair value of the asset at the date of maturity of the option, such that it is reasonably likely to be exercised.

When the Group acts as lessee, the cost of the leased assets is recorded in the consolidated balance sheet according to the nature of the leased asset, and at the same time a liability is reflected for the same amount which will be the lower of the fair value of the leased asset and the sum of the present values of the amounts payable to the lessor, plus, if applicable, the exercise price of the purchase option. These assets are depreciated using criteria similar to those applicable to tangible assets for the Group's own use.

Financial income and expenses arising from lease agreements are credited or charged, respectively, to the consolidated profit and loss account in such a way as to ensure that the return remains constant throughout the term of the lease.

#### Operating leases

In operating leases, ownership of the leased asset and a substantial proportion of all of the risks and benefits of ownership of the asset remain with the lessor.

When the Group is the lessor of the asset, the acquisition cost of the leased item is recorded under the heading "*Tangible assets*". These assets are depreciated by the same procedure as for similar tangible assets for own use and the revenue from the leases is recognised in the consolidated profit and loss account on a straight-line basis.

Where the Group is the lessee, the expenses arising from the lease, including any incentives offered by the lessor, are recorded in the consolidated profit and loss account on a straight-line basis. When contracts include interest rate revision clauses, the revision takes place annually on the basis of fluctuations in the consumer price index in Spain or the country in which the asset is located, without adding any spread thereto.



### Sale and lease-back

In the case of sales at fair value with subsequent lease-backs, any profit or loss is recorded at the time of the sale. In the event of a subsequent lease-back, the income generated is apportioned over the term of the lease.

When determining whether a sale with a lease-back operation results in an operating lease the Group analyses, amongst other aspects, whether at the inception of the lease there are purchase options which, due to their terms, are reasonably likely to be exercised, and which party will receive the losses or gains derived from fluctuations in the fair value of the residual amount of the corresponding asset.

### **1.3.12 Intangible assets**

Intangible assets are identifiable, non-physical, non-monetary assets that arise as a result of an acquisition from third parties or which are carried out internally by the Group. An intangible asset will be recognised when it meets this criterion and the Group considers it likely that economic benefits deriving from the asset and its cost can be reliably estimated.

Intangible assets are initially recognised at their acquisition or production cost and are subsequently measured at cost less, as applicable, any accumulated depreciation and impairment loss which may have been sustained.

### Goodwill

A positive difference between the cost of a business combination and the acquired portion of the net fair value of the assets, liabilities and contingent liabilities of the acquired entity is recognised on the consolidated balance sheet as goodwill. This difference represents an advance payment made by the Group of the future economic benefits derived from the acquired entities that are not individually and separately identifiable and recognisable. Goodwill is not amortised and is recognised only when acquired for good and valuable consideration in a business combination.

Goodwill is assigned to one or more cash-generating units (UGE, for their acronym in Spanish) which are expected to benefit from the synergies derived from the business combinations. These UGE are the smallest identifiable groups of assets which, as a result of their continuous operation, generate cash flow for the Group irrespective of other assets or groups of assets.

The UGEs to which the goodwill has been assigned are tested annually for impairment, or whenever there is evidence that impairment might have arisen. In this respect, the Group recalculates the recoverable amount mainly using the distributed profit discount method in which the following parameters are taken into account:

- Key business assumptions: these assumptions are used as a basis for cash flow projections used as part of the valuation. For businesses engaging in financial activity, projections are made for variables such as: changes in lending volumes, default rates, customer deposits and interest rates under a forecast macroeconomic scenario and capital requirements.
- Estimates of macroeconomic variables and other financial parameters.

- Projection period: this is usually five years, after which a recurring level is attained in terms of both income and profitability. These projections take account of the economic outlook at the time of the valuation.
- Type of discount: the present value of future dividends, from which a value in use is derived, is calculated using the capital cost of the entity ( $K_e$ ) from the standpoint of a market participant as a discount rate. To determine the capital cost the CAPM (Capital Asset Pricing Model) is used in accordance with the formula: " $K_e = R_f + \beta (P_m) + \alpha$ ", where:  $K_e$  = Required return or cost of capital;  $R_f$  = Risk-free rate;  $\beta$  = Company's systemic risk coefficient;  $P_m$  = Market premium and  $\alpha$  = Non-systemic risk premium.
- Growth rate used to extrapolate cash flow projections beyond the period covered by the most recent forecasts: it is based on long-term estimates for the main macroeconomic figures and key business variables, and bearing in mind the current financial market outlook at all times.

If the carrying value of a UGE is higher than its recoverable amount, the Group recognises an impairment loss which is allocated firstly by reducing the goodwill attributed to that UGE and secondly, if any losses remain to be allocated, by reducing the carrying value of the remaining assigned assets on a proportional basis. Impairment losses recognised for goodwill cannot subsequently be reversed.

#### Other intangible assets

This heading basically includes intangible assets identified in business combinations such as the value of brands and contractual rights arising from relations with customers acquired through the acquired businesses, as well as computer software.

These intangible assets have a finite useful life and are amortised on the basis of such useful lives, applying similar criteria to those used for tangible assets. In particular, the useful lives of brands and contractual rights arising from customer relations in acquired businesses vary between 5 and 15 years, while for computer software the useful life is between 7 and 15 years.

The criteria for recognising impairment losses in intangible assets and any recoveries of impairment losses recorded in earlier financial years are similar to those applied to tangible assets. In this respect, the Group determines whether there is evidence of impairment by comparing actual trends with the initial assumptions applied in the parameters used when they were first recognised. These include possible loss of customers, average customers' balances, average ordinary income and the assigned cost-to-income ratio.

Changes in the estimated useful lives of intangible assets are treated in a similar way to changes in the estimated useful lives of tangible assets.

#### **1.3.13 Inventories**

Inventories are non-financial assets that are held for use or sale by the Group in the normal course of its business activity, or which are in the process of production, construction or development in order to be sold or used, or are to be used in the production process or in the provision of services.

In general, inventories are valued at the lower of their value at cost, including all purchase and conversion costs and other direct and indirect costs incurred in bringing the inventories to their present condition and location, and their net realisable value.

Net realisable value means the estimated sale price net of the estimated production and marketing costs to carry out the sale. This figure is revised and recalculated on the basis of actual losses incurred on the sale of the assets.

Any value adjustments to inventories, whether caused by impairment due to damage, obsolescence or a fall in sale prices, to reflect their net realisable value, or arising from other losses, are recognised as expense in the year in which the impairment or other loss occurred. Any subsequent recoveries in value are recognised in the consolidated profit and loss account in the year in which they occur.

For inventories comprising land and buildings are calculated, the net realisable value is calculated based on the appraisal carried out by an independent expert, registered with the Bank of Spain Special Register of Valuation Firms and prepared in accordance with the criteria established in Order ECO/805/2003 on valuation rules for real estate and certain rights for certain financial purposes, which are adjusted in line with the internal methodology developed by the Group, considering its experience in selling similar property, in terms of prices, the period during which each asset remains on the consolidated balance sheet and other explanatory factors.

The book value of the inventories is derecognised from the consolidated balance sheet and recorded as an expense during the year in which the income proceeding from its sale is recorded.

#### **1.3.14 Own equity items**

Own equity items are defined as equity instruments that meet the following criteria:

- They do not involve any contractual obligation to the issuer which entails: delivering cash or another financial asset to a third party, or exchanging financial assets or liabilities with a third party on terms which are potentially unfavourable to the issuer.
- If they may be, or will be, settled with the issuer's own equity instruments: in the case of a non-derivative financial instrument, it will be considered an equity instrument when such settlement does not entail an obligation to deliver a variable number of its own equity instruments; in the case of a derivative instrument, it will be considered an equity instrument provided that it is settled for a fixed amount of cash or with another financial asset, in exchange for a fixed number of the issuer's own equity instruments.

All transactions involving the Group's own equity items, including their issuance or redemption, are recognised directly with a balancing entry in the consolidated statement of equity.

Changes in the value of instruments classified as own equity items are not recognised in the financial statements. Any consideration received or paid in exchange for such instruments is added to or deducted directly from the consolidated statement of equity and the associated transaction costs are deducted therefrom.

Equity instruments issued in full or partial settlement of a financial liability are recognised at fair value unless this cannot be reliably determined. In this case, the difference between the carrying value of a financial liability (or any part thereof) that has been settled and the fair value of the equity instruments issued is recognised in the income statement for the year.

On the other hand, compound financial instruments, which are those contracts which simultaneously generate a financial liability and their own equity instrument for the issuer (such as, for example, convertible debentures which grant their holder the right to convert them into equity instruments of the issuing entity) are recognised on the date of their issue, separating their components and classifying them in accordance with the economic fund.

The assignment of the initial amount to the different components of the compound instrument will not imply, under any circumstances, a recognition of income. The amount shall firstly be assigned to the component which is a financial liability, including any implicit derivative for which its own equity is not used as an underlying asset. The amount shall be obtained based on the fair value of the entity's financial liabilities, with similar characteristics to compound instruments, but which are not associated with own equity instruments. The initial value attributable to the capital instrument will be the residual portion of the initial amount of the compound instrument, once the fair value assigned to the financial liability has been deducted.

### **1.3.15 Remuneration based on equity instruments**

The delivery to employees of the Group's own equity instruments in payment for their services, where the instruments are determined at the start and are delivered on completion of a specified period of service, is recognised as a service-related expense to the extent that they are provided by the employees with a balancing entry under the heading "Other equity" in the consolidated statement of equity. On the date such instruments are awarded, the services received are measured at fair value unless this cannot be reliably estimated, in which case they are measured by reference to the fair value of the committed equity instruments, bearing in mind the terms and other conditions envisaged in the commitments.

The amounts recognised in the consolidated statement of equity cannot be subsequently reversed, even when employees do not exercise their right to receive the equity instruments.

For transactions involving share-based remuneration paid in cash, the Group records an expense for services as the employees provide them, with a balancing entry under the heading "*Provisions - Other provisions*" for the fair value of the liability incurred. The Group recognises said liability at fair value until it is settled. Changes in value are recognised in income statement for the year.

The Group's employee remuneration based on equity instruments that had not become due as at 31 December 2017, shall be settled, as applicable, with the delivery of equity instruments (see Note 34).

### **1.3.16 Provisions and contingent assets and liabilities**

Provisions are current obligations of the Group which have arisen from past events and whose nature at the balance sheet date is clearly specified, but which are of uncertain timing and amount; when such obligations mature or become due for settlement, the Group expects to settle them through an outflow of resources.

In general, the Group's consolidated annual accounts include all significant provisions with respect to which it is estimated that the likelihood of having to satisfy the obligation is higher than the opposite. These provisions include, amongst others, pension commitments undertaken with employees by some entities within the Group (see Note 1.3.17), as well as provisions for legal and other disputes.

Contingent liabilities are possible obligations that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more future events that lie outside the Group's control. Contingent liabilities include present obligations of the Group, the settlement of which is not likely to result in an outflow of resources or whose amount, in extremely rare instances, cannot be measured with sufficient reliability. Contingent liabilities are not recognised in the consolidated annual accounts but are disclosed in the consolidated report on such annual accounts.

As set forth in IAS 37.92, as the bank considers that to give a detailed breakdown of information on certain provisions and contingent liabilities would seriously affect the Group's position in disputes with third parties related to situations which contemplate provisions and contingent liabilities (such as those linked to certain disputes or arbitration issues), the bank chooses not to give details of this information.

Contingent assets are potential assets arising out of past events the existence of which is conditional upon events that are out of the Group's control and confirmation must be given both when such events occur and when they do not occur. These contingent assets are not recognised on the consolidated balance sheet or in the consolidated profit and loss account, but are disclosed in the corresponding report provided that an increase in resources embodying economic benefits for this reason is likely.

### **1.3.17 Provisions for pensions**

The Group's pension commitments to its employees are as follows:

#### **Defined contribution plan**

These schemes are based on set contributions made to a separate entity under the agreements reached with each group of employees in particular, without any legal or effective obligation to make additional contributions in the event that the separate entity is unable to pay benefits to the employees for the services rendered in the current year and in previous years.

These contributions are recorded each year in the consolidated profit and loss account (see Note 34).

#### **Defined benefit plan**

Defined benefit schemes provide for all current commitments under Articles 42, 43, 44 and 48 of the 23rd Collective Agreement for the Banking Industry.

These commitments are financed through the following formats: the pension scheme, insurance contracts, and the voluntary social welfare entity "E.P.S.V." and internal funds.

#### **1. The pension scheme:**

Banco Sabadell's employee pension scheme covers benefits payable under the aforementioned Collective Agreement with the employees belonging to regulated groups, with the following exceptions:

- Additional commitments due to early retirement as set out in Article 43 of the Collective Agreement.
- Disability arising in certain circumstances.
- Widowhood and orphanhood benefits arising from the death of a retiree joining the bank after 8 March 1980.

The Banco Sabadell employee pension scheme is regarded to all intents and purposes as an asset of the scheme for the obligations insured in non-Group entities. Obligations of the pension scheme insured in companies associated with the Group are not considered scheme assets.

#### **2. Insurance contracts:**

Insurance contracts provide general cover for specified commitments under Articles 43 and 44 of the 23rd Collective Agreement for the Banking Industry, including:

- Commitments that are expressly excluded from the Banco Sabadell employee pension scheme (described above).
- Serving employees covered by a collective agreement with the former Banco Atlántico.
- Pension commitments in respect of some serving employees, not provided for under the collective agreement.

- Commitments towards employees on leave of absence who are not entitled to benefits under the Banco Sabadell employee pension scheme.
- Commitments towards early retirees. These may be partly financed out of pension rights under the Banco Sabadell employee pension scheme.

These insurance policies have been arranged with non-Group insurers, principally for commitments to former Banco Atlántico employees, and also with BanSabadell Vida, S.A. de Seguros y Reaseguros.

### 3. The voluntary social welfare entity "E.P.S.V."

The acquisition and subsequent merger of Banco Guipuzcoano resulted in the takeover of Gertakizun, E.P.S.V., which covers defined benefit commitments in respect of the bank's serving and former employees and are insured by policies. This entity was set up by Banco Guipuzcoano in 1991 as a legally separate entity. Pension commitments to serving and former employees are fully covered by entities separate from the Group.

### 4. Internal funds:

Internal funds cover obligations to early retirees up to their legal retirement age for employees previously working for Banco Sabadell, Banco Guipuzcoano and Banco CAM.

#### Accounting record of defined benefit obligations

The "*Provisions - Pensions and other post-employment defined benefit obligations*" heading on the liabilities side of the balance sheet includes the current actuarial value of pension commitments, which is calculated individually using the projected unit credit method on the basis of financial and actuarial assumptions with are set out below. This is the same method used for the sensitivity analysis described in Note 22.

From the obligations thus calculated, the fair value of the scheme assets have been deducted. Scheme assets are assets that will be used to settle obligations, including insurance policies, since they meet the following requirements:

- They are not owned by the Group but by a legally separate, non-related third party.
- They are available only to pay or fund employee benefits and are not available to creditors of the Group, even in the event of the Group becoming insolvent.
- They cannot be returned to the Group unless the assets remaining in the scheme are sufficient to meet all obligations of the scheme and of the bank relating to employee benefits, or unless assets are to be returned to the bank to reimburse it for employee benefits previously paid.
- They are not non-transferable financial instruments issued by the Group.

The assets that back pension commitments shown in the individual balance sheet of BanSabadell Vida, S.A. de Seguros y Reaseguros are not scheme assets as the company is a related party of the Group.

Pension commitments are recognised as follows:

- In the consolidated profit and loss account, net interest on the net defined benefit liability (asset) net of pension commitments as well as the cost of the services, which includes (i) the cost of services in the current year, (ii) the cost of past services arising from past changes made to existing commitments or from the introduction of new benefits and (iii) any gain or loss arising from a settlement of the scheme.

- Under the heading “*Accumulated other comprehensive income*” in the consolidated statement of equity, the re-evaluation of the net liabilities (assets) for pension commitments, which includes (i) actuarial gains and losses generated in the year arising from differences between the prior actuarial assumptions and the real situation and from changes in the actuarial assumptions made, (ii) the performance of the scheme assets, and (iii) any change in the effects of the asset limit, excluding, for the last two items, the amounts included in net interest on the net liabilities (assets).

The amounts recorded in the consolidated statement of equity are not reclassified to the consolidated profit and loss account in subsequent years but are reclassified under the heading “*Other reserves - Other*” in the consolidated statement of equity.

The heading “*Pensions - Other long-term employee benefits*” on the consolidated balance sheet includes mainly the value of commitments undertaken with early retirees. Changes occurring during the year in the value of liabilities are recognised in the consolidated profit and loss account.

#### Actuarial assumptions

The most significant actuarial assumptions used in the valuation of pension commitments are as follows:

	2017	2016
Mortality tables	PERM / F 2000 New production	PERM / F 2000 New production
Technical interest rate, pension scheme	1.50% annual	1.25% annual
Technical interest rate, internal fund	1.50% annual	1.25% annual
Technical interest rate, related-party policies	1.50% annual	1.25% annual
Technical interest rate, non-related party	1.50% annual	1.25% annual
Inflation	2.00% annual	2.00% annual
Salary growth	3.00% annual	3.00% annual
Retirements due to disability	SS90-Absolute	SS90-Absolute
Staff turnover	None assumed	None assumed
Early retirement	Allowed for	Allowed for
Ordinary retirement	65 or 67 years	65 or 67 years

In 2017 and 2016, the technical interest rate on all commitments has been determined by reference to the yield on AA-rated corporate bonds (iBoxx € Corporates AA 10+), with an average duration of 11.52 years in 2017 and 10.62 years in 2016.

The age of early retirement is assumed to be the earliest retirement date after which pension entitlements cannot be revoked by the employer for all employees.

The yield on long-term assets related to scheme assets and insurance policies linked to pensions has been determined by applying the same technical interest rate (1.50% in 2017).

#### **1.3.18 Transactions in foreign currency and currency translation differences**

The Group’s functional and presentation currency is the euro. All balances and transactions denominated in currencies other than the euro are therefore treated as denominated in a foreign currency.



On initial recognition, debit and credit balances denominated in foreign currency are translated to the functional currency at the spot exchange rate, defined as the exchange rate for immediate delivery, on the recognition date. Subsequent to initial recognition, the following procedures are used to translate foreign currency balances to the functional currency of each investee:

- Monetary assets and liabilities are translated at the closing exchange rate, defined as the average spot exchange rate at the reporting date.
- Non-monetary items measured at historical cost are translated at the exchange rate ruling on the date of acquisition.
- Non-monetary items stated at fair value are translated at the exchange rate ruling on the date on which the fair value was determined.
- Income and expenses are translated at the exchange rates ruling at the transaction date.

Exchange differences arising on the translation of debit and credit balances denominated in foreign currency are recorded in the consolidated profit and loss account. However, for exchange differences arising on non-monetary items measured at fair value where the fair value adjustment is made and recognised under the heading "*Accumulated other comprehensive income*" in the consolidated statement of equity, a breakdown is given for the exchange rate component of the revaluation of the non-monetary item.

Balances in the financial statements of consolidated companies with a functional currency other than the euro are translated as follows:

- Assets, liabilities and valuation adjustments are translated applying the year-end exchange rate.
- Income and expenses by applying the average exchange rate weighted by the volume of transactions of the converted entity.
- Own funds, at historical exchange rates.

Exchange differences arising on the translation of the financial statements of consolidated companies whose functional currency is not the euro are recorded under the "*Accumulated other comprehensive income*" heading in the consolidated statement of equity.

The exchange rates applied in the translation of foreign currency balances to euros are those published by the European Central Bank at 31 December each year.

### **1.3.19 Recognition of income and expense**

Interest income and expense and similar items are generally accounted for over the period in which they accrue using the effective interest rate method, under the headings "*Interest income*" or "*Interest expenses*" of the consolidated profit and loss account, as applicable. Dividends received from other entities are recognised as income at the time the right to receive them originates.

Generally, income and expenses on commissions and similar fees are recorded in the consolidated profit and loss account in accordance with the following criteria:

- Those linked to financial assets and liabilities carried at fair value through profit or loss are reflected at the time of disbursement.
- Those related to transactions or services performed over a period of time are reflected over this period.
- Those relating to a transaction or service that is performed in a single act are recorded when the originating act takes place.

Financial fees and commissions, which form an integral part of the effective cost or yield of a financial transaction, are deferred net of associated direct costs and recognised in the consolidated profit and loss account over the expected average life of these transactions.

The equity managed by the Group that is owned by third parties is not included in the consolidated balance sheet. Fees generated by this activity are recorded under the heading "*Fee and commission income*" in the consolidated profit and loss account.

Non-financial income and expenses are accounted for on an accrual basis. Deferred payments and collections are accounted for at the amount obtained by discounting expected cash flows at market rates.

For levies and tax obligations whose amount and date of payment are correct, the obligation is recognised when the event that leads to its payment takes place in line with the legislative terms and conditions.

Therefore, the item pending payment is recognised whenever there is an obligation to pay these levies, such as in the case of contributions to deposit guarantee schemes of different countries in which the Group operates. In those cases where the payment obligation is accrued over time, this is progressively recognised throughout the accrual period.

### **Deposit Guarantee Schemes**

The bank is a member of the Deposit Guarantee Scheme. In 2017, the Management Committee of the Deposit Guarantee Fund of credit institutions, in accordance with that laid out in Royal Decree Law 16/2011 and Royal Decree 2606/1996, set the contribution for all entities adhered to the deposit guarantee scheme at 1.8 promille of the amount of the deposits guaranteed at 30 June 2017. The calculation of each entity's contribution was based on the amount of deposits guaranteed and the risk profile of the entity, taking into account indicators such as capital adequacy, the quality of the assets and liquidity, which have been defined in Bank of Spain Circular 5/2016 of 27 May. Furthermore, the contribution to the securities guarantee scheme has been set at 2 promille of 5% of the amount of the guaranteed securities at 31 December 2017. In accordance with IFRIC 21, the transaction is recognised whenever there is a payment obligation, recorded at 31 December each year (see Note 33).

Some of the consolidated entities are integrated into systems which are similar to the Deposit Guarantee Fund and they make contributions to these systems in accordance with national regulations (see Note 34). The most significant of these entities are listed below:

- TSB Bank plc makes contributions to the Financial Services Compensation Scheme, which are accrued on 1 April each year.
- Sabadell United Bank, an entity which was disposed of in 2017 (see Note 2), makes contributions to the Deposit Guarantee Fund as established by the Federal Deposits Insurance Corporation. The payment obligation, and therefore its accrual, is quarterly.
- Banco Sabadell, S.A. Institución de Banca Múltiple (BS IBM México) makes the contributions to the deposit guarantee fund as established by the *Instituto para la Protección del Ahorro Bancario* (Institute for Bank Savings Protection). In this case, the payment obligation, and therefore its accrual, is monthly.

## Single Resolution Fund

Law 11/2015 of 18 June, together with its implementing regulation through Royal Decree 1012/2015, entailed the transposition into Spanish law of Directive 2014/59/EU. This Directive established a new framework for the resolution of credit institutions and investment firms, and is also one of the standards that have contributed to the constitution of the Single Resolution Mechanism, created through Regulation (EU) 806/2014. This regulation establishes standard rules and procedures for the resolution of credit institutions and investment firms within the framework of a Single Supervisory Mechanism and a Single Resolution Fund at European level.

As part of the implementation of this regulation, on 1 January 2016 the Single Resolution Fund entered into effect, to operate as a financing instrument which the Single Resolution Board can use. The Single Resolution Board is the European authority which makes decisions on the resolution of failing banks, in order to efficiently undertake the resolution measures which are adopted. The Single Resolution Fund receives contributions from credit institutions and investment firms subject to the same.

The calculation of each entity's contribution to the Single Resolution Fund, governed by Regulation (EU) 2015/63, is based on the proportion that each entity represents with respect to the aggregate total liabilities of the Fund's member entities, after deducting own funds and the guaranteed amount of the deposits. The latter is then adjusted to the entity's risk profile (see Note 33). The obligation to contribute to the Single Resolution Fund accrues on 1 January of each year.

### 1.3.20 Income taxes

Income taxes applicable to the Spanish companies in Banco Sabadell Group and similar taxes applicable to overseas subsidiaries and investees are treated as expenses and recognised in the consolidated profit and loss account under the heading "*Tax expense or income related to profit on continuing operations*" unless the tax has arisen on a transaction accounted for directly in the consolidated statement of equity, in which case it is also recognised directly therein.

The total corporation tax expense is equivalent to the sum of current tax calculated by applying the relevant levy to taxable income for the year (after applying fiscally admissible deductions and allowances) and the variation in deferred tax assets and liabilities recognised in the consolidated profit and loss account.

Taxable income for the year may be at variance with the income for the year as shown in the consolidated profit and loss account, as it excludes items of income or expenditure that are taxable or deductible in other years as well as items which are non-taxable or non-deductible.

Deferred tax assets and liabilities relate to taxes expected to be payable or recoverable arising from differences between the carrying value of the assets and liabilities figuring in the financial statements and the related tax bases ("tax value"), as well as tax losses carried forward and unused tax credits that might be offset or applied in the future. They are calculated by applying to the relevant timing differences or tax credits the tax rate at which they are expected to be recovered or settled (see Note 40).

A deferred tax asset such as a tax prepayment or a credit in respect of a tax deduction or allowance, or a credit in respect of tax-loss carry-forwards is always recognised provided that the Group is likely to obtain sufficient future taxable profits against which the tax asset can be realised, and that these are not derived from the initial recognition (except in a business combination) of other assets and liabilities in an operation that does not affect either the tax result or the accounting result.

Deferred tax assets originated due to deductible temporary differences arising from investments in subsidiaries, branches and associates, or from equity interests in joint ventures are only recognised insofar as the bank has the power to liquidate the investee in the future.

Deferred tax liabilities arising from timing differences associated with investments in subsidiaries and associates are recognised in the accounts unless the Group is capable of determining when the timing difference will reverse and, in addition, such a reversal is unlikely.

“*Tax assets*” and “*Tax liabilities*” figuring on the consolidated balance sheet include all tax assets and liabilities, differentiating between current (to be recovered in the coming 12 months, such as, for example, the payment of Corporate Income Tax to the Spanish Tax Authorities (*Hacienda Pública*) and deferred (to be recovered/paid in future years).

At each year-end, recorded deferred tax assets and liabilities are reviewed to ascertain whether they are current and to ensure that there is sufficient evidence of the likelihood of generating future tax profits that will allow them to be realised, in the case of assets, by applying relevant adjustments as necessary.

To conduct the aforementioned analysis, the following variables are taken into consideration:

- Forecasts of results of the Spanish tax group and of the other entities, based on the financial budgets approved by the bank’s administrators for a five-year period, subsequently applying constant growth rates similar to the mean long-term growth rates of the sector in which the various companies of the Group operate.
- Estimate of the reversal of timing differences on the basis of their nature; and
- The period or limit set forth in current legislation in each country for the reversal of the different tax assets.

Income or expenses recognised directly in the consolidated statement of equity that do not affect profits for tax purposes, and income or expenses that are not recognised directly and do affect profits for tax purposes, are recorded as timing differences.

Banco Sabadell Group companies included in Spain’s consolidated tax regime for Corporation Tax are listed in Schedule 1.

### **1.3.21 Consolidated cash flow statements**

Consolidated cash flow statements have been prepared using the indirect method, in such a way that, based on the group’s results, the non-monetary transactions and all types of deferred payment items and accruals which have been or will be the cause of operating income and expense have been taken into account, in addition to the income and expenses associated with cash flows from activities classified as investment or funding activities.

The consolidated cash flow statement includes certain items which are defined as follows:

- Cash flows: inflows and outflows of cash and cash equivalents, where “cash equivalents” are short-term, highly liquid investments with a low risk of changes in value. For these purposes, in addition to cash, deposits held with central banks and demand deposits held with credit institutions are also classified as cash components or equivalents.
- Operating activities: typical day-to-day activities of the Group and other activities that cannot be classified as investment or financing activities.
- Investment activities: the acquisition, sale or other disposal of long-term assets and other investments not included in cash and cash equivalents or in operating activities.

- Financing activities: activities that result in changes in the size and composition of consolidated equity and of liabilities that do not form part of operating activities.

No situations requiring the application of significant judgements to classify cash flows have arisen during the year.

There have been no significant transactions that have generated cash flows not reflected in the cash flow statement.

#### 1.4. Comparability

The information presented in these consolidated annual accounts for 2016 is presented solely and exclusively for purposes of comparison with the information for the year ended 31 December 2017 and therefore does not constitute the Group's consolidated accounts for 2016.

## Note 2 – Banco Sabadell Group

The companies comprising the Group as at 31 December 2017 and 2016 are listed in Schedule 1 along with their registered offices, principal activities, the bank's proportional equity interest in each, key financial data and the consolidation method used (full consolidation or equity method) in each case.

Schedule 2 provides a breakdown of consolidated structured entities (securitisation funds).

The following section provides a description of the business combinations, acquisitions and sales or liquidations which are most representative of investments in the capital of other entities (subsidiaries and/or investments in associates) performed by the Group during 2017 and 2016. Schedule 1 also includes a detailed list of the companies consolidated for the first time and those no longer consolidated for each year.

### Changes in the Group's scope of consolidation in 2017

#### **Associates and subsidiaries consolidated for the first time:**

No significant associates or subsidiaries have been consolidated for the first time (see details of all associates and subsidiaries that have been consolidated for the first time in Schedule 1).

#### **Associates and subsidiaries no longer consolidated:**

- On 22 June 2016, the Group reached an agreement to sell 100% of its shares in Mediterráneo Vida, Sociedad Anónima de Seguros y Reaseguros, a life insurance and saving/retirement insurance undertaking that has managed a portfolio with no new business since 2014 to a consortium led by Ember. The closing of this transaction was subject to obtaining the corresponding regulatory authorisation. Consequently, the Group did not record any gains/(losses) from that transaction in the consolidated profit and loss statement for 2016, although it reclassified assets and liabilities from this subsidiary company to headings of "*Non-current assets and disposal groups classified as held for sale*" and "*Liabilities included in disposal groups classified as held for sale*" of the consolidated balance sheet at 31 December 2016 pursuant to current legislation (see Note 13).

In June 2017, having obtained the regulatory authorisations required for the contract signed in June 2016, the Group proceeded to recognise the sale of shares representative of 100% of the share capital of Mediterráneo Vida, Sociedad Anónima de Seguros y Reaseguros, a term life insurance and retirement savings insurance firm, recognising a capital gain net of expenses of €16,634 thousand.

- On 28 February 2017, Banco Sabadell reached an agreement to sell shares representing 100% of the share capital of its subsidiary Sabadell United Bank, N.A. (SUB) to the US entity Iberiabank Corporation (hereinafter, "IBKC").

In July 2017, after receiving the corresponding authorisations, Banco Sabadell completed the sale of its subsidiary, receiving from IBKC, as the purchase price, USD795,980 thousand in cash and 2,610,304 IBKC shares, representing 4.87% of its share capital with a value at close of trading on 28 July 2017 of USD208,955 thousand. The capital gain generated by this transaction amounted to €369,817 thousand, net of associated costs. The IBKC shares were sold in October 2017, with no significant impact on the income statement.

To make it easier to compare the information, the following table summarises the key figures of SUB as at 31 December 2016:

Thousand euro	2016
<b>Assets</b>	
Cash and cash balances at central banks and other demand deposits	243,150
Loans and advances	4,065,272
Credit institutions	76,355
Customers	3,988,917
Debt securities	930,846
Equity instruments	74,029
Tangible assets for own use	17,967
Rest of other assets	149,978
<b>Total Assets</b>	<b>5,481,242</b>
<b>Liabilities</b>	
Financial liabilities at amortised cost	4,644,081
Tax liabilities	(1,279)
Rest	261,703
<b>Total Liabilities</b>	<b>4,904,505</b>

- In October, the subsidiary Hotel Investment Partners, S.L. had sold shares representing 100% of the share capital of HI Partners Holdco Value Added, S.A.U., its hotel management platform, to Halley Bidco S.L.U., an entity controlled by funds advised by the subsidiaries of The Blackstone Group L.P., for an amount of €630,733 thousand.

Once the corresponding authorisation was obtained from the CNMV, and once the transaction had been closed, the capital gain generated by this transaction, which amounted to €50,655 thousand, was recognised net of associated costs.

Changes in the Group's scope of consolidation in 2016

**Associates and subsidiaries consolidated for the first time:**

No significant associates or subsidiaries have been consolidated for the first time (see Schedule 1).

### Associates and subsidiaries no longer consolidated:

On 13 April 2016, Banco Sabadell transferred its full equity interest (20.994% of its share capital) in Dexia Sabadell, S.A. to Dexia Crédit Local, S.A. (Dexia), at a price of €52,390 thousand, representing gross gains for Banco Sabadell in the same amount, under the terms ratified by the arbitration award.

This transfer was the result of Banco Sabadell exercising its put option on 6 July 2012 to Dexia, holder of the remaining share capital of the above-referred institution.

The transfer of shares by Banco Sabadell and their acquisition by Dexia occurred after having sent the relevant notifications to the corresponding regulatory authorities.

### Other relevant information

#### TSB migration project

One of the key projects during the year has been the development of the IT platform that will give support to all of TSB's activities and operations. The construction of this platform, Proteo4UK, was completed in 2017, as well as the installation of all of the necessary infrastructures for the platform to be operational. The bank is expected to be able to carry out the data migration during the first quarter of 2018. For accounting purposes, the new platform is recognised as an intangible asset. The costs associated with data migration (€382 million as at 31 December 2017) have been recognised as "other assets" on the accompanying balance sheet and in 2018, once migration has been completed, they shall be recognised in the profit and loss account. In parallel, the economic contribution of £450 million that LBG will make will also be recognised, and for accounting purposes it shall be treated in the same way as operating subsidies, i.e. it will offset the costs associated with migration. This economic contribution from LBG (LBG will deduct its costs incurred during migration from this contribution) in order to offset the costs associated with TSB's technology migration, was agreed in the initial public offering submitted in June 2014, through which LBG sold 50% of TSB's share capital.

#### Asset protection scheme

As a result of the acquisition of Banco CAM on 1 June 2012, the Asset Protection Scheme (hereinafter, "APS") came into force with retroactive effect as from 31 July 2011, in accordance with the protocol on financial assistance for the restructuring of Banco CAM. Under the scheme, which covers a specified portfolio of assets with a gross value of €24,644 million at 31 July 2011, the Deposit Guarantee Fund (hereinafter, "DGF") will bear 80% of losses on the portfolio for a period of ten years, once impairment allowances in respect of those assets, which amounted to €3,882 million at that date, have been fully applied.

The portfolio of assets protected by the APS on the date it entered into force (31 July 2011) breaks down as follows:

	On individual balance sheet		On Group balance sheet	
	Balance	Provision	Balance	Provision
Loans and advances	21,711	2,912	19,117	2,263
<i>Of which risk drawn down</i>	<i>21,091</i>	-	<i>18,460</i>	-
<i>Of which guarantees and contingent liabilities</i>	<i>620</i>	-	<i>657</i>	-
Real-estate assets	2,380	558	4,663	1,096
Investments in joint ventures and associates	193	52	504	163
Written-off assets	360	360	360	360
<b>Total</b>	<b>24,644</b>	<b>3,882</b>	<b>24,644</b>	<b>3,882</b>



Movements in the drawn balance of the customer lending portfolio protected by the APS from its entry into force through 31 December 2017 are as follows:

€ million	
<b>Balance at 31 July 2011</b>	<b>18,460</b>
Acquisition of real-estate assets	(7,366)
Collections and subrogations	(4,609)
Increase in written-off assets	(1,183)
Credit draw-downs	75
<b>Balance at 31 December 2017</b>	<b>5,377</b>

Movements in the balance of the real estate asset portfolio protected by the APS from its entry into force until 31 December 2017 are as follows:

€ million	
<b>Balance at 31 July 2011</b>	<b>4,663</b>
Acquisition of real-estate assets	5,465
Sales of real-estate assets	(5,844)
<b>Balance at 31 December 2017</b>	<b>4,284</b>

In general, the objective of financial statements is to provide information that fairly represents the financial situation, financial performance, changes in equity and cash flows of an entity, for the purpose of constituting useful information to a wide range of users in making economic decisions. At the same time, as laid out in IAS 1 - Presentation of Financial Statements, to meet this objective, the financial statements should provide information on the management carried out by the administrators of the assets they have been entrusted. Amongst other aspects, a reasonable presentation requires the entity to present information in a manner that provides relevant, reliable, comparable and understandable information.

Considering the foregoing and the relevance of the economic impacts deriving from the application of the APS in the Group's financial statements, particularly with regard to: (i) the volume of doubtful assets; (ii) the NPL ratio; and (iii) the level of hedging of provisions, certain characteristics have been considered with the objective of not distorting the three aforementioned indicators and therefore, ensuring that the presentation of the financial statements on the guarantees granted under the APS protocol is as faithful and comparable as possible.

With regard to customer lending classified as doubtful, as well as the real-estate assets deriving from non-payment by borrowers covered by the scheme, the Bank classifies doubtful balance as the amount corresponding to 20% of retained exposure due to not having transferred the credit risk to the DGF. Whilst the credit or loan is included on the balance sheet, 80% of the risk is presented as a standard exposure as credit risk has been transferred. That is, for each covered asset, the Group considers the proportion of its flows that would be obtained from borrowers or third parties and the proportion that would be obtained from the DGF as a result of the guarantee provided taking into account the value of any mortgage guarantees securing the loan.

For the purposes of preventing gross loans from becoming overvalued or duplicated by recording under the same heading the balance receivable from the DGF as well as the 80% exposure covered by the APS, the provisions constituted for this 80% are presented net of gross loans. Presenting the information in this way does not impact net lending.

The table below shows the breakdown of the portfolio of APS-protected assets as at 31 December 2017, the NPL ratios, NPL coverage ratios and the breakdown of financing awarded to construction and real estate development prior to the transfer of credit risk to the DGF:

€ million				
	On Group balance sheet		Of which doubtful	
	Balance	Provision	Balance	Provision
Loans and advances	5,385	1,706	3,120	1,698
<i>Of which risk drawn down</i>	5,377	1,705	3,119	1,698
<i>Of which guarantees and contingent liabilities</i>	8	1	1	-
Real estate assets (*)	4,284	2,632	-	-
Investments in joint venture and associates	48	38	-	-
Written-off assets	1,543	1,543	-	-
<b>Total</b>	<b>11,260</b>	<b>5,919</b>	<b>3,120</b>	<b>1,698</b>

(\*) Real estate exposure for which credit risk has been transferred, applying the Asset Protection Scheme (see details on the exposure to the construction and real estate development sector, in Schedule 6).

%		2017
NPL ratio		57.94
NPL coverage ratio		54.68

€ million				
	On Group balance sheet		Of which doubtful	
	Balance	Provision	Balance	Provision
Draw down risk loans and advances	5,377	1,705	3,119	1,698
<i>Of which financing for construction and real estate development (business in Spain)</i>	2,319	1,211	1,989	1,210
<i>For which credit risk has been transferred</i>	1,855	969	1,591	968
<i>For which credit risk has not been transferred</i>	464	242	398	242
<b>Total</b>	<b>5,377</b>	<b>1,705</b>	<b>3,119</b>	<b>1,698</b>

The reconciliation between gross lending and net lending both prior and subsequent to the transfer of credit risk to the DGF is shown below:

	2017		
	Post credit risk transfer	Credit risk transfer	Pre credit risk transfer
<b>Gross lending excluding repos</b>	<b>145,323</b>	<b>1,353</b>	<b>146,676</b>
<i>Of which doubtful assets</i>	<i>7,867</i>	<i>2,488</i>	<i>10,355</i>
<i>Of which other investments</i>	<i>137,456</i>	<i>(1,135)</i>	<i>136,321</i>
<b>Net lending excluding repos</b>	<b>141,597</b>	<b>-</b>	<b>141,597</b>
<i>Of which doubtful assets</i>	<i>7,867</i>	<i>2,488</i>	<i>10,355</i>
<i>Of which other investments</i>	<i>137,456</i>	<i>(1,135)</i>	<i>136,321</i>
<i>Of which allowances</i>	<i>(3,726)</i>	<i>(1,353)</i>	<i>(5,079)</i>
NPL ratio	5.14	1.55	6.70
NPL coverage ratio	48.27	1.46	49.73

For all of the losses that have been accounted for (those deriving from loan loss provisions, loan reductions, impairment allowances for real estate assets and losses from the disposal of these assets), the bank keeps an account receivable classed under the “*Loans and receivables*” heading and recognised on the income statement, in order to reflect the rights of collection from the DGF as a result of its guarantee and to offset the impact of recorded losses related to assets covered by the APS on the income statement. The aggregate amount recorded as at 31 December 2017 amounts to close to €5,100 million.

### Note 3 – Proposed distribution of earnings and earnings per share

Set out below is the distribution of 2017 Banco de Sabadell, S.A. profits which the Board of Directors will propose to the shareholders at the Annual General Meeting for approval, together with the proposed distribution of Banco de Sabadell S.A.’s 2016 profits approved by the shareholders on 30 March 2017:

Thousand euro	2017	2016
To dividends	392,977	279,766
To statutory reserve	270	4,423
To Canary Island investment reserve	239	314
To voluntary reserves	125,684	95,336
<b>Profit for the year of Banco de Sabadell, S.A.</b>	<b>519,170</b>	<b>379,839</b>

Proposed distributions of profits of subsidiaries are subject to approval by shareholders at their respective Annual General Meetings.

The Board of Directors will submit a proposal at the Annual General Meeting for the distribution of a €0.07 (gross) dividend per share for 2017.

On 26 October 2017, the Board of Directors agreed to distribute an interim dividend charged to the 2017 income statement totalling €111,628 thousand (€0.02 per share (gross)), payable on 29 December 2017.

Pursuant to Article 277 of the Spanish Capital Companies Act, the forward-looking accounting statement prepared as a mandatory requirement to demonstrate the existence of sufficient liquidity and profit at the bank at the time of approving the dividend on account is shown below.

Thousand euro	
<b>Available for the payment of dividends according to the interim statement at:</b>	<b>11/30/2017</b>
<b>Banco Sabadell profit as at the date indicated, after provisions for taxes</b>	<b>434,378</b>
Estimated statutory reserve	270
Estimated Canary Island investment reserve	239
<b>Maximum amount available for distribution</b>	<b>433,869</b>
<b>Interim dividend, proposed and distributed</b>	<b>111,628</b>
<b>Cash balance at Banco de Sabadell, S.A available (*)</b>	<b>15,442,896</b>

(\*) Includes the balance of the heading "Cash, cash balances from central banks and other demand deposits".

The General Meeting of Shareholders, held on 30 March 2017, approved shareholder remuneration supplementary to the dividend corresponding to 2016, of €0.03 per share (€168,485 thousand), which was paid on 7 April 2017. Previously, in December 2016, shareholders received remuneration in the form of a dividend of €0.02 per share, charged to the income statement for 2016, which was paid on 30 December 2016.

### Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss attributable to the Group (adjusted by remuneration in other equity instruments) by the weighted average number of ordinary shares outstanding in the year, excluding any treasury shares acquired by the Group. Diluted earnings per share are calculated by applying adjustments for the estimated effect of potential conversions of ordinary shares to the attributable profit or loss and the weighted average number of ordinary shares outstanding.

The Group's earnings per share calculations are shown in the following table:

	<b>2017</b>	<b>2016</b>
Net profit attributable to the owners of the parent company (€'000)	801,466	710,432
Adjustment: Remuneration of other equity instruments (€'000)	(23,517)	-
Profit or loss (-) after taxes deriving from discontinued operations	-	-
Weighted average number of ordinary shares outstanding (*)	5,570,031,161	5,451,978,110
Conversion undertaken of convertible debt and other equity instruments	-	7,520,252
Adjusted weighted average number of outstanding ordinary shares	5,570,031,161	5,459,498,362
Earnings per share (€)	0.14	0.13
Basic earnings per share adjusted for mandatorily convertible bonds (€)	0.14	0.13
Diluted earnings per share (€)	0.14	0.13

(\*) Average number of shares in circulation, excluding the average number of own shares held in treasury stock during the period.

At 31 December 2017 and 2016, there were no other share-based financial instruments or commitments to employees with a material impact on the calculation of diluted earnings per share for the periods presented. For this reason, basic earnings per share coincide with diluted earnings per share.

## Note 4 – Financial risk management

### 4.1 Introduction

During 2017, Banco Sabadell Group has continued to strengthen its risk management framework, incorporating improvements which align it with the best practices in the financial sector.

Banco Sabadell Group has a Risk Appetite Framework in place which is intended to guarantee the control and proactive management of all of the Group's risks. This framework is set forth, amongst others, in the Risk Appetite Statement (RAS), which establishes the quantity and diversity of risks that the Group seeks and tolerates in order to achieve its business objectives, whilst maintaining a balance between return and risk.

The Risk Appetite Framework of Banco Sabadell Group has been adapted to the new organisational structure of the Group resulting from its internationalisation in order to ensure a consistent and effective deployment of the Group's RAS in all geographies.

Thus, a first level is established which makes up the Group's RAS, setting overall objectives and limits, and a second level deploys the objectives and limits of the first level to different geographical regions.

The RAS is comprised of quantitative metrics that allow the management of risks to be objectively, as well as the qualitative aspects that complement such management.

Risk management and control is embodied in a broad framework of principles, policies, procedures and advanced valuation methodologies, forming an efficient decision-making structure within a risk governance framework that is in line with Spanish and European regulations.

The principles, policies, procedures and methodologies framework is reflected in the document titled "Banco Sabadell Group Risk Policies", which is revised regularly. The Board of Directors is responsible for its approval.

For each significant risk of the Group, details are given of the main persons or units involved, their tasks, policies, methods and procedures, as well as control and monitoring mechanisms. Details are also given of the organisation structure of the Risk function, indicating the roles and responsibilities of the various divisions and committees with regard to risks and risk control systems, which have been adapted to the activities of each business unit, including the approval of loans and credit.

The main financial risks faced by Banco Sabadell Group companies as a result of their activity related to the use of financial instruments are credit risk, liquidity risk and market risk. Credit risk is the most significant risk for the Group's portfolio.

The main non-financial risks faced by the Group are operational risk, fiscal risk and compliance risk.

In its management of risks, the Group considers the macroeconomic environment and the regulatory environment. The most significant aspects of 2017 are set out below.

- In 2017, key topics have been the political and geopolitical environment and the steps taken by the major central banks towards monetary normalisation.

- Global financial markets have performed well in a context of growing complacency and have been hindered only occasionally and to a limited extent by certain political and geopolitical episodes.
- In the political arena, the year began with a change in government in the US and subsequently the spotlight fell on Europe, with the beginning of Brexit negotiations and elections in France, the UK and Germany. Tension between the United States and North Korea increased in the second half of the year.
- Global economic growth has become more in sync throughout the year, and it has also become more robust in the major developed economies.
- Emerging economies have left behind the worst stage of the economic adjustment of the past few years.
- Economic growth in the United Kingdom has been modest, hindered by uncertainty associated with Brexit negotiations.
- The economy in Spain has continued to perform remarkably well, and stood out in a positive light once again in the euro area, whilst its unemployment rate fell to minimums not seen since 2008.
- In Mexico, economic growth has been resilient to the uncertainty generated by Trump's arrival to the Presidency, partly thanks to the positive tone of the external sector.
- Inflation has been higher than in 2016, although it has remained below the objectives of the monetary policy in the major developed economies, with the exception of the UK.
- Oil prices reached maximums last seen in mid-2015, supported by the extension of production cuts by the OPEC and other oil producing countries to the end of 2018.
- The ECB amended its asset purchase programme, extending its duration to at least September 2018, but reducing its monthly purchase rate from €60bn to €30bn as of January 2018.
- Bank of England increased its reference rate to 0.50%, thereby undoing the cut implemented following the Brexit referendum.
- The Fed increased its Fed funds rate on three occasions, to 1.25%-1.50%, and began to reduce its balance sheet in October. It was also revealed that Powell, currently a member of the Board of Governors of the Fed, will be the new Chairman as of February 2018.
- Yields of long-term government bonds in the main developed economies have remained at reduced levels with no definite trend. Throughout the year, political events, actions taken by central banks and inflation have been the main factors affecting asset performance.
- Risk premiums in countries in the European periphery have continued to be supported by the ECB's accommodating policy. Risk premiums in Portugal and Greece experienced a significant decline, supported by credit rating upgrades, the favourable economic environment and, in the case of Greece, positive news regarding its bailout programme.
- The dollar has depreciated against the euro, hindered by political noise in the US and the consolidation of the economic recovery of the euro area.
- The pound sterling has been hindered by the various political events related to Brexit and domestic politics, despite attempts to contain it with the monetary policy.
- The Mexican peso recovered from the sharp devaluation that took place after Trump's arrival, insofar as the US President did not act on his threats to withdraw from NAFTA.
- The European banking system has strengthened its solvency, improved asset quality and slightly increased profitability. However, this progress has been disparate across jurisdictions and institutions, therefore the reduction of the total volume of doubtful loans and the improvement of long-term profitability continue to be key challenges for the sector as a whole.

- In terms of European construction, the EC has set an ambitious path to guarantee the completion of Banking Union by 2019, with a new proposal for a more gradual implementation of the third pillar (EDIS) with less loss sharing compared with its proposal from 2015. The review of the UMC's action plan focuses on more effective supervision by ESMA, to guarantee a more proportionate regulatory environment for SMEs, simplify cross-border investments and develop capital market ecosystems throughout the EU. The role of transformation played by financial technology and sustainable investment will also be promoted.
- Ten years after the onset of the financial crisis, an agreement has been reached to finalise the post-crisis regulatory financial framework. Regulations have continued to be demanding in the run-up to new standards that will enter into force in 2018.

#### 4.2 Key milestones during the year

##### ***Improvement of the Group's risk profile during the year***

The Group's risk profile during 2017 has mainly improved for three reasons:

##### **(i) International diversification**

- International credit risk exposure (€44,259 million) accounts for 30% of the Group's total exposure, 6 times more than in 2014.
- Most of this international diversification is due to the acquisition of TSB, with an exposure of €35,581 million (90% of which are retail mortgages).
- International growth excluding the effect of the acquisition of TSB stands at 29% since 2014.

##### **(ii) Concentration risk**

- Reduction of real estate exposure (reduced by one third since 2014) and increase of exposure to the retail segment following the acquisition of TSB in 2015.
- From a sector-based point of view, the portfolio is well diversified with a growing trend in sectors with higher credit qualities. In terms of individual concentration, concentration risk metrics of major exposures have also been reduced.
- In geographical terms, the portfolio is positioned in regions showing the most dynamism, both nationally and internationally.

##### **(iii) Asset quality**

- The volume of doubtful assets has been significantly reduced in recent years. Since 2013, doubtful exposures have been reduced by €10,173 million.
- During 2017, doubtful assets have been reduced, at Group level, by €3,463 million.
- The foregoing has led to a reduction of the NPL ratio from 6.14% to 5.14%.

The improvement in the Group's fundamentals, particularly in terms of risk, is reflected in the improvement of the rating of the bank's senior debt during the year, allowing the bank to recover its Investment Grade category from all of the credit agencies rating its debt (see Directors' Report - Other significant information).

### ***Strengthened risk management and control environment***

During 2017, efforts have continued to strengthen the risk management and control environment by preparing and deploying management and control frameworks for certain portfolios, sectors and geographies, providing a powerful tool that allows the Risk Appetite Framework to be implemented and guides the growth of lending, seeking to optimise the duality between profitability and risk in the long term.

Each such framework defines the Group's risk appetite in each sector or portfolio and the requirements to achieve it, establishing:

- Asset allocation, setting the growth targets in each key pillar (quality, type, etc.).
- General criteria that should govern activity in each portfolio, sector or geography.
- Basic policies for the acceptance and monitoring of loans.
- Risk monitoring and control metrics (for both existing and new stock).

Lastly, the set of management and control frameworks, together with ongoing planning and management, allow portfolio management actions to be anticipated in order to guide the growth in a way that is profitable in the long term.

### ***Improvement of monitoring environment***

During 2017, the risk monitoring environment of the Group's customers has been updated. The early warnings system has been incorporated into management procedures with a new monitoring environment that allows different strategies to be implemented depending on the segment (retail customers, businesses and self-employed, enterprises and corporates).

The main input used in this monitoring environment is taken from the early warning models adapted to different segments. This leads to:

- Improved efficiency by focusing monitoring on customers with signs of impairment.
- Forward-looking management when there are signs of deterioration, in which the Basic Management Team is responsible for renewing the rating of customers in which there has been an impairment.
- Regular control of customers whose situation remains unchanged and who have been evaluated by the Basic Management Team.
- Feedback using the information provided by the Basic Management Team as a result of this management.

### ***Improvement in the management of problematic assets***

During 2017, in compliance with the requirements set forth by the European Central Bank in its document "Guidance to Banks on Non-Performing Loans", the Board of Directors has approved a new "Strategic plan for the management of problematic assets" as well as the corresponding "Operational Plan for the management of problematic assets". The key points of the Strategic Plan are:

- management principles for these assets,
- a governance and management structure that allows these objectives to be achieved, and
- quantitative objectives with different time horizons, to reduce both doubtful assets and foreclosed assets.

In order to achieve these results, the bank has set itself two strategic priorities in relation to the management of problematic assets:

- Continuous reduction of problematic assets until all balances have been normalised.
- Focus on the management of problematic assets through the specialised management of its Asset Transformation and Industrial and Real Estate Investees Division, one of the first 'workout units' in Spain.



These two strategic priorities translate into five principles for the management of problematic assets, which are:

- The anticipation of default management and the preventive management of potential new entries into default.
- The segmented management of all problematic and potentially problematic exposures.
- Business intelligence and the continuous improvement of processes.
- Financial capacity.
- Clear governance system based on three lines of defence.

Policies on Problematic Assets have also been implemented, pursuant to the requirements set forth in the same ECB document and in Annex IX to Bank of Spain Circular 4/2016. These policies are aligned with the Strategic Plan and the Operational Plan for the management of Problematic Assets. Policies also address the new risk management model implemented in July 2017.

#### 4.3 General principles of risk management.

##### **4.3.1 Corporate risk culture**

The risk culture of Banco Sabadell is one of the factors that sets it apart, and it is firmly rooted throughout the organisation as a result of its progressive development spanning over decades. Among the aspects that characterise this strong risk culture are:

- A high level of involvement of the Board of Directors in risk management and control procedures. Since before 1994, there has been a Risk Control Committee in the bank, whose main task is to supervise the management of all relevant risks and to align these with the risk profile defined by the Group.
- Banco Sabadell Group has a Risk Appetite Framework in place, which includes the Risk Appetite Statement, that guarantees control and proactive management of risks under a strengthened framework of corporate governance, which has been approved by the Board of Directors.
- A Basic Management Team as a key player in the acceptance and monitoring of risk. The team has existed for more than 20 years, and is formed of the relationship manager on one hand, and the risk analyst on the other. Risks are managed based on the points of view expressed by each party. Decisions must always be discussed and reached by means of an agreement between all parties involved. This provides a high degree of involvement of the team in the decision-making process and also contributes depth and solidity to the judgements.
- High degree of specialisation: there are specific management teams for each segment (Real Estate, Corporate Banking, Corporates, SMEs, Retailers, Banks and Countries, etc.) which allow a specialised risk management process to be implemented in each area.

- Advanced internal credit rating models that have served as a fundamental element of decision-making processes for over 15 years (since 1999 for individuals and since 2000 for corporates). The Group, in accordance with the relevant best practices, applies said practices in order to improve the overall efficiency of the process. Insofar as these models not only allow borrowers to be organised in ordinal terms but also provide a basis for a quantitative risk measurement, and they can be used in various key management processes: fine-tuning the delegation of powers, efficient risk monitoring, Group-wide risk management, risk-adjusted returns and the Group's capital adequacy assessment are just some examples.
- Powers for approving transactions with a degree of corporate risk at the various different levels are delegated based on expected losses. As a general policy in respect of the delegation of powers, the Group has opted for a system in which different levels are determined using the expected loss metric, which takes into account the exposure to credit risk of the transaction pending approval of the customer and risk group, the expected default rate and the estimated severity.
- A rigorous monitoring of credit risk carried out using an advanced system of early warning indicators for corporates and individuals. Risk monitoring at customer and group level can be divided into three types: operational, systematic and comprehensive. One of the key sources for this risk monitoring is the implementation of an early warning indicator system for both corporates and individuals (started in 2008 and 2011) which allows credit risk to be anticipated. These warnings are based on internal information such as, for example, the number of days past-due, overdrawn invoice discounting facilities, bank guarantees and international credit, as well as external information, such as customers classed as defaulters in the rest of the financial system or in information available from credit bureaux.
- Advanced abnormal risk management model that strengthens the anticipation and specialised management of risks. A comprehensive abnormal risk management model has been implemented which allows the treatment of risk to be aimed at those situations where default is most likely (anticipated default, refinancing, collections, etc.). This comprehensive system uses specific tools (simulators to help find the best solution on a case-by-case basis), as well as managers who specialise in the different segments and who are dedicated exclusively to this task.
- Risk-adjusted pricing. The commercial policy in respect of price management is dynamic, and is adapted to the economic and financial environment of the market (liquidity premiums, difficulty of accessing credit, interest rate volatility, etc.). It takes into account the cost of funding and the risk (expected loss and cost of capital). Risk models are a key element in setting prices and profitability objectives.
- The risk management model is fully integrated into the bank's technology platform, so that all policies can be immediately transferred for their day-to-day management: the policies, procedures, methodologies and models that make up the risk management model of Banco Sabadell are technically integrated into the bank's operational platform. This allows policies to be transferred immediately for an effective day-to-day management. This aspect has been particularly relevant in the bank's acquisitions.
- Use of stress testing as a risk management tool: For years, Banco Sabadell has been working with an internal tool to conduct stress tests, working together with internal teams with extensive experience in carrying out these tests.

#### **4.3.2 Risk Appetite Framework**

The Risk Appetite Framework includes, amongst others, the Risk Appetite Statement, which is defined as the quantity and diversity of risks that Banco Sabadell Group seeks and tolerates in order to achieve its business objectives, whilst maintaining a balance between return and risk.

The Risk Appetite Statement (RAS) is composed of quantitative measures which allow an objective monitoring to be carried out of the achievement of objectives and set limits and of qualitative elements that supplement these metrics and govern the Group's risk control and management policy.

### Quantitative elements

The quantitative metrics of the RAS are divided into ten general areas:

- Capital and Solvency: level and quality of capital.
- Liquidity: liquidity buffers and financing structure.
- Profitability: balance between return and risk.
- Quality of Assets: for different significant risks and in stress scenarios.
- Credit and Concentration: individual and sector-wide.
- Market Risk.
- Structural Interest Rate and Exchange Rate Risk.
- Counterparty Risk.
- Operational Risk.

### Qualitative aspects

As a supplement to the above quantitative metrics, the following qualitative principles should be used to guide the Group's risk management and control:

- The general position of the entity with regard to risk-taking aims to achieve a medium-to-low risk profile through the use of a prudent and balanced risk policy that will ensure the profitable and sustainable growth of its activity, and that it is in line with the strategic objectives of the Group, in order to maximise the generation of value while guaranteeing an adequate level of solvency.
- The Board of Directors is committed to risk management and control procedures: it approves policies, limits, the management model and procedures, as well as methodologies for risk measurement, monitoring and control.
- The Group maintains a risk culture that is embedded throughout the entity, and has various units that specialise in addressing different risks. The risk function conveys this culture by introducing policies, implementing and starting up internal models, and adapting these to the risk management procedures.
- The risk management policies and procedures are geared towards adapting the risk profile to the Risk Appetite Framework, whilst maintaining a balance between the expected return and risk.
- The risk control and management system in Banco Sabadell Group is set up as an extensive framework of principles, policies, procedures and advanced assessment methodologies that are integrated into an efficient decision-making structure. The risk variable is taken into account when making any kind of decision and is quantified in terms of allocated capital using a common measurement method.
- Risk management requires sound and on-going control procedures to keep risks within the pre-defined limits, with clear-cut responsibilities for identifying and monitoring indicators and early warnings, as well as an advanced risk assessment methodology.
- The levels of capital and liquidity should be sufficient to cover the risks accepted by the entity, including in unfavourable economic scenarios.
- There should be no risk concentration levels that could significantly compromise own funds.

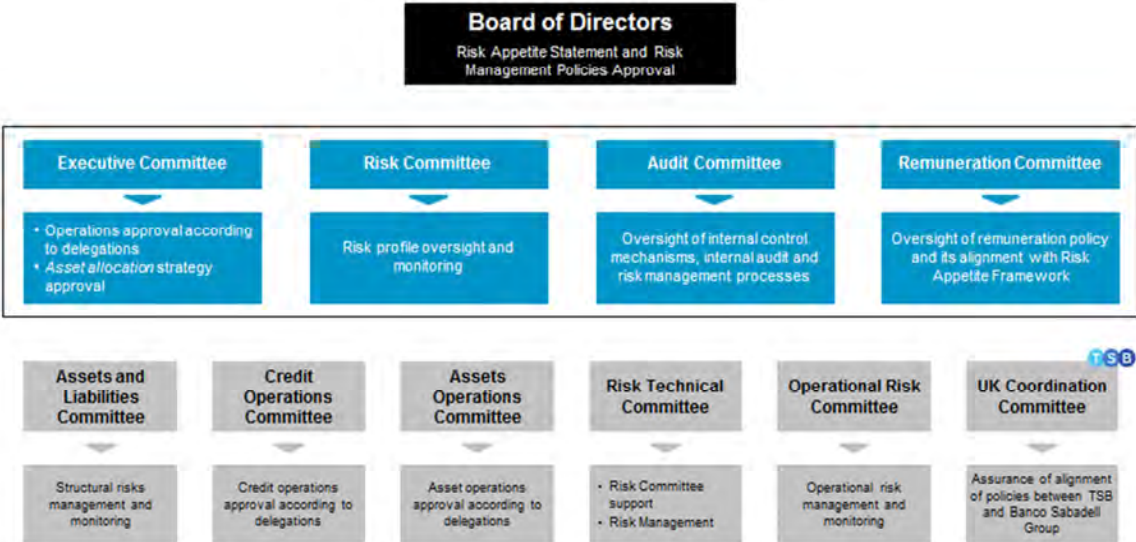
- The objectives behind accepting market risk for trading purposes are to handle the flow of transactions produced by customers' operations and seize market opportunities, whilst maintaining a position in line with the bank's market share, risk appetite, risk-taking capacities and risk profile.
- The risk function is independent and senior management has a high degree of involvement that guarantees a strong risk culture focused on protecting and ensuring an appropriate return on capital.
- The Group's aim in terms of fiscal risk is to ensure compliance with fiscal obligations whilst guaranteeing an adequate return for shareholders.
- The achievement of the business objectives must be compatible, at all times, with compliance with the law and the application of best practices.
- The entity will have at its disposal the necessary human and technological resources to monitor, control and manage all risks that may arise during the course of its activities.
- The Group's remuneration systems should align the interests of employees and Senior Management with compliance with the Risk Appetite Framework.

**4.3.3 General Organisation of the Risk Function**

The Group has a risk culture that is embedded throughout all units, with units specialised in the treatment of risks, thereby guaranteeing the independence of the risk function and a close involvement of Senior Management.

The Board of Directors is the body responsible for setting forth general guidelines on the organisational structure of risk management and control functions and for determining the main strategies in this regard. It is the body responsible for approving the Risk Appetite Framework (prepared together with the Chief Executive Officer, the Chief Risk Officer and the Chief Financial Officer) and ensuring that it is aligned with the entity's short- and long-term objectives, as well as with the business plan, capital planning, risk-taking capacity and compensation schemes.

There are four Delegated Committees in operation to which the Board of Directors delegates functions by making use of the powers conferred to it in the Articles of Association, which report to the full Board on the performance of their activities and report on any decisions made.



The Group has established its Control Framework based on the model of Three Lines of Defence, structured around the following assignment of functions:

- **First line of defence**, consisting mainly of business units and corporate centres, among the most noteworthy of which are the Risk Management Division, the Financial Division and the Treasury and Capital Markets Division. The first line of defence is responsible for the management of risks inherent in the bank's activity, mainly in the acceptance, monitoring, measurement and assessment of risks and associated processes.

They are responsible for implementing corrective actions to correct weaknesses in their processes and controls. The core functions attributed to this line of defence under the control framework are:

- Maintaining effective internal controls and performing risk assessment and control procedures on a daily basis;
  - Identifying, assessing, controlling and mitigating risks, following internal policies and procedures and ensuring that activities are consistent with the bank's aims and objectives;
  - Establishing adequate management and oversight processes to ensure regulatory compliance and focusing on control errors, inadequate procedures and unexpected events.
- **Second line of defence**, consisting mainly of:
    - The Risk Control Division is independent from the first line of defence and is responsible for identifying, assessing, monitoring and controlling the Group's significant risks and for providing information related thereto.
    - The Compliance, Corporate Social Responsibility and Corporate Governance Division, which aims to minimise the risk of failing to comply with regulations and ensure that any instances of non-compliance are diligently identified, reported and resolved and that the appropriate preventive measures are implemented.
    - The Internal Validation function, which is responsible for reviewing these models and ensuring that they work as expected and that the results obtained from them are appropriate to their various uses, both internal and regulatory.
    - The IT Control Division is responsible for identifying risk situations associated with the use of technology across all units in the Group that could give rise to operational or reputational risks for the Group. It also promotes necessary training and support among the Group's units to enable them to resolve risk situations associated with their scope of responsibility and actions, and independently transfers any significant residual risks that have not been covered by the implemented controls to the Group's Operational Risk Division.

In general, the second line of defence ensures that the first line of defence is well designed, performs the tasks assigned to it and puts forward suggestions for its continuous improvement. The core functions attributed to this line of defence under the control framework are:

- Proposing the risk management and control framework.
- Guiding and ensuring the implementation of risk policies, defining responsibilities and objectives for their effective implementation.
- Cooperating in the implementation of risk management processes and controls.
- Identifying changes in the underlying risk appetite of the organisation.

- Verifying compliance with regulations applicable to the Group in the performance of its business activities.
  - Providing the technological infrastructure for risk management, measurement and control.
  - Analysing and comparing existing and future incidents by reviewing available information.
  - Ensuring that the models work as expected and that the results obtained from them are appropriate to their various uses, both internal and regulatory.
  - Promoting and pursuing the highest possible levels of compliance with current legislation and professional ethics within the Group.
  - Guaranteeing both the operational continuity of ordinary business activities and the security of the information on which such activities are based.
- As a **Third Line of Defence**, the Internal Audit function:
    - The Internal Audit Division conducts an independent and objective verification and advisory services, governed by a philosophy of adding value and helping the Group to fulfil its objectives.
    - It provides assistance to the Group in achieving its objectives by providing a systematic, disciplined approach to evaluate the sufficiency and effectiveness of the organisation's governance processes and the risk management and internal control activities.

#### 4.4 Managing and monitoring the main significant risks

##### 4.4.1 Credit risk

Credit risk arises from the possibility of losses arising from defaults on payment obligations by borrowers, as well as losses of value due to the impairment of borrowers' credit rating.

###### 4.4.1.1 Credit risk management framework.

###### *Acceptance and monitoring*

Credit risk exposure is subject to rigorous monitoring and control through regular reviews of borrowers' creditworthiness and their ability to honour their payment obligations to the Group, with exposure limits for each counterparty being adjusted to levels that are deemed to be acceptable. It is also usual practice to mitigate exposure to credit risk by requiring borrowers to provide collateral and guarantees to the bank.

The Board of Directors grants powers and discretions to the Executive Committee to allow the latter to delegate responsibilities to different decision-making levels. The implementation of authority thresholds in credit approval management systems ensures that powers delegated at each level are linked to the expected loss calculated for each business loan or other transaction that is requested.

To optimise the business opportunities provided by each customer and to guarantee an appropriate degree of security, responsibility for accepting and monitoring risks is shared between the account manager and the risk analyst, who by maintaining effective communication with the corresponding units, are able to obtain a comprehensive view of each customer's individual circumstances.

The account manager monitors the business aspect through direct contact with customers and by handling their day-to-day banking, whilst the risk analyst takes a more system-based approach making use of his/her specialised knowledge.

The implementation of advanced methodologies for managing risk (adapted to the New Basel Capital Accord and industry best practice) also benefits the process in ensuring that proactive measures can be taken once a risk has been identified. Of vital importance in this process are rating tools such as credit rating for corporate borrowers and credit scoring for retail customers, as well as early warning indicators for monitoring risk.

The analysis of indicators and early warnings, in addition to rating reviews, allows an integrated and continuous measurement to be made of the level of the accepted risk. The establishment of efficient procedures to manage performing loans also benefits the management of past-due loans by enabling a proactive policy to be devised based on a preliminary identification of any cases with propensity to default.

Risk monitoring is carried out for all exposures in order to identify potential problematic situations and to prevent the deterioration of credit quality. In general, this monitoring is based on an early warnings system at both transaction/borrower level and at portfolio level, and they both use the Bank's internal information and external information in order to obtain results. The monitoring is carried out on a forward-looking basis, i.e. with a forward-looking outlook in accordance with the foreseeable development of circumstances, in order to determine both actions to strengthen the business (increase in lending) and prevent risk (risk mitigation, improvement of guarantees, etc.).

The early warnings system allows an integrated measurement to be made of the level of the risk taken and allows it to be transferred to recovery management specialists, who determine the different types of procedures that should be implemented. Therefore, based on risks in excess of a set limit and predicted default rates, groups or categories are established to be treated individually. These warnings are additionally managed by the account manager and the risk analyst.

#### *Abnormal risk management*

Generally, during stages of weakness of the economic cycle, debt refinancing and restructuring operations are the most significant technical risk management operations. The bank's objective, when faced by debtors and borrowers that have, or are expected to have, financial difficulties when honouring their payment obligations under the agreed contractual terms, is to facilitate the repayment of the debt by reducing the likelihood of default as much as possible. A number of common policies to achieve this are in place across the entity, including procedures for the approval, monitoring and control of debt refinancing and restructuring processes, the most relevant of which are the following:

- The availability of a sufficiently detailed compliance record for the borrower and a manifest intention to repay the loan, assessing the time-frame of the financial difficulties affecting the customer.
- Refinancing and restructuring conditions based on a realistic repayment schedule which is in line with the borrower's current and predicted payment capacity, preventing issues being put off until a later date.
- If new guarantees are provided, these must be regarded as a secondary and exceptional means for recovering the debt, so as to avoid adversely affecting existing means. All ordinary interest accrued must always be paid up to the refinancing date.
- A maximum length is applied to grace periods.

The Group continually monitors compliance with the agreed terms and conditions and with the above policies.

#### *Internal risk models*

Banco Sabadell Group also has a system in place which is made up of three lines of defence to ensure the quality and oversight of internal models, as well as a governance process which has been specifically designed to manage and monitor these models and to ensure compliance with regulations and the Supervisor's instructions.

The governance framework of internal credit risk and impairment models (risk management, regulatory capital and provisions) is based on the following pillars:

- Effective management of changes to internal models.
- On-going monitoring of the environment of internal models.
- Regular reporting, both internal and external.
- Internal model management tools.

Some of the main bodies within the governance framework of internal risk and impairment models include the Models Committee, which meets on a monthly basis and carries out internal approval functions, in line with the levels of materiality of the risks, and monitors internal credit risk models.

Banco Sabadell Group also has an advanced abnormal risk management model in place to manage the impaired assets portfolio. The purpose of managing abnormal risk is to identify the best solution for the customer upon detecting the first symptoms of impairment, whilst reducing the entry into default of customers with economic difficulties, ensuring the smooth progression and consistent management across the different phases.

For further quantitative information, see Schedule 6 "*Other risk information: refinancing and restructuring operations*".

#### *Real estate credit risk management*

As part of its on-going risk management and, in particular, its policy on the construction and real estate development industries, the Group has a number of specific policies in place for mitigating risks.

The main measure being implemented is the continuous monitoring of risks and the reappraisal of borrowers' financial viability in the new economic environment. If the results of the reappraisal are satisfactory, the existing arrangements continue on the basis agreed, with fresh commitments being required where appropriate in light of the new circumstances.

The policy to be implemented depends in each case on the type of asset being financed. For completed developments, sale support actions are carried out through the Group's distribution channels, setting a competitive price which enables the transactions to be processed and allowing final buyers access to financing, provided they comply with risk requirements. For works in progress, the main objective is to complete the work, provided that short and medium term market expectations are sufficient to absorb the resulting supply of property.

For land-related loans, the saleability of properties to be built on the site is the key consideration in deciding on the provision of finance for construction.

Where monitoring and scrutiny of a borrower's position do not indicate a reasonable degree of viability, the solution may take the form of a surrender of assets in settlement of the debt and/or the purchase of assets.

Where a solution of this kind is not practicable, legal proceedings will be taken, leading to forbearance of the assets.



All assets taken into possession by the Group, whether by surrender in settlement of debt or by purchase, or as a result of legal proceedings, to ensure collection or to execute other lending improvements are mainly foreclosed tangible assets received from borrowers and other obligors of the bank, to satisfy financial assets representing the bank's collection rights, and are actively managed with the primary purpose of divestment.

In terms of the stage of the construction process of real estate assets, three strategic lines of action have been established:

### **1. New funding: real estate development business**

A commercial unit was established at the end of 2014, for the exclusive management of new funding for real estate developers, having identified the requirements of the market and the solvency of its new players. A new monitoring approach was developed for this unit, which allows Banco Sabadell to have a detailed knowledge of the projects being considered in the unit (including the surface area for sale, the number of units being sold, the construction budget and the extent of pre-marketing activities).

In parallel, a new "Real Estate Analysis" division has been created, responsible for analysing all of the real estate projects that the bank is considering awarding funding to from a perspective of real estate business only, analysing the location, suitability of the product, as well as potential current supply and demand, and comparing in each case the figures of the business plan submitted by the customer (particularly costs, sales and timelines). The new analysis model is coupled with a model for monitoring approved real estate development projects. The progress of each real estate development project is monitored to control drawdowns and the compliance with the business plan (sales, costs and timelines).

The new management model has allowed a system of warnings to be developed for monitoring purposes, which is used by both the "Analysis and monitoring" division and the "Risks" division, both of which were involved in the process to define the system. In addition to warnings for already approved real estate development projects, new funding uses the "real estate development framework", which defines the optimum allocation of the new business on the basis of the quality of the customer and development project.

### **2. Management of problematic real estate lending**

Problematic loans are managed in line with the defined policy. In general, they are managed taking into account the customer, guarantees and status of the loan (from the time when a potential warning is triggered, warning of a potential deterioration of the current status, up to the materialisation of payment in kind / purchase under amicable management proceedings, or until an auction is held following an enforcement process and whenever there is a deed of foreclosure).

After analysing the three aforementioned aspects, an optimum solution is sought to stabilise or settle the position (whether through amicable or judicial proceedings), which differs in line with the evolution of each customer / case file. Cases in which the stabilisation or settlement of the loan by the customer is not a feasible option are managed using support models on the basis of the type of loan or funded property. In the case of finished real estate developments or completed non-residential properties, customers are given a possibility to sell the assets via Solvia at competitive prices. In the case of plots of land, a possibility can be given to increase the debt to develop housing projects if the internal teams at Banco Sabadell identify a demand for housing in that location and are responsible for controlling their investment and marketing. For other funded real estate, the possibility of closing sale agreements with third parties is considered and friendly solutions are proposed (purchase, payment in kind, which in the case of properties owned by retail customers can be coupled with favourable conditions for relocation or social renting depending on the needs of the customer) or else legal proceedings are initiated.

### 3. Foreclosed real estate asset management

Once the loan has been converted into a real estate asset, a management strategy is defined depending on the type of asset and its location, to identify the potential of each asset according to its potential demand. The main disposal mechanism is the sale of the asset, for which the bank, through Solvia, has developed different channels on the basis of the type of property and customer. The success of these sales channels is reflected in the high volumes of properties that are sold year after year, the significant growth in the volume of sales of non-residential properties, land ready for development and plots under management, a growth which began when the market began to be more interested in these types of assets and customers began to entrust the sale of their properties to Solvia.

A decision has been made to invest in certain land sites and plots under management with a high potential demand located in markets for which significant price increases are forecast, in order to optimise the revenue from such assets considering the forecast income and applying conservative growth assumptions.

The Group, given the importance of reaching a high degree of concentration of this risk in the past, has a first tier RAS metric in place which establishes a maximum level of concentration in terms of concentration metric for real estate development based on TIER 1 capital in Spain. This metric is monitored on a monthly basis and reported to the Technical Risk Committee, the Risk Committee and the Board of Directors.

Lastly, it is worth highlighting that the Risk Control Division, together with the Business and Risk divisions, regularly monitors the adequacy of new financing granted to real estate developers. The monitoring process includes a review of compliance with policies and asset allocation. Results of this monitoring exercise are escalated to the Technical Risk Committee for information.

For further quantitative information, see Schedule 6 "*Credit risk: Risk concentration and exposure to construction and real estate sectors*".

#### 4.4.1.2. Risk management models

##### *Rating*

Credit risks incurred with corporates, developers, specialised lending projects, financial institutions and countries are rated using a rating system based on predictive factors and an internal estimate of the probability of default.

The rating model is reviewed annually based on the analysis of real default trends. A predicted default rate is assigned to each internal credit rating level, which also allows a homogeneous comparison to be made of other segments and credit ratings from external credit agencies using a master ratings scale.

%										
Breakdown by rating of BS corporates portfolio										
9	8	7	6	5	4	3	2	1	0	TOTAL
0.38%	7.94%	15.46%	19.80%	31.39%	16.29%	6.31%	2.00%	0.33%	0.09%	100%

Includes Sovereigns, Corporates and Financial Institutions.

### *Credit scoring*

In general, credit risks undertaken with individual customers are rated using scoring systems which are in turn based on a quantitative model of historic statistical data, where the relevant predictive factors are identified. In geographies in which scoring takes place, the latter is divided into two types:

*Behavioural scoring*: the system automatically classifies customers based on information regarding their activity and on each product which they have acquired. These scorings are mainly used in: the granting of transactions, setting (authorised) overdraft limits, advertising campaigns, monitoring and segmentation of claims and/or repayment procedures.

*Reactive scoring*: this is used to evaluate applications for consumer loans, mortgage loans and credit cards. Once all of the data relating to the transaction has been entered, the system calculates a result based on the estimated debt capacity, financial profile and, if applicable, the level of pledged assets.

If no scoring system exists, it is replaced with individual assessments supplemented with policies.

%

Breakdown by rating of individuals portfolio										
9	8	7	6	5	4	3	2	1	0	TOTAL
0.87%	3.61%	17.49%	40.53%	19.93%	11.02%	3.63%	1.55%	0.66%	0.71%	100%

Excludes operations from TSB and retail banking customer operations from Banco Cam, BMN-Penedès, Banco Gallego and Sabadell Solbank (formerly, Lloyds Bank).

### *Warning tools*

In general, Banco Sabadell Group has a system in place of early warnings comprised of both individual warnings and advanced early warning models for both the Corporates sector and the Individuals sector. These early warnings are based on behavioural factors obtained from available sources of information (rating or scoring, customer files, balance sheets, CIRBE (Bank of Spain Central Credit Register), information of a sector-based or operative nature, etc.). They measure the risk presented by the customer on a short-term basis (predicted propensity to default), obtaining a high level of predictability to detect potential defaulters. The rating, which is obtained automatically, is one of the basic input data used when monitoring the risk of corporates and individual customers.

This warnings system offers:

- More effective monitoring of customers with the lowest rating (different cut-off points for each group).
- Actions to be taken in advance to manage any negative change in the situation of the customer (change in rating, new severe warnings, etc.).
- Regular control of customers whose situation remains unchanged and who have been evaluated by the Basic Management Team.

#### 4.4.1.3. Credit risk exposure

The tables below show the breakdown, by headings of the consolidated balance sheet, of the Group's maximum gross exposure to credit risk at 31 December 2017 and 31 December 2016, without deducting collateral or credit upgrades received in order to ensure compliance with payment obligations, broken down by portfolios and in accordance with the nature of the financial instruments:

Thousand euro

<b>Maximum exposure to credit risk</b>	<b>Note</b>	<b>2017</b>	<b>2016</b>
<b>Financial assets held for trading</b>		<b>131,761</b>	<b>1,649,726</b>
Equity instruments	9	7,432	10,629
Debt securities	8	124,329	1,639,097
Loans and advances		-	-
		<b>39,526</b>	<b>34,827</b>
<b>Financial assets designated at fair value through profit or loss</b>			
Equity instruments	9	39,526	34,827
Debt securities		-	-
Loans and advances		-	-
<b>Available-for-sale financial assets</b>		<b>13,380,567</b>	<b>18,895,134</b>
Equity instruments	9	606,697	766,609
Debt securities	8	12,773,870	18,128,525
<b>Loans and receivables</b>		<b>153,284,561</b>	<b>155,324,475</b>
Debt securities	8	575,450	930,585
Loans and advances	11	152,709,111	154,393,890
<b>Held-to-maturity investments</b>	<b>8</b>	<b>11,173,210</b>	<b>4,598,190</b>
<b>Derivatives</b>	<b>10, 12</b>	<b>1,814,764</b>	<b>2,369,655</b>
<b>Total risk due to financial assets</b>		<b>179,824,389</b>	<b>182,872,007</b>
Guarantees given	26	8,726,847	8,529,354
Other commitments given	27	24,079,340	25,208,687
<b>Total commitments and guarantees given</b>		<b>32,806,187</b>	<b>33,738,041</b>
<b>Total maximum credit risk exposure</b>		<b>212,630,576</b>	<b>216,610,048</b>

The Group also has guarantees and contingent commitments given to borrowers, materialised by the establishment of guaranties provided or commitments inherent in the credit agreements up to an availability level or limit ensuring financing for the customer when required. These facilities also imply the acceptance of a credit risk and are subject to the same management and monitoring systems described above.

Information on the value of financial guarantees given at 31 December 2017 and 2016 year-end is shown below:

Thousand euro	2017	2016
Loan commitments given	20,906,053	19,567,289
<i>Of which classified as doubtful</i>	<i>61,719</i>	<i>48,270</i>
Amount recorded under liabilities on the balance sheet	23,677	23,160
Financial guarantees given (*)	1,983,143	1,872,647
<i>Of which classified as doubtful</i>	<i>48,163</i>	<i>42,507</i>
Amount recorded under liabilities on the balance sheet (**)	32,500	35,382
Other commitments given	9,916,991	12,298,105
<i>Of which classified as doubtful</i>	<i>9,729</i>	<i>61,632</i>
Amount recorded under liabilities on the balance sheet	28,772	25,490

(\*) Of which 90 and 89 million euros in December 2017 and 2016 granted in relation to construction and real estate development.

(\*\*) Of which 5 and 2 million euros in December 2017 and 2016 recorded under liabilities on the balance sheet in relation to real estate development.

The credit risk exposure described above includes the amount of collateral and other credit enhancements to ensure compliance, which are commonly used in the types of financial instrument managed by the entity.

Schedule 6 of these consolidated annual accounts shows quantitative data relating to credit risk exposure by geography.

#### 4.4.1.4. Credit risk mitigation

Credit risk exposure is subject to rigorous monitoring and control through regular reviews of borrowers' creditworthiness and their ability to honour their payment obligations to the Group, with exposure limits for each counterparty being adjusted to levels that are deemed to be acceptable. It is also usual practice to mitigate exposure to credit risk by requiring borrowers to provide collateral and guarantees to the bank.

Generally, these take the form of financial collateral, mainly mortgages on properties used as housing, whether finished or under construction. The entity also accepts, although to a lesser degree, other types of financial collateral, such as mortgages on retail properties, industrial warehouses, etc. and financial assets. Another credit risk mitigation technique that is commonly used by the entity is the acceptance of guarantees, in this case subject to the guarantor presenting a certificate of good standing.

All of these mitigation techniques are established ensuring their legal certainty, i.e. under legal contracts that are legally binding for all parties and which are enforceable in all relevant jurisdictions, thus guaranteeing that the collateral can be seized at any time. This process is fully subject to an internal verification of the legal adequacy of these contracts, and legal opinions of international specialists can be requested and applied where these contracts have been entered into under foreign legislation.

All collateral is formalised before a notary public through a public document, thus ensuring their enforceability before third parties. In the case of property mortgages, these public documents are also registered with the corresponding land registries, thus gaining constitutional weight before third parties. In the case of pledges, the pledged items are generally deposited with the entity. Unilateral cancellation by the debtor is not permitted, and the guarantee remains valid until repayment in full of the debt.

Personal guaranties or bonds are established in favour of the entity and, except in certain exceptional circumstances, are also formalised before a notary public through a public document, to vest the agreement with the highest possible legal security of formalisation and to allow legal claims to be submitted through executive proceedings in case of non-payment. They constitute a credit right with respect to the guarantor that is irrevocable and payable on first demand.

In addition to the mitigation of the risk arising from guarantees formalised between the debtors and the entity as a result of the acquisition of Banco CAM, the Group has an additional guarantee for a particular asset portfolio, provided by the APS, with retroactive effects from 31 July 2011, and for a period of ten years (see further details in Note 2).

The bank has not received significant guarantees which it is authorised to sell or pledge, irrespective of any non-payment by the owner of the referred guarantees, except for those intrinsic to treasury activities, which are mostly repos with maturities of no more than six months, therefore their fair value does not differ substantially from their carrying value (see Note 6). The fair value of the assets sold with a buyback agreement arising from reverse repos is included under the heading “*Financial liabilities held for trading*” as part of the short positions of securities.

Conversely, assets assigned under the same transactions amount to €1,719,118 thousand and are included in line with their nature under the repos heading in Notes 18 and 19.

The value of the guarantees received to ensure collection of debts, broken down into collateral and other guarantees, at 31 December 2017 and at 2016 year-end, are as follows:

Thousand euro		
<b>Guarantees received</b>	<b>2017</b>	<b>2016</b>
Value of collateral	89,271,478	87,667,577
<i>Of which: guarantees doubtful risks</i>	<i>3,983,614</i>	<i>4,500,350</i>
Value of other collateral	12,462,899	8,911,554
<i>Of which: guarantees doubtful risks</i>	<i>355,839</i>	<i>485,640</i>
<b>Total value of guarantees received</b>	<b>101,734,377</b>	<b>96,579,131</b>

The main concentration of risk in relation to all of these types of collateral and credit enhancements corresponds to the use of the mortgage guarantees as a credit risk mitigation technique in exposures of loans for use in the financing or construction of housing or other types of real estate. On a like-for-like basis, mortgage loans represent 63% of gross lending.

In the case of market operations, counterparty risk is managed as explained in section 4.4.1.7.

#### 4.4.1.5. Credit quality of financial assets

As stated earlier, in general terms, the Group uses internal models to rate most borrowers (or transactions) through which credit risk is incurred. These models have been designed considering the best practices proposed by the NBCA. However, not all portfolios in which credit risk is incurred use internal models, partly due to the fact that a minimum level of experience in cases of non-payment is required in order for them to be reasonably designed.

The (original) percentage exposure, calculated using internal models, in terms of solvency for the entity is 52%.

The breakdown of the exposure, rated based on the internal rating levels, is as follows:

Breakdown of exposure by rating	Risk assigned rating /scoring	
	2017	2016
AAA/AA	3	5
A	15	14
BBB	60	55
BB	19	20
B	3	5
Rest	-	1
<b>Total</b>	<b>100</b>	<b>100</b>

Does not include operations derived from TSB, or individuals' operations from Banco Cam, BMN-Penedès, Banco Gallego and Sabadell Solbank (formerly Lloyds bank).

Further details on the rating and scoring models are included in section 4.4.1.2 of these consolidated annual accounts.

During 2017 an improvement has been observed in the reduction of doubtful assets, which have been reduced by €1,770 million during the year, resulting in a reduction of the NPL ratio as shown in the table below.

	2017	2016
NPL ratio (*)	5.14	6.14
NPL coverage ratio (*)	48.27	51.55

(\*) The NPL ratio excluding TSB stands at 6,57 and the NPL coverage ratio at 48,13 (in 2016, 7,72 and 51,53).

The loan loss ratio, broken down by financing segment, is set out below:

	Proforma 2017 (*)	2017	Proforma 2016 (*)	2016
Real-estate development and construction	21.37	21.30	29.05	28.98
Non-real-estate construction	6.87	6.86	9.68	9.67
Companies	3.33	3.33	3.82	3.82
SMEs and independent contractors	8.09	8.04	8.47	8.42
Private individuals with 1st mortgage guarantee	6.88	3.97	7.25	4.36
BS Group NPL ratio	6.57	5.14	7.72	6.14

(\*) Corresponds to the NPL ratio excluding the addition of TSB.

Further information on the quantitative breakdown of hedges and doubtful assets is included in Note 11, and further information on the quantitative data relating to refinancing and restructuring operations are included in Schedule 6 of these consolidated annual accounts.

#### 4.4.1.6. Concentration risk

Concentration risk refers to exposures whose risk of incurring losses is great enough to pose a threat to the financial solvency of the institution or the viability of its ordinary business activities. Concentration risk is organised into two basic sub-types:

- Individual concentration risk: imperfect diversification of the idiosyncratic risk within the portfolio due to either its reduced size, or due to significant exposures in specific customers.
- Sector concentration risk: imperfect diversification of systematic components of risk within the portfolio, which can be sector-based factors, geographical factors, etc.

Banco Sabadell has a series of specific tools and policies to ensure efficient management of concentration risk:

- Quantitative measures from the Risk Appetite Statement and their subsequent monitoring, such as level one metrics.
- Individual limits of risks or customers considered significant, set by the Executive Committee.
- Authority thresholds that ensure that all transactions carried out by the most significant customers are approved by the Credit Operations Committee or even the Executive Committee.

##### *4.4.1.6.1 Exposure to customers or significant risks*

At 31 December 2017 there were no borrowers with approved lending that individually exceeded 10% of the Group's own funds.

##### *4.4.1.6.2. Country risk: geographic exposure to credit risk*

Country risk is defined as the risk of a country's debts taken as a whole due to factors inherent in the sovereignty and economic situation of a country, i.e., for circumstances other than regular credit risk. It manifests itself in the eventual inability of a debtor to honour their foreign currency payment obligations to external creditors due to, among other reasons, the country preventing access to that foreign currency, the inability to transfer it or the non-enforceability of legal action against borrowers for reasons of sovereignty, or for reasons of war, expropriation or nationalisation.

Country risk not only affects debts contracted with a state or entities guaranteed by it, but also all private debtors that belong to that state and who, for reasons outside their control and not at their volition, are generally unable to honour debts.

An exposure limit is set for each country which is applicable across the whole of Banco Sabadell Group. These limits are approved by the Executive Committee and the corresponding decision-making bodies, as per their delegated powers, and they are continuously monitored to ensure that any deterioration in the political, economic or social situation of a country can be detected in good time.

The main component of the framework for the acceptance of country risk and financial institution risk is the structure of limits for different metrics. The various risks are monitored by Senior Management using this structure, and the delegated bodies establish the Group's risk appetite.

The structure of limits comprises two levels: first tier metrics in the RAS and second tier limits or management.

Additionally, different indicators and tools are used to manage country risk: ratings, credit default swaps, macroeconomic indicators, etc.



Schedule 6 includes quantitative data relating to the breakdown of the concentration of risks by activity and on a global scale.

#### 4.4.1.6.3. Exposure to sovereign risk and exposure to construction and real estate sectors

Schedule 6 includes quantitative data relating to sovereign risk exposure and exposure to the construction and real estate development sector.

#### 4.4.1.7. Counterparty risk

This heading contemplates credit risk associated with activities in financial markets involving transactions with counterparty risk. Counterparty risk refers to the risk of a counterparty defaulting before definitively settling cash flows of either a transaction with derivatives or a transaction with a repurchase commitment, with deferred settlements or collateral financing.

Exposure to counterparty risk is mainly concentrated in customers, financial institutions and counterparty clearing houses.

The following two tables show the breakdown of exposure by rating and geographies in which the Group operates.

%	AAA	AA+	AA	AA-	A+	A	A-	BBB+	BBB	BBB-	BB+	BB	BB-	B+	Rest	
	-	-	7.2%	4.1%	9.6%	10.7%	37.9%	10.7%	4.2%	2.5%	2.2%	3.3%	3.4%	1.1%	3.0%	<b>100.0%</b>
%																
	<b>2017</b>															
Euro Zone	65.3%															
Rest of Europe	26.3%															
U.S.A and Canada	7.0%															
Rest of the World	1.3%															
<b>Total</b>	<b>100.0%</b>															

As can be seen in the table, the risk is concentrated into counterparties with a high credit quality rating, with 69% of the risk with counterparties having a rating of A.

Since 2016, under the European Market Infrastructure Regulation EMIR (Regulation 648/2012), the obligation to settle and clear certain over-the-counter derivatives through central counterparty clearing houses (CCPs) has been applicable to the Group. For this reason, the derivatives subscribed by the Group susceptible to the foregoing are channelled via these agents. At the same time, the Group has strengthened the standardisation of OTC derivatives with a view to promoting the use of CCPs. The exposure to risk with CCPs largely depends on the amount of the deposited guarantees.

With regard to derivative transactions in organised markets (OMs), in line with management criteria, it is deemed that there is no exposure, given that there is no risk as the OMs act as a counterparty in the transactions and a settlement and guarantee mechanism is in place to ensure the transparency and continuity of the activity. In OMs the exposure is equivalent to the deposited guarantees.

The breakdown of transactions involving derivatives in financial markets depending on whether the counterparty is another financial institution, clearing house or organised market is as follows:

€ million	2017	2016
Operations with organised markets	3,582	2,195
OTC Operations	170,015	133,379
<i>Settled through clearing houses</i>	<i>49,017</i>	<i>25,140</i>
<b>Total</b>	<b>173,597</b>	<b>135,574</b>

There are currently no transactions that meet the criteria set forth in IAS 32 to offset the balance of financial asset and liability transactions. The offsetting of derivative and repo transactions are only material when calculating the amount pending collateralisation, and are not material in terms of their recognition on the balance sheet.

The following table shows the aggregate amount reflected on the balance sheet for the financial instruments subject to a master netting and collateral agreement for the years 2017 and 2016:

	2017				
	Financial assets subject to collateral agreements				
	Amount recognized in the balance sheet	Offsetting amounts (only for collateral calculation)	Collateral received		Net value
Cash			Debt securities		
<b>Financial assets</b>	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>	<b>(d)</b>	<b>(a)-(b)-(c)-(d)</b>
Derivatives	1,204,328	1,042,820	132,061	-	29,447
Repurchase agreements	4,966,485	-	23,127	4,883,010	60,348
<b>Total</b>	<b>6,170,813</b>	<b>1,042,820</b>	<b>155,188</b>	<b>4,883,010</b>	<b>89,795</b>

	2017				
	Financial liabilities subject to collateral agreements				
	Amount recognized in the balance sheet	Offsetting amounts (only for collateral calculation)	Cash given		Net value
Cash			Debt securities		
<b>Financial liabilities</b>	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>	<b>(d)</b>	<b>(a)-(b)-(c)-(d)</b>
Derivatives	2,129,342	1,042,820	1,370,579	274	(284,331)
Repurchase agreements	14,123,760	-	314,593	14,583,471	(774,304)
<b>Total</b>	<b>16,253,102</b>	<b>1,042,820</b>	<b>1,685,172</b>	<b>14,583,745</b>	<b>(1,058,635)</b>

Thousand euro

2016					
Financial assets subject to collateral agreements					
	Amount recognized in the balance sheet	Offsetting amounts (only for collateral calculation)	Collateral received		Net value
			Cash	Debt securities	
Financial assets	(a)	(b)	(c)	(d)	(a)-(b)-(c)-(d)
Derivatives	1,681,362	1,534,349	136,142	-	10,871
Repurchase agreements	1,711,930	-	12,690	1,700,588	(1,348)
<b>Total</b>	<b>3,393,292</b>	<b>1,534,349</b>	<b>148,832</b>	<b>1,700,588</b>	<b>9,523</b>

Thousand euro

2016					
Financial liabilities subject to collateral agreements					
	Amount recognized in the balance sheet	Offsetting amounts (only for collateral calculation)	Cash given		Net value
			Cash	Debt securities	
Financial liabilities	(a)	(b)	(c)	(d)	(a)-(b)-(c)-(d)
Derivatives	2,712,049	1,534,349	1,723,313	8,002	(553,615)
Repurchase agreements	9,179,782	-	326,152	9,350,064	(496,434)
<b>Total</b>	<b>11,891,831</b>	<b>1,534,349</b>	<b>2,049,465</b>	<b>9,358,066</b>	<b>(1,050,049)</b>

The amounts of derivative financial instruments which are settled through a clearing house represent, at 31 December 2017:

Thousand euro

	2017	2016
Derivative financial assets settled through a clearing house	275,169	348,850
Derivative financial liabilities settled through a clearing house	249,248	293,150

The philosophy behind counterparty risk management is in line with the business strategy, and seeks to ensure the creation of value whilst maintaining a balance between return and risk. To this end, criteria have been established for controlling and monitoring counterparty risk arising from activity in financial markets so as to ensure that the bank can carry out its business activity whilst adhering to the risk thresholds approved by Senior Management.

The approach for quantifying counterparty risk exposure takes into account current and future exposure. Current exposure represents the cost of substituting a transaction at market value in the event that a counterparty defaults at the present time. To calculate it, the current or Mark to Market (MtM) value of the transaction is required. The future exposure represents a potential risk that could be associated with a transaction over a certain period of time, given the characteristics of the transaction and the market variables on which it depends. In the case of transactions carried out under a collateral agreement, the future exposure represents the possible fluctuation of MtM between the time of default and the replacement of such transactions in the market. If the transaction is not carried out through a collateral agreement, it represents the possible MtM changes throughout the life of the transaction.

Each day at close of business all of the exposures are recalculated in accordance with the transaction inflows and outflows, changes in market variables and risk mitigation mechanisms established by the Group. In this manner, exposures are subjected to day-to-day monitoring and are controlled in accordance the limits approved by Senior Management. This information is included in risk reports for disclosure to the departments and areas responsible for their management and monitoring.

With regard to counterparty risk, the Group adopts different mitigation measures. The main measures are:

- Netting agreements for derivatives (ISDA and EMA).
- Collateral agreements for derivatives (CSA and Schedule 3 - EMA) and repos (GMRA, EMA).

Netting agreements allow positive and negative MtM to be aggregated for transactions with a single counterparty, in such a way that in the event of default, a single payment or collection obligation is established in relation to all of the transactions closed with such counterparty.

By default, the Group has netting agreements with all of the counterparties that wish to operate with derivatives.

Collateral agreements, as well as including the netting effect, also include the regular exchange of guarantees which mitigate the current exposure with a counterparty in respect of the transactions subject to such agreement.

In order to operate in derivatives or repos with financial institutions, the Group has established the requirement of having collateral agreements. The Group's standard collateral agreement is bilateral (i.e. both parties are obliged to deposit collateral) and includes a daily exchange of guarantees, always in cash and always denominated in euro.

#### 4.4.1.8 Assets pledged in financing operations

At the end of 2017 and 2016, there are certain financial assets pledged in financing operations, i.e. offered as collateral or guarantees for certain liabilities. These assets correspond mainly to loans linked to the issue of covered bonds, territorial bonds or long-term securitisation bonds (see Note 20 and Schedules 3 for transactions linked to the Spanish Mortgage Market and 4 for details of issues). The remaining pledged assets are debt securities which are submitted in transactions involving assets sold under repurchase agreements, pledged collateral (loans or debt instruments) to access certain financing operations with central banks and all types of collateral provided to back derivative transactions.

Information on mortgage loans awarded in Spain and included in the "*Loans and advances - Customers*" portfolio which are linked to the issuance of covered bonds pursuant to the Spanish Mortgage Market Law is included in Schedule 3 on "Information required to be kept by issuers of mortgage market securities and the special accounting mortgage register", a special accounting record of the issuing entity Banco Sabadell, as required by Bank of Spain Circular 5/2011, implementing Royal Decree 716/2009 of 24 April (implementing certain aspects of Law 2/1981 of 25 March on the regulation of the mortgage market).

The bank has used part of its portfolio of loans and similar credit in fixed-income securities by transferring assets to various securitisation funds created for this purpose. Under current regulations, securitisations in which there is no substantial risk transfer cannot be derecognised from the balance sheet.

The balance of the financial assets securitised under these programmes by the Group, identifying those in which the risks and associated economic benefits have been transferred, is as follows:

Thousand euro	2017	2016
<b>Derecognised in full from the balance sheet</b>	<b>986,224</b>	<b>1,200,421</b>
Securitised mortgage assets	322,074	485,119
Other securitised assets	16,712	19,332
Other financial assets transferred	647,438	695,971
<b>Retained in full on the balance sheet:</b>	<b>17,813,667</b>	<b>17,873,959</b>
Securitised mortgage assets	15,773,930	16,911,366
Other securitised assets	2,039,737	962,593
Other transfers to credit institutions	-	-
<b>Total</b>	<b>18,799,891</b>	<b>19,074,380</b>

The assets and liabilities associated with securitisation funds of assets which originated after 1 January 2004, and for which inherent risks and benefits have not been transferred to third parties, have been maintained in the consolidated financial statements. In terms of the assets shown, the risk is not transferred as some form of subordinated financing or credit enhancement has been transferred to the securitisation funds.

The heading 'other transferred financial assets fully derecognised from the balance sheet' included mainly assets transferred to the Spanish company for the management of assets proceeding from the restructuring of the banking system (*Sociedad de Gestión de Activos procedentes de la Reestructuración Bancaria*, SAREB) by Banco Gallego, as they continue to be managed by the entity. These assets amount to €655,625 thousand.

Details of Securitisation Funds are included in Schedule 2.

#### 4.4.2. Liquidity risk

##### 4.4.2.1. Description

Liquidity risk refers to the possibility of losses being incurred as a result of the bank being unable, albeit temporarily, to honour payment commitments due to a lack of liquid assets, or of its being unable to access the markets to refinance debts at a reasonable cost. This risk may be associated with factors of a systemic nature or specific to the bank itself.

In this regard, the objective of Banco Sabadell Group is to maintain liquid assets and a funding structure that, in line with its strategic objectives and based on its Risk Appetite Statement, allows it to honour its payment commitments normally and at a 'reasonable cost', under business-as-usual conditions or under a stress situation caused by systemic and/or idiosyncratic factors.

The governance structure in terms of Banco Sabadell's liquidity management is based on the direct involvement of the Board of Directors and Senior Management, a clear-cut definition of the Three Lines of Defence, a strict separation of functions and a clear structure of responsibilities in Committees, General Divisions and functional areas.

#### 4.4.2.2 Liquidity management

Banco Sabadell's liquidity management seeks to ensure funding for its commercial activity at an appropriate cost and term while minimising liquidity risk. The bank's funding policy is focused on maintaining a balanced funding structure, based mainly on customer deposits, and supplemented with access to wholesale markets that allows the Group to maintain a comfortable liquidity position at all times.

In order to manage its liquidity, the Group applies a structure based on Liquidity Management Units (UGLs, for their acronym in Spanish). Each UGL is responsible for managing its own liquidity and for setting its own metrics to control liquidity risk, in coordination with the Group's corporate functions. At present, the UGLs are Banco Sabadell (includes overseas branches - OFEX), Banc Sabadell d'Andorra (BSA) and TSB.

In order to achieve these objectives, the Group's current liquidity risk management strategy is based on the following principles and pillars, in line with the UGLs' retail business model and the defined strategic objectives:

- The involvement of the Board of the Directors and Senior Management in the management and control of liquidity and funding risk.
- Clear separation of functions between the different areas within the organisation, with a clear-cut definition of the three lines of defence, to give a degree of independence when evaluating positions and when controlling and assessing risks.
- Decentralised liquidity management system for the more significant units but with a centralised risk oversight and management system.
- Sound identification, measurement, management, control and reporting processes on the different liquidity and funding risks to which the Group is exposed.
- Existence of a transfer pricing system to transfer the cost of funding.
- Balanced funding structure largely based on customer deposits.
- Ample base of unencumbered liquid assets that can be accessed immediately to generate liquidity and which comprises the first line of defence of the Group.
- Diversification of sources of funding, with controlled use of short-term wholesale funding without having to depend on individual fund suppliers.
- Self-funding by the main banking subsidiaries outside of Spain.
- Monitoring of the balance sheet volume being used as collateral in funding transactions (encumbrance).
- Maintenance of a second line of liquidity that includes the issuing capacity of covered bonds and territorial bonds.
- Availability of a Liquidity Contingency Plan.

With respect to TSB, although ring-fencing will not officially enter into effect until 2019, TSB is an autonomous unit within the Group's liquidity management as it is an independent UGL. The future economic performance of the United Kingdom should not generate liquidity problems, as TSB operates independently from its parent company.

### *Tools/metrics for monitoring and controlling liquidity risk management*

Banco Sabadell Group defines two sets of metrics that allow it to measure and control its liquidity risk: 1) first-tier RAS metrics and 2) second-tier metrics. Liquidity risk is also monitored and controlled on a daily basis through the Early Warning Indicators (EWI) system and the Structural Treasury Report.

The Board of Directors of Banco Sabadell is responsible for defining the Group's liquidity and funding risk appetite statement (RAS) at a consolidated level and for setting indicators that Liquidity Management Units (UGLs, for their acronym in Spanish) must include in their local RAS, even if they include other additional indicators.

The RAS is comprised of quantitative metrics that allow the management of risks to be objectively monitored, as well as the qualitative aspects that complement these metrics.

Aside from the metrics included in the Risk Appetite Framework, each UGL defines a set of second-tier metrics which contribute to the assessment and monitoring of funding and liquidity risk. These metrics are monitored on an on-going basis in each of the local Asset and Liability Committees.

Lastly, it should be mentioned that the Group has designed and implemented an early warning indicators (EWIs) system at the UGL level, which includes market and liquidity indicators adapted to the funding structure and the business model of each UGL. The deployment of these metrics at UGL level complements the RAS indicators and second-tier metrics and allows local threats to the local liquidity position and funding structure to be detected early, thereby facilitating the implementation of corrective measures and actions and reducing the risk of contagion between the different management units.

Banco Sabadell has a Liquidity Contingency Plan (LCP) in place, which sets forth the strategy for guaranteeing that the institution has sufficient management capacities and measures in place to limit any negative impacts of a crisis situation affecting its liquidity position and to allow it to return to a business-as-usual situation. The LCP also aims to facilitate business continuity in the management of liquidity, particularly in the event that the crisis has arisen due to a flawed performance of one or more market infrastructures. The LCP can be activated in response to different crisis situations of either the markets or the bank itself. In general, following the impact channels considered in the bank's stress tests, these situations can be classified into systemic crises, idiosyncratic crises and combined crises.

The risk control and reporting framework for the liquidity risk management limits is comprised of, amongst others:

- Daily monitoring of risk indicators and limits, reporting to the various management units.
- Systematic control and analysis of drawdowns, identifying instances of non-compliance and activating the necessary procedures for their correction.

#### 4.4.2.3. Residual term of transactions

The table below shows the breakdown by contractual balance maturity, excluding, in some cases, value adjustments and losses due to impairment, of certain balance totals on the consolidated balance sheet at 31 December 2017 and 2016, under business-as-usual market conditions:

Thousand euro										
2017										
Time to review or maturity	Demand	Up to 1 month	1-3 months	3-12 months	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	Total
Money Market	98,234	28,722,208	657,491	1,044,861	22,238	-	-	-	-	30,545,032
Lending	745,849	5,927,569	5,093,749	12,928,020	10,292,763	9,492,673	9,014,589	8,722,157	67,624,312	129,841,681
Debt securities	2,000	2,126,329	522,038	957,593	442,519	601,843	1,593,241	459,736	16,735,917	23,441,216
Other assets	4	2	-	25	1	13	115	308	4,099	4,567
<b>Total assets</b>	<b>846,087</b>	<b>36,776,108</b>	<b>6,273,278</b>	<b>14,930,499</b>	<b>10,767,521</b>	<b>10,094,529</b>	<b>10,607,945</b>	<b>9,182,201</b>	<b>84,364,328</b>	<b>183,832,496</b>
Money Market	3	10,614,572	3,336,963	2,497,925	21,559	10,307,232	16,878,502	42,554	24,506	43,723,816
Of which: Repos	-	8,916,680	2,737,601	2,437,884	-	264,091	-	-	-	14,356,256
Customer funds	96,403,851	4,011,728	6,068,825	16,129,945	2,460,154	464,116	51,679	534,378	7,835	126,132,511
Debits represented by marketable securities (*)	-	1,712,134	1,664,857	3,317,464	3,116,107	3,647,214	2,869,381	3,055,315	7,244,767	26,627,239
Of which: Secured senior debt	-	1,074,548	203,007	700,993	1,540,181	2,678,627	2,322,562	1,807,315	5,715,075	16,042,308
Of which: Unsecured senior debt	-	-	5,125	1,531,682	1,575,926	543,987	112,884	98,000	1,014,667	4,882,271
Of which: Subordinated liabilities	-	-	-	-	-	424,600	433,935	1,150,000	515,025	2,523,560
Other liabilities	-	69,001	108,638	603,812	528,657	331,588	228,519	145,445	485,948	2,501,608
<b>Total liabilities:</b>	<b>96,403,854</b>	<b>16,407,435</b>	<b>11,179,283</b>	<b>22,549,146</b>	<b>6,126,477</b>	<b>14,750,160</b>	<b>20,028,081</b>	<b>3,777,692</b>	<b>7,763,056</b>	<b>198,985,174</b>
<i>Of which:</i>										
Secured liabilities	-	9,991,228	2,931,408	3,132,369	1,540,181	2,948,353	9,085,180	1,807,315	5,715,075	37,151,109
Unsecured liabilities	96,403,853	6,416,207	8,247,875	19,416,777	4,586,297	11,801,797	10,942,901	1,970,377	2,047,981	161,834,065
<b>Trading and Hedging Derivatives</b>										
Receivable	-	9,295,770	7,137,872	21,000,797	12,599,015	10,661,451	13,577,220	12,749,192	58,599,454	145,620,771
Payable	-	6,608,953	7,232,680	22,519,319	12,605,849	14,793,592	13,509,551	13,218,907	59,013,772	149,502,623
<b>Net</b>	<b>-</b>	<b>2,686,817</b>	<b>(94,808)</b>	<b>(1,518,522)</b>	<b>(6,834)</b>	<b>(4,132,141)</b>	<b>67,669</b>	<b>(469,715)</b>	<b>(414,318)</b>	<b>(3,881,852)</b>
<b>Contingent risks</b>										
Financial guarantees	20,848	37,839	95,317	300,100	210,704	98,594	107,150	43,590	1,489,956	2,404,098

(\*) See information on the maturity of issues aimed at institutional investors in section 4.4.2.4



Thousand euro

Time to review or maturity	2016									Total
	Demand	Up to 1 month	1-3 months	3-12 months	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	
Money Market	170,474	11,063,327	507,680	807,461	10,056	15,433	435,058	-	-	13,009,489
Lending	336,373	4,126,377	5,729,403	14,821,219	13,191,790	11,073,040	9,404,320	8,694,346	59,851,403	127,228,271
Debt securities	-	42,087	4,038	962,006	786,435	871,977	723,343	1,678,589	16,406,306	21,474,781
Other assets	546,756	-	-	-	-	-	-	-	-	546,756
<b>Total assets</b>	<b>1,053,603</b>	<b>15,231,791</b>	<b>6,241,121</b>	<b>16,590,686</b>	<b>13,988,281</b>	<b>11,960,450</b>	<b>10,562,721</b>	<b>10,372,935</b>	<b>76,257,709</b>	<b>162,269,297</b>
Money Market	1,534	9,546,899	1,952,059	2,423,471	304,337	2,244,063	10,650,509	66,769	53,170	27,242,811
Of which: Repos	-	7,034,550	1,754,037	2,373,006	300,052	-	264,091	-	-	11,725,736
Customer funds	79,835,871	5,985,791	8,195,210	22,040,866	4,853,125	1,101,274	350,298	373,936	55,571	122,791,942
Debits represented by marketable securities (*)	-	2,093,948	2,355,005	4,435,996	3,366,608	1,757,627	3,998,428	3,278,376	5,985,687	27,271,675
Of which: Secured senior debt	-	1,442,997	40,419	1,127,854	1,774,737	1,574,548	2,270,419	2,204,446	5,385,729	15,821,149
Of which: Unsecured senior debt	-	299,885	1,059,050	901,253	1,591,871	183,079	564,734	121,184	66,533	4,787,589
Of which: Subordinated liabilities	-	-	-	83,730	-	-	424,600	490,061	533,425	1,531,816
Other liabilities	-	410,667	243,272	1,397,473	802,843	614,196	403,583	298,528	1,767,318	5,937,880
<b>Total liabilities:</b>	<b>79,837,405</b>	<b>18,037,305</b>	<b>12,745,546</b>	<b>30,297,806</b>	<b>9,326,913</b>	<b>5,717,160</b>	<b>15,402,818</b>	<b>4,017,609</b>	<b>7,861,746</b>	<b>183,244,308</b>
Of which:										
Secured liabilities	-	8,477,547	1,794,456	3,500,861	2,074,789	3,807,671	3,647,860	2,667,130	5,385,729	31,356,043
Unsecured liabilities	79,837,405	15,813,575	12,707,876	28,293,988	7,552,175	1,909,489	12,019,049	1,350,479	2,476,018	161,960,054
<b>Trading and Hedging</b>										
<b>Derivatives</b>										
Receivable	-	9,001,830	9,145,760	18,968,059	16,589,433	7,200,243	5,940,177	8,066,168	44,857,154	119,768,824
Payable	-	11,218,731	16,426,905	21,830,001	16,721,936	7,358,290	9,372,160	6,721,421	45,770,028	135,419,472
<b>Net</b>	<b>-</b>	<b>(2,216,901)</b>	<b>(7,281,145)</b>	<b>(2,861,942)</b>	<b>(132,503)</b>	<b>(158,047)</b>	<b>(3,431,983)</b>	<b>1,344,747</b>	<b>(912,874)</b>	<b>(15,650,648)</b>
<b>Contingent risks</b>										
Financial guarantees	177	69,575	86,285	355,536	110,901	117,505	53,501	101,541	1,278,547	2,173,568

In this analysis, very short-term loans traditionally present financing needs as they contain the continuous maturities of short-term liabilities, which in typical banking activities see higher turnover rates than assets, but as they are continuously renewed they end up actually covering such needs and even resulting in an increase of the outstanding balances.

It should be noted that it systematically verifies that the Group's funding capacity in capital markets can meet short, medium and long-term needs.

With regard to the information included in this table, it is worth highlighting that the table is a snapshot of the balance sheet which shows residual time to maturity of the asset and liability positions on the balance sheet, broken down into different time brackets.

The information provided is static and does not reflect foreseeable financing needs, as it does not include performance models of the asset/liability items.

It should also be noted that cash flows broken down in the parent company have not been discounted.

The parent company's treatment of the contractual maturities of financial liabilities with specific characteristics for the purpose of showing the same are as follows:

- For any transaction that includes flows corresponding to early repayments (regular or irregular), each capital flow is shown in the time bracket in which the payment/collection is expected to take place (in accordance with the contractual amortisation schedule).

In the case of demand liabilities, they are included in the "demand" tranche, without taking into account their type (stable vs. unstable).

- There are also contingent commitments which could lead to changes in liquidity requirements. These are fundamentally credit facilities granted with limits that have not been drawn at the balance sheet date by the borrowers. The Board of Directors also establishes limits in this regard for its control.

Note 27 includes a breakdown of balances of contingent commitments. Given the characteristics of these contracts, contingent commitments are generally enforceable from the time of their contractual formalisation. It is for this reason that they should appear as "demand" in the table of the parent company's contractual maturities.

- Balances from financial guarantee contracts have been included in the parent company's table, assigning them the maximum amount of the guarantee to the first year in which the guarantee can be enforced.
- Financing in the capital markets via instruments which include clauses that could lead to accelerated repayment (puttables or instruments with clauses linked to a downgrade in credit rating) is reduced in line with the Group's financial liabilities. It is for this reason that the estimated impact on the parent company would not be significant.
- At 31 December 2017 the Group has no additional instruments regulated by master agreements associated with the acquisition of derivatives or repos/reverse repos.
- The Group does not have any instruments which allow the entity to decide whether to settle its financial liabilities using cash (or another financial asset) or through the submission of its own shares at 31 December 2017.
- At 31 December 2017 the Group does not have instruments which are subject to master netting agreements.

#### 4.4.2.4 Funding strategy and development of liquidity throughout 2017

The main source of the Group's funding is customer deposits (mainly sight accounts and term deposits acquired through the branch network), supplemented by funding through interbank and capital markets in which the entity maintains various short-term and long-term funding programmes in order to achieve an adequate level of diversification by type of product, term and investor. The institution maintains a diversified portfolio of liquid assets that are largely eligible as collateral in exchange for access to financing operations with the European Central Bank (ECB).

### On-balance sheet customer funds

At 31 December 2017, the balances of on-balance sheet customer funds amounted to:

In million euros

	2017	2016	Year-on year change (%)	Ex TSB 2017	Ex TSB 2016	Year-on year change (%)
On-balance sheet customer funds	132,096	133,457	(1.0)	97,686	99,123	(1.4)
Sight accounts	98,020	92,011	6.5	68,039	62,624	8.6
Customer term deposits (*)	32,425	40,154	(19.2)	27,996	35,207	(20.5)

(\*) Includes deposits redeemable at notice and hybrid financial liabilities.

The downward trend of interest rates in financial markets has caused a shift in the composition of on-balance sheet customer funds from term deposits to sight accounts and off-balance sheet funds.

On-balance sheet customer funds by maturity (balance sheet):

€ million

	2017	3 months	6 months	12 months	>12months	No mat.
<b>Total on balance sheet customer funds (*)</b>	<b>132,096</b>	<b>8.4%</b>	<b>4.8%</b>	<b>7.2%</b>	<b>5.4%</b>	<b>74.2%</b>
Deposits with agreed maturity	29,816	33.9%	19.4%	29.7%	17.1%	-
Demand deposits	98,020	-	-	-	-	100.0%
Retail issues	4,260	24.0%	12.9%	15.2%	47.8%	-

(\*) Includes customer deposits (ex-repos) and other liabilities placed by the branch network: mandatory convertible bonds, non-convertible Banco Sabadell bonds, promissory notes and others.

€ million

	2016	3 months	6 months	12 months	>12months	No mat.
<b>Total on balance sheet customer funds (*)</b>	<b>133,457</b>	<b>10.3%</b>	<b>6.8%</b>	<b>7.9%</b>	<b>5.9%</b>	<b>68.9%</b>
Deposits with agreed maturity	37,214	34.7%	21.3%	26.7%	17.3%	-
Demand deposits	92,011	-	-	-	-	100.0%
Retail issues	4,232	21.4%	28.0%	15.7%	34.9%	-

(\*) Includes customer deposits (ex-repos) and other liabilities placed by the branch network: mandatory convertible bonds, non-convertible Banco Sabadell bonds, promissory notes and others.

Off-balance sheet customer funds managed by the Group and those sold but not under management are shown in Note 28 to these consolidated annual accounts.

The deposits of the entity are sold through the following business units/companies of the Group (Retail and Business Banking, Corporate Banking and Global Businesses, Private Banking and TSB). Details of the volumes of these business units are included in the section on business results of the Directors' Report.

In 2017, the positive trend in terms of the generation of a customer funding gap observed in recent years has continued, which has allowed the entity to continue with its policy to partially refinance capital market maturities and, at the same time, continue reducing the Group's Loan to Deposit (LtD) ratio (from 147% at 2010 year-end to 104.3% at 2017 year-end).

## Capital Markets

The level of funding in capital markets has declined in recent years, due to, amongst other aspects, the positive evolution of the customer funding gap. The outstanding balance of funding in capital markets by type of product as at December 2017 and 2016 is shown below:

Million euros	2017	2016
<b>Performing Balance</b>	<b>22,390</b>	<b>25,160</b>
Covered Bonds	13,335	13,607
<i>Of which: TSB</i>	564	-
Promissory notes and ECP	2,037	2,612
Senior debt	1,669	1,741
Subordinated debt and preference shares	2,497	1,514
<i>Of which: TSB</i>	434	450
Securitisation bonds	2,820	5,653
<i>Of which: TSB</i>	925	3,433
Other	33	33

Maturities of issuances aimed at institutional investors by type of product at 31 December 2017 are analysed below:

€ million	2018	2019	2020	2021	2022	2023	>2023	Outstanding balance
Bonds and mortgage covered bonds (*)	1,556	1,124	2,015	1,808	1,683	1,388	3,761	13,335
Senior Debt (**)	644	-	-	-	25	1,000	-	1,669
Subordinated debt and preference shares (**)	-	-	403	434	-	-	1,660	2,497
Other medium/long term financial instruments (**)	18	-	-	10	-	-	5	33
<b>Total</b>	<b>2,217</b>	<b>1,124</b>	<b>2,418</b>	<b>2,252</b>	<b>1,708</b>	<b>2,388</b>	<b>5,426</b>	<b>17,534</b>

(\*) Secured issues

(\*\*) Unsecured issues

Banco Sabadell Group is an active participant in capital markets and has a number of funding programmes in operation, with a view to diversifying its sources of liquidity.

In terms of short-term financing, the entity maintains a company promissory notes programme and a Euro Commercial Paper (ECP) programme:

- Company promissory notes programme: this programme regulates issues of promissory notes and is aimed at institutional and retail investors. On 02 March 2017, the promissory notes programme of Banco Sabadell for 2017 was registered with the CNMV (Spanish Securities Commission), with an issue limit of €7 billion, extendible to €9 billion. The outstanding balance of the promissory notes programme has been declining over the year. At 31 December 2017, the outstanding balance of the programme was of €2,823 million (net of promissory notes subscribed by companies of the Group), compared with the €3,676 million at 31 December 2016.
- Euro Commercial Paper (ECP) Programme, aimed at institutional investors, whereby short-term securities are issued in various foreign currencies: EUR, USD and GBP. On 18 December 2015, Banco Sabadell renewed its Euro Commercial Paper Programme for a maximum nominal amount of €3.5 billion. At 31 December 2017 the outstanding balance of the programme stood at €346 million, in comparison to €246 million at the end of 2016.

Regarding medium- and long-term funding, the entity maintains the following active programmes:

- Programme for the issue of non-equity securities (“Fixed Income Programme”) registered with the CNMV on 11 April 2017, with a maximum issue amount of €16,500 million: this programme regulates the issues of bonds and debentures, both non-convertible and subordinated, as well as covered bonds, territorial bonds and structured bonds carried out under Spanish law through the CNMV (Spanish National Securities Market Commission) and aimed at both national and foreign institutional and retail investors. The limit available for new issues under the Programme for the issue of non-equity securities for 2017 of Banco Sabadell at 31 December 2017, was of €10,046 million (at 31 December 2016, the limit available under the Fixed Income Programme was of €10,638.8 million).

During 2017, Banco Sabadell has carried out public issuances under the Fixed-Income Scheme in force for a total of €3,044.6 million. Throughout the year, the entity has accessed the market on several occasions taking advantage of available liquidity windows. Specifically, Banco Sabadell carried out the following issuances:

Million euros

	ISIN Code	Type of Investor	Issue Date	Amount	Term
Non-Convertible Bonds VIII/2016	ES03138602T3	Retail	March-17	591	2 years
Covered Bonds I/2017	ES0413860596	Institutional	April-17	1,000	10 years
Issue of Non-Convertible Bonds II/2017	ES03138602V9	Retail	April-17	342	2 years
Issue of Non-Convertible Bonds III/2017	ES03138602W7	Retail	June-17	465	2 years
EIB Covered Bonds I/2017	ES0413860604	Institutional	July-17	500	8 years
Issue of Non-Convertible Bonds IV 2017	ES0213860275	Retail	July-17	10	5 years
Issue of Non-Convertible Bonds 5/2017	ES03138602X5	Retail	July-17	27	5 years
Issue of Non-Convertible Bonds 6/2017	ES03138602Y3	Retail	September-17	10	5 years
Covered Bonds I/2017	ES0413860596	Institutional	October-17	100	10 years

- Euro Medium Term Notes (EMTN) programme, registered with the Irish Stock Exchange on 22 March 2017. This programme allows senior debt (preferred and non-preferred) and subordinated bonds to be issued in any currency, with a maximum limit of €5 billion. On 5 December 2017, Banco Sabadell carried out an issuance of 5-year and 3-month senior debt amounting to €1 billion under this programme.

Similarly, throughout the year, two issues of preference shares contingently convertible into the bank’s ordinary shares (Additional Tier 1) have been carried out. On 18 May 2017, Banco Sabadell carried out its first Additional Tier 1 issuance, amounting to €750 million with a coupon rate of 6.5%. Subsequently, on 23 November 2017, it carried out a second Additional Tier 1 issuance, amounting to €400 million with a coupon rate of 6.125%.

On 24 February 2017, the FCA approved TSB’s new Covered Bonds programme with a limit on covered bond issuance of £5bn. On 7 December 2017, TSB carried out its first Covered Bond issuance, launching a 5-year operation in the institutional market of £500 million with a 3 month Libor coupon + 24bps.

In relation to asset securitisation:

- Since 1993, the Group has been an active participant in this market and has taken part in a number of securitisation programmes, in some cases in conjunction with other highly solvent institutions, awarding mortgage loans, SME loans, consumer loans and finance lease receivables.
- There are currently 27 outstanding asset securitisation operations (including those performed by Banco Guipuzcoano, Banco CAM, BMN, Banco Gallego and TSB), although part of the bonds issued were retained by the issuing entity as liquid assets eligible for financing operations with the European Central Bank, the rest of the bonds were placed on capital markets. At the end of 2017, the balance of securitisation bonds placed in the market stood at €2,820 million.
- For efficiency reasons, nine securitisation operations were redeemed early in 2017 (see further details on securitisation funds in Schedule 2 of these consolidated annual accounts).
- On 4 December 2017, Banco Sabadell carried out a securitisation of residential mortgage loans named TDA Sabadell RMBS 4, for an amount of €6 billion; the loans were retained in their entirety. Subsequently, on 20 December 2017, Banco Sabadell carried out a new securitisation of loans awarded to SMEs named IM Sabadell Pyme 11, for an amount of €1.9 billion; of which €150 million were placed on the market and the remaining amount was retained.

In general, the tone of the markets has been very positive in 2017, which is reflected in the tightening of credit spreads for issues in the market, although there have been various peaks of volatility caused mainly by political uncertainty, which has led to tensions and even the occasional closure of markets.

In March 2016, the European Central Bank announced new economic stimulus measures through a new targeted long-term refinancing operations programme (TLTRO II), consisting of four auctions of liquidity at a term of four years, to be performed between June 2016 and March 2017. Banco Sabadell has taken part in TLTRO II for a total amount of €20,500 million (€10,000 million in the first auction of June 2016 and €10,500 million in the last auction of March 2017).

In 2016, Bank of England also implemented a series of measures to support economic growth. This package includes a cut in the Bank Base Rate and the introduction of the Term Funding Scheme (TFS), a scheme to incentivise lending which was implemented in August 2016 by Bank of England, through which British banks can carry out 4-year drawdowns in exchange for the provision of collateral eligible as consideration. TSB, as a member of the Sterling Monetary Framework (SMF), has made use of the TFS throughout 2017, with an amount drawn of €6,334 million as at 2017 year-end.

### Liquid Assets

In addition to these sources of funding, Banco Sabadell maintains a liquidity buffer in the form of liquid assets with which to meet possible liquidity needs.

In million euro	2017	2016
Cash(*) + Net Interbank Position	22,361	8,002
Balance available in Bank of Spain facility	5,393	6,869
<i>Assets pledged in the facility(**)</i>	<i>26,894</i>	<i>18,687</i>
<i>Balance drawn from Bank of Spain facility(***)</i>	<i>21,501</i>	<i>11,818</i>
Assets eligible as collateral to access ECB facility not pledged in facility	4,013	8,423
Other marketable assets not deemed eligible by the European Central Bank(****)	1,398	3,587
Memorandum item: Balance drawn from Bank of England Term Funding Scheme	6,334	6
<b>Total Available Liquid Assets</b>	<b>33,165</b>	<b>26,881</b>

(\*) Surplus of reserves in Central Banks.

(\*\*) In market value, after applying the ECB's haircut for monetary policy transactions.

(\*\*\*) Includes TLTRO-II.

(\*\*\*\*) In market value, after applying the haircut of the Liquidity Coverage Ratio (LCR). Includes Fixed-Income qualifying as a High Quality Liquid Asset (HQLA) in accordance with the LCR and other marketable assets from various Group companies.

With respect to 2016, Banco Sabadell's first line of liquidity has grown by €6,284 million, mainly due to the generation of a customer funding gap. The balance in central banks and the net interbank credit position are particularly noteworthy, increasing by €14,359 million in 2017, while the available eligible balance with the ECB has declined by €5,886 million, of which €1,476 million correspond to the lower available balance in the Bank of Spain facility. Marketable assets not eligible in exchange for access to the ECB facility have declined by €2,189 million, which is largely explained by the assets that were previously contributed by Sabadell United Bank (SUB) as at the end of 2016.

In the case of TSB, the first line of liquidity at 31 December 2017 is mainly comprised of gilts amounting to €761 million (€1,678 million at 31 December 2016) and a surplus of reserves in Bank of England (BoE) amounting to €8,286 million (€4,191 million at 31 December 2016), mostly derived from the drawdowns of the TFS carried out throughout the year.

It should be noted that Banco Sabadell Group follows a decentralised liquidity management model. This model tends to limit the transfer of liquidity between the various subsidiaries involved in liquidity management, thereby limiting intra-group exposures beyond any restrictions imposed by local regulators on each subsidiary. Thus, the subsidiaries involved in liquidity management determine their liquidity position by considering only those assets in their possession which meet the requirements of eligibility, availability and liquidity set forth both internally and in regulations in order to comply with regulatory minima.

There are no significant amounts of cash or cash equivalents that are unavailable for use by the Group.

In addition to the first line of liquidity, the bank maintains a buffer of real estate assets and loans to general governments eligible as collateral for covered bonds and territorial bonds respectively, which at the end of 2017 contributed €2,666 million in terms of the capacity to issue new treasury bonds eligible as collateral in exchange for access to the ECB facility. At the end of 2017, available liquidity amounted to €35,831 million in cash, corresponding to the amount of the first line of liquidity plus the bank's capacity to issue covered mortgage and territorial bonds as at the end of December.

#### 4.4.2.5 Compliance with regulatory ratios

As part of its liquidity management approach, Banco Sabadell Group monitors the short-term liquidity coverage ratio (LCR) and the net stable funding ratio (NSFR) and reports the necessary information to the regulator on a monthly and quarterly basis, respectively. The measurement of liquidity based on these metrics forms part of the liquidity risk control in the set of UGLs.

In terms of LCR, as from 1 January 2017, the regulatory required minimum LCR is 80%, a level which is amply surpassed by all of the institution's UGLs. At Group level, throughout the year the LCR has consistently been well above 100%, with the cases of Banco Sabadell Spain and TSB being particularly noteworthy, with very high LCRs. At the end of December 2017, the LCR stood at 168% for the Group (excl. TSB) and at 295% in TSB.

In terms of NSFR, this is still undergoing evaluation and has yet to be finalised, despite its implementation being scheduled for January 2018 and, as with the LCR, it will follow a phase-in implementation. However, the Group has already started monitoring this ratio as a liquidity metric for UGLs.

Given the bank's funding structure, with a preponderance of customer deposits, and as the majority of its market funding is in the medium/long-term, the bank has maintained stable levels consistently over 100%.

#### **4.4.3. Market risk**

This risk is defined as the possibility of loss in the market value of financial asset positions due to changes in risk factors with an impact on their market prices and trading, volatility or correlation between them.

These positions that generate market risk are usually limited to trading activities, consisting of hedging transactions arranged by the bank to provide services to its customers and the maintenance of the entity's discretionary proprietary positions.

Market risk may also arise simply by maintaining overall balance sheet positions (also known as structural positions) that in net terms are left open. In the latter case, the entity uses the market risk management and monitoring system to manage the structural exchange rate risk position.



The items of the Group's consolidated balance sheet are shown below, making a distinction between positions included in trading activity and other positions. In the case of items not included in trading activity, their main risk factor is indicated:

Thousand euro

	On-balance sheet balance	Trading activity	Rest	Main risk factor for balance sheet under "Rest"
<b>Assets subject to market risk</b>	<b>221,348,314</b>	<b>1,445,794</b>	<b>219,902,520</b>	
Cash and cash balances at central banks and other demand deposits	26,362,807	-	26,362,807	Interest Rate
Financial assets held for trading	1,572,504	1,120,867	451,637	Interest Rate
Financial liabilities designated at fair value through profit or loss	39,526	-	39,526	Interest Rate
Available-for-sale financial assets	15,674,318	324,927	15,349,391	Interest Rate, Credit Spread
Derivatives – Hedge accounting	374,021	-	374,021	Interest Rate
Investments in joint ventures and associates	575,644	-	575,644	Equity, Exchange Rate
Loans and receivables	149,551,294	-	149,551,294	Interest Rate
Held-to-maturity investments	11,172,474	-	11,172,474	Interest Rate, Credit Spread
Other financial assets	48,289	-	48,289	Interest Rate
Other non-financial assets	15,977,437	-	15,977,437	
<b>Liabilities subject to market risk</b>	<b>208,126,533</b>	<b>1,119,563</b>	<b>207,006,970</b>	
Financial liabilities held for trading	1,431,215	1,119,563	311,652	Interest Rate
Financial liabilities designated at fair value through profit or loss	39,540	-	39,540	Interest Rate
Derivatives – Hedge accounting	999,261	-	999,261	Interest Rate
Financial liabilities measured at amortised cost	204,045,481	-	204,045,481	Interest Rate
Provisions	317,538	-	317,538	Interest Rate
Other financial liabilities	20,645	-	20,645	Interest Rate
Other non-financial liabilities	1,272,853	-	1,272,853	
<b>Equity</b>	<b>13,221,781</b>	<b>-</b>	<b>13,221,781</b>	

The market risk acceptance, management and oversight system is based on setting limits for specifically assigned positions and approving transactions of each business unit. The various management units therefore have the duty and obligation to manage their positions within the established limits and to obtain approval from the risk department.

#### 4.4.3.1 Trading activity

The principal risk factors considered by Banco Sabadell in its trading activity are:

- Interest rate risk: risk associated with the possibility of fluctuations in interest rates adversely affecting the value of a financial instrument. This is reflected, for example, in interbank deposit operations, fixed-income and interest rate derivatives.

- Credit spread risk: this risk derives from the fluctuations in the credit spreads at which instruments are quoted with respect to other benchmark instruments, such as interbank interest rates. This risk occurs mainly in fixed-income instruments.
- Exchange rate risk: risk associated with the fluctuation in exchange rates with respect to the reference currency. In the case of Banco Sabadell, the reference currency is the euro. This risk occurs mainly in currency exchange transactions and currency derivatives.
- Equity risk: risk which derives from the fluctuation in the value of capital instruments (shares and indices). This risk is reflected in the market prices of the securities and their derivatives.

Changes in commodities prices have not had an impact in the year, given that the Group's exposure is marginal, both direct and in underlying assets.

Market risk in trading activities is measured using the VaR and stressed VaR methodologies. This allows for a standardisation of risks across different types of financial market transactions.

VaR provides an estimate of the maximum potential loss that could affect a position due to an adverse but normal movement of any of the identified parameters influencing market risk. This estimate is expressed in monetary terms and refers to a specific date, a particular level of confidence and a specific time horizon. A 99% confidence level is used. Due to the low complexity of the instruments and the high level of liquidity of the positions, a time horizon of 1 day is used.

The methodology used to calculate VaR is historical simulation. The advantages of this methodology are that it is based on the full appreciation of the transactions under recent historic scenarios, and no assumptions are required concerning the distribution of market prices. The main limitation to this methodology is its reliance on historical data, given that, if a potential event did not materialise within the range of historical data used, it will not be reflected in the VaR information.

The reliability of the VaR methodology can be checked using backtesting techniques, which serve to verify that the VaR estimates fall within the contemplated confidence level. Backtesting consists of a comparison between daily VaR and daily results. If losses exceed the level of VaR, an exception occurs. In 2017 there were no exceptions to backtesting due to the low exposure to the year's significant events, such as the euro swap rates hike and the devaluation of the dollar against the euro on 27 June, or movements in short-term swap rates for the dollar throughout December.

Stressed VaR is calculated in the same way as VaR but with a historical window of variations in the risk factors in stressed market conditions. This stress situation is determined on the basis of current operations, and it can vary if the risk profile of portfolios changes. The methodology used for this risk metric is historical simulation.

This monitoring is supplemented with additional measures such as sensitivities, which refer to a change taking place in the value of a position or portfolio in response to a change in a specific risk factor, and also with the calculation of management results, used to monitor stop-loss limits.

Furthermore, specific simulation exercises are carried out with extreme market scenarios (stress testing), in which the impacts of different past and theoretical scenarios on portfolios are analysed.

Market risks are monitored on a daily basis and reports are made to the oversight bodies on the existing risk levels and on the compliance with the limits set forth by the Risk Committee for each management unit (limits based on nominal, VaR and sensitivity, as applicable). This makes it possible to keep track of changes in exposure levels and measure the contribution of market risk factors.

Trading market risk incurred in terms of the 1-day VaR with 99% confidence for 2017 and 2016 is as follows:

€ million	2017			2016		
	Medium	Maximum	Minimum	Medium	Maximum	Minimum
	Interest rate risk	1.13	3.27	0.40	0.90	2.86
Currency risk-trading	0.17	0.41	0.05	0.20	0.55	0.04
Equity risk	1.17	3.40	0.30	0.69	1.62	0.30
Credit spread	0.37	2.38	0.08	0.99	3.58	0.32
<b>Aggregate VaR</b>	<b>2.84</b>	<b>5.34</b>	<b>1.35</b>	<b>2.78</b>	<b>7.90</b>	<b>1.23</b>

#### 4.4.3.2. Structural interest rate risk

Structural Interest rate risk (also known as Interest Rate Risk in the Banking Book, or IRRBB) is inherent to banking activities and is defined as the possibility of incurring losses as a result of the impact caused by interest rate fluctuations on the income statement (income and expenses) and on an entity's equity structure (current value of assets, liabilities and off-balance sheet positions that are sensitive to interest rates).

The following types are considered under structural interest rate risk:

- Repricing risk: related to a temporary mismatch between the maturity dates and the repricing of assets, liabilities and short and long-term off-balance sheet positions.
- Curve risk: arising from changes in the form or gradient of the interest rate curve.
- Basis risk: arising from hedging an interest rate exposure using exposure to an interest rate that is repriced in different conditions.
- Optionality risk: arising from options, including implicit options.

The metrics developed to control and monitor the Group's structural interest rate risk are aligned with the market best practices and are consistently implemented across all balance sheet management units (UGBs, for their acronym in Spanish), and by local asset and liability committees. The effect of diversification between currencies and UGBs is taken into account when presenting overall key figures.

The Group's current interest rate risk management strategy relies particularly on the following principles and pillars, in line with the business model and the defined strategic objectives:

- Each UGB has appropriate tools and process and robust systems in order to properly identify, measure, manage, control and report on IRRBB. This allows them to obtain information from all of the identified sources of IRRBB, assess their effect on financial margins and the economic value of assets and measure the vulnerability of the Group/UGB to potential losses deriving from IRRBB under different stress scenarios.

- At corporate level, a set of limits is established for overseeing and monitoring the level of IRRBB exposure that are appropriate in the light of internal risk tolerance policies. However, each UGB has the autonomy to set any other additional limits deemed necessary, based on their specific needs and the nature of its activities.
- The existence of a transfer pricing system.
- The set of systems, processes, metrics, limits, reporting and governance covered by the IRRBB strategy must comply with regulatory requirements.

The metrics used to monitor structural interest rate risk include, on one hand, the interest rate gap, a static measure which shows the breakdown of maturities and repricing of sensitive items on the balance sheet. For items with no contractual maturity, expected maturities estimated using the bank's past experience are considered to make assumptions as to stability and remuneration on the basis of the type of product.

The following table gives details of the Group's interest rate gap as at 31 December 2017:

Thousand euro									
Time to review or maturity	Up to 1 month	1 to 3 months	3 to 12 months	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	More than 5 years	Total
Money Market	28,825,928	649,923	1,046,944	22,238	-	-	-	-	30,545,033
Loans and receivables	27,273,002	20,914,127	44,235,765	9,030,573	7,074,288	5,044,521	5,067,425	11,201,982	129,841,683
Debt securities	2,484,525	851,492	428,938	416,701	586,401	1,599,322	459,890	16,613,945	23,441,214
Other assets	303	899	3,097	-	-	-	-	268	4,567
<b>Total assets</b>	<b>58,583,758</b>	<b>22,416,441</b>	<b>45,714,744</b>	<b>9,469,512</b>	<b>7,660,689</b>	<b>6,643,843</b>	<b>5,527,315</b>	<b>27,816,195</b>	<b>183,832,497</b>
Money Market	17,110,856	3,360,900	2,487,970	-	10,264,091	10,500,000	-	-	43,723,817
Customer funds	25,785,818	29,841,443	17,767,668	4,692,156	2,654,073	38,803,597	2,731,634	3,856,121	126,132,510
Debits represented by marketable securities	3,673,267	5,354,270	3,070,605	2,043,572	2,662,109	2,144,535	1,942,444	5,736,436	26,627,238
Of which: Subordinated liabilities	-	-	-	-	424,600	433,935	1,150,000	515,025	2,523,560
Other liabilities	212,932	320,200	1,035,084	312,673	190,887	120,396	71,158	238,278	2,501,608
<b>Total liabilities:</b>	<b>46,782,873</b>	<b>38,876,813</b>	<b>24,361,327</b>	<b>7,048,401</b>	<b>15,771,160</b>	<b>51,568,528</b>	<b>4,745,236</b>	<b>9,830,835</b>	<b>198,985,173</b>
<b>Hedging Derivatives</b>	<b>2,018,354</b>	<b>6,425,088</b>	<b>(499,882)</b>	<b>(1,774,210)</b>	<b>(662,508)</b>	<b>1,864,081</b>	<b>(483,566)</b>	<b>(6,812,511)</b>	<b>74,846</b>
<b>Interest rate gap</b>	<b>13,347,423</b>	<b>(14,591,767)</b>	<b>22,372,266</b>	<b>2,262,272</b>	<b>(7,886,986)</b>	<b>(44,085,861)</b>	<b>696,272</b>	<b>12,817,548</b>	<b>(15,068,833)</b>

Additionally, the sensitivity of different key economic figures (net interest margin, economic value) to changes in the interest rate curve is calculated. The following table shows the interest rate risk level in terms of the sensitivity of the main currencies of the Group at 2017 year-end.

Interest rate sensitivity	Instant and parallel increase of 100 b.p's	
	Impact on financial spread	Impact on economic value
EUR	4.0%	2.1%
GBP	1.2%	0.2%
USD	0.1%	(0.5%)

In addition to the impact on the net interest margin within the time horizon of one year shown in the previous table, the Group calculates the impact on the margin over a time horizon of two years, the result of which is notably more positive for all of the currencies. In particular, the income sensitivity for the second year considering the main currencies of the Group has a high "pass through", i.e. the percentage increase in benchmark interest rates which is transferred to customers' term deposits and remunerated sight accounts stands at 14.4%, whereas with an average pass through this increases to 20%, as shown in the following table:

Impact on net interest margin 2nd year	Instant and parallel increase of 100 bps	
	High "Pass Through"	Medium "Pass Through"
Total	14.4%	20.0%
Of which EUR	11.0%	13.8%
Of which GBP	2.9%	5.6%

Given the current level of market interest rates, the scenario of a decline in interest rates uses, for the points of the curve in which rates are positive, a maximum shift of 100 basis points in each term, so that the resulting interest rate is always greater than or equal to zero. In the points of the curve in which rates are negative, no shift will be applied.

Derivatives are arranged in financial markets to hedge risks, mainly interest rate swaps (IRS), which qualify for hedge accounting. Two separate types of macro-hedging are used:

- Interest rate macro-hedging of cash flows, the purpose of which is to reduce the volatility of the net interest margin as a result of interest rate fluctuations, for a one-year time horizon.
- Fair value interest rate macro-hedges, the purpose of which is to maintain the economic value of the hedged items, consisting of assets and liabilities at a fixed interest rate.

#### 4.4.3.3 Structural exchange rate risk

Structural exchange rate risk arises in the event that changes in market rates between different currencies generate losses on financial investments and on permanent investments in overseas branches and subsidiaries with functional currencies other than the euro.

The purpose of managing structural exchange rate risk is to minimise its impact on the value of the portfolio / the entity's equity due to adverse movements in currency markets. The risk appetite defined in the RAS takes precedence and the established levels for the risk metrics must be complied with at all times.

Exchange rate risk is monitored on a regular basis and reports on current risk levels and compliance with the limits assigned to each unit are sent to the established risk control bodies. The main monitoring metric is currency exposure (measured as a percentage of Tier 1), which measures the sum of the net open position (assets less liabilities) maintained by the entity in each currency through any type of financial instrument (FX spots, forwards and options), valued in euros and in terms of Tier 1.

Compliance with, and the effectiveness of, the Group's objectives and policies are monitored and reported on a monthly basis to the Risk Committee and to the Audit and Control Committee, respectively.

The bank's Financial Division, through the ALCO, designs and executes strategies for the coverage of foreign exchange structural positions with the primary aim of minimising the impact on CET1 capital ratios caused by exchange rate fluctuations.

The effective sale of Sabadell United Bank, N.A. was carried out on 31 July 2017 (see Note 2), reducing the structural position in USD from USD 811 million at 31 December 2016 to USD 442 million (€368 million) at 31 December 2017.

In terms of permanent investments in Mexican pesos, given the uncertainty surrounding NAFTA and the increase in political risk in Mexico as the presidential elections of July 2018 draw nearer, the capital buffer has been adjusted from MXN 1,293 million as at 31 December 2016 to MXN 7,054 million as at 31 December 2017, representing 73% of the total investment made (see Note 12 on allowances for net investments in business overseas).

In terms of the structural position in pound sterling, in a context of economic weakness and domestic political instability in the United Kingdom, Banco de Sabadell, S.A. closely monitors changes in the EUR/GBP exchange rate on a continuous basis. The Group has been implementing a hedging policy that seeks to mitigate any negative effects on capital ratios and on revenue generated by its business in GBP that could be experienced as a result of changes in the aforementioned EUR/GBP exchange rate. Thus, the bank has maintained an economic hedge of profits and flows expected from its subsidiary TSB through an open position in GBP to offset exchange rate fluctuations of this currency, recognised as a trading position.

Considering the foregoing, in 2017 adjustments have been made to the capital buffer, going from GBP 1,368 million as at 31 December 2016 to GBP 1,268 million as at 31 December 2017, representing 63% of total investments (see Note 12 on coverage of net investments in business overseas).

The exchange value in euro of assets and liabilities in foreign currencies maintained by the Group at 31 December 2017 and 2016, classified in accordance with their nature, is as follows:

	2017			Total
	USD	GBP	Other currencies	
<b>Assets denominated in foreign currency:</b>	<b>8,996,748</b>	<b>49,113,676</b>	<b>1,597,970</b>	<b>59,708,394</b>
Cash and cash balances with central banks and other demand deposits	435,237	8,552,609	136,379	9,124,225
Debt securities	1,635,972	2,386,903	56,072	4,078,947
Loans and advances				
Central banks and credit institutions	244,307	723,556	75,666	1,043,529
Customers	6,498,962	36,368,360	1,225,320	44,092,642
Other assets	182,270	1,082,248	104,533	1,369,051
<b>Liabilities denominated in foreign currency:</b>	<b>8,320,641</b>	<b>46,172,977</b>	<b>687,767</b>	<b>55,181,385</b>
Deposits				
Central banks and credit institutions	2,666,442	6,411,793	276,525	9,354,760
Customers	5,435,033	36,422,687	372,318	42,230,038
Other liabilities	219,166	3,338,497	38,924	3,596,587

Thousand euro

	2016			Total
	USD	GBP	Other currencies	
<b>Assets denominated in foreign currency:</b>	<b>15,878,614</b>	<b>44,435,457</b>	<b>1,133,974</b>	<b>61,448,045</b>
Cash and cash balances with central banks and other demand deposits	652,889	4,266,002	165,408	5,084,299
Debt securities	3,731,567	2,450,815	60,693	6,243,075
Loans and advances				
Central banks and credit institutions	277,689	721,908	12,572	1,012,168
Customers	10,735,376	35,012,927	810,188	46,558,492
Other assets	481,094	1,983,805	85,112	2,550,010
<b>Liabilities denominated in foreign currency:</b>	<b>14,864,643</b>	<b>41,702,364</b>	<b>418,332</b>	<b>56,985,338</b>
Deposits				
Central banks and credit institutions	4,639,081	969,118	208,281	5,816,480
Customers	9,873,168	35,482,586	166,121	45,521,875
Other liabilities	352,393	5,250,659	43,930	5,646,983

The net position of foreign currency assets and liabilities includes the structural position of the bank valued at historic exchange rates which amounted to €1,372 million, which includes €834 million corresponding to permanent shareholdings in GBP, €368 million corresponding to permanent shareholdings in USD and €131 million to shareholdings in MXN. Net assets and liabilities valued at exchange rate are hedged with forwards transactions and options denominated in foreign currencies in line with the Group's risk management policy.

At the end of 2017, the equity exposure sensitivity to a 1% devaluation in exchange rates against the euro of the main currencies to which the bank is exposed amounted to €14 million, of which 61% correspond to the sterling pound, 27% to the US dollar and 10% to the Mexican peso.

#### 4.4.4. Operational Risk

Operational risk is defined as the risk of incurring losses due to the inadequacy or failures of internal processes, people or systems or due to unexpected external events. This definition includes reputational risk, conduct risk, technology risk, model risk and outsourcing risk.

Management of operational risk is decentralised and devolved to process managers throughout the organisation. The processes that they manage are indicated in the corporate process flowchart, which facilitates the integration of data throughout the organisation. The Group has a central unit specialised in the management of operational risk, whose main functions are to coordinate, oversee and promote the identification, assessment and management of risks by the process managers, based on the management model adopted by Banco Sabadell Group.

Senior Management and the Board of Directors are directly involved and effectively take part in the management of this risk by approving the management framework and its implementation as proposed by the Operational Risk Committee. The latter is formed of Senior Management members from different functional areas within the bank. The management of this risk also requires regular audits to be carried out on the application of the management framework and the reliability of the information provided, as well as internal validation tests of the operational risk model. Operational risk management is based on two lines of action:

The first line of action is based on the analysis of processes, the identification of risks associated with such processes that may result in losses, a qualitative assessment of the risks and the associated controls, carried out jointly between process managers and the central operational risk unit. This provides an assessment which lets the bank know its future exposure to the risk in terms of expected and unexpected loss and also allows trends to be foreseen and the corresponding mitigating actions to be efficiently planned.

This is complemented by the identification, monitoring and active management of the risk through the use of key risk indicators, causing the establishment of alerts to warn of any increase in this exposure, the identification of the causes for this increase, and the measurement of the efficiency of the resulting controls and improvements.

At the same time, a check is carried out to ensure that processes identified as being highly critical in the event of discontinued service have specific business continuity plans in place and implemented. In terms of the identified risks, a qualitative estimate is made of the reputational impact that these risks could cause in the event of their occurrence.

The second line of action is based on experience. It consists in recording all losses incurred by the bank in a database, which provides information about operational risks encountered by each line of business as well as their causes, so that action may be taken to minimise these risks.

Additionally, this information allows the consistency between the estimates of potential and real losses to be determined, in terms of both frequency and severity, iteratively improving the estimates of exposure levels.

Operational risk includes management and oversight of the following main risks:

- Reputation risk: possibility of incurring losses derived from negative publicity related to the bank's practices and business, which may also generate a lack of confidence in the institution, thereby affecting its solvency.
- Technology risk: possibility of incurring losses derived from an inability of the systems' infrastructure to fully continue carrying out its day-to-day activities.
- Outsourcing risk: the possibility of incurring losses deriving from suppliers failing to provide subcontracted services or discontinuing their provision, weaknesses in their systems' security, disloyal employees or a breach of applicable regulations.
- Model risk: the possibility of incurring losses deriving from decisions taken based on the use of inadequate models.



#### 4.4.5. Tax Risk

Tax risk is defined as the probability of failing to comply with the objectives set out in Banco Sabadell's tax strategy from a dual perspective due to either internal or external factors:

- On one hand, the probability of failing to comply with the tax obligations that may result in an undue lack of income, or the occurrence of any other event that generates potential damages for the bank in terms of its meeting objectives.
- On the other hand, the probability of undue income during attempts to comply with tax obligations, thus negatively affecting shareholders and other stakeholders.

Banco Sabadell's tax risk policies aim to set out principles and guidelines in order to ensure that any tax risks that may affect the Group's tax strategy and objectives are systematically identified, measured and managed so as to comply with the new requirements of the Spanish Capital Companies Act and meet the demands of Banco Sabadell Group stakeholders.

In terms of fiscal risk, Banco Sabadell aims to comply with its fiscal obligations at all times, adhering to the current legal framework in matters relating to taxation.

Banco Sabadell's fiscal strategy reflects its commitment to promoting responsible taxation, promoting the prevention and development of key transparency schemes in order to gain the trust of the various stakeholders.

The Group's fiscal strategy is aligned with its business strategy, and manages fiscal aspects efficiently and in line with the principles of prudence and mitigation of fiscal risk.

The Board of Directors of Banco Sabadell, under the mandate set out in the Spanish Capital Companies Act for the improvement of corporate governance, is responsible, and cannot delegate such responsibility, for the following:

- Setting the bank's tax strategy.
- Approving investments and operations of all types which are considered strategic or to have a particular fiscal risk due to their amounts or particular characteristics, except when such approval corresponds to the Annual General Meeting.
- Approving the creation or acquisition of equity interests in special purpose entities or entities domiciled in countries or territories considered tax havens.
- Approving any transaction which, due to its complexity, might undermine the transparency of the entity and its Group.

Thus, the responsibilities of the Board of Directors of Banco Sabadell include the obligation to approve the corporate fiscal policy and ensure compliance therewith by implementing an appropriate control and oversight system, which is enshrined in the general risk management and control framework of the Group.

#### 4.4.6. Compliance risk

Compliance risk is the risk of incurring legal or administrative sanctions, significant financial losses or loss or damage to the entity's reputation as a result of an infringement of laws, regulations, internal procedures and codes of conduct applicable to the banking industry.

An essential aspect of Banco Sabadell Group's policy, and one of the foundations of its organisational culture, is the meticulous fulfilment of all legal terms and conditions. The achievement of the business objectives must be compatible, at all times, with compliance with the law and the application of best practices.

To this end, the Group has a Compliance Division, the purpose of which is to promote and endeavour to reach the highest degrees of compliance with the legislation in force and the professional ethics of the Group, minimise the possibility of non-compliance and ensure that any instances of non-compliance are identified, reported and diligently resolved and that the appropriate preventive measures are adopted in the event that these are not already in place.

The compliance model assigns responsibility for establishing policies, procedures and controls to the parent undertaking. Responsibility for the execution of control programmes also resides with the parent undertaking. Overseas branches and subsidiary undertakings are assigned responsibility for the implementation of those policies, procedures and controls that directly affect them, and are therefore the functional directors of such procedures and controls.

It is a flexible model focused on risk, which is continuously adapted to the Group's strategy and which takes full advantage of synergies, maintaining an overall focus on any aspects that fall within the general scope and/or which require significant technological development, but which is also adapted to the specific characteristics and legislation affecting each business or country.

The main challenge is the standardisation within the Group of compliance control levels by setting mandatory minimum standards, irrespective of the activity or country in which this activity is being carried out.

This model is formed of two pillars:

(i) A central unit which provides services to the whole Group and which is aimed at the Group-wide management of compliance risk. Its main tasks are the analysis, distribution and implementation control of any new regulations that could impact the Group, as well as the control, focused on risk, of the correct compliance with the regulations already in place.

Additionally, it is directly responsible for the execution of various processes which have been categorised as high risk, as they require comprehensive and direct control methods: anti-money laundering and combating the financing of terrorism, control of market abuse practices, control of fulfilment of Internal Code of Conduct and the implementation and monitoring elements for investor protection (MiFID).

(ii) A network of compliance supervisors located in each subsidiary and overseas branch (with functional dependency on the central compliance unit and hierarchical reliance on the manager of the subsidiary or foreign branch) and which operate their own control programmes. They regularly report to the central unit to ensure the fulfilment of internal rules and regulations and compliance with the legislation in force that govern the countries in which these subsidiaries and overseas branches operate, and the activities that they carry out.

To ensure its efficiency, this model is implemented and enhanced using six catalysts (technology, training, procedures, communication channels, oversight and monitoring programmes, and product and rule approval processes).

## Note 5 – Minimum own funds and capital management

### Regulatory Framework

The new regulatory framework with which the European Union implemented the capital regulations set forth in the Basel III accords by the Basel Committee on Banking Supervision (BCBS) entered into force on 1 January 2014 in the form of a phase-in model spanning from such date until 1 January 2019.

This regulation, which is split into three pillars, regulates the minimum own funds required to be kept by credit institutions, on both an individual and consolidated basis, considering the way in which these own funds must be calculated (Pillar I), the internal capital assessment and oversight process (Pillar II), and the public information that must be disclosed to the market (Pillar III).

This regulatory framework is based on the following legal acts:

- Directive 2013/36/EU (generally known as CRD-IV) of 26 June, of the European Parliament and of the Council, on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2007/87/EC and repealing Directives 2006/48/EC and 2006/49/EC.
- Regulation (EU) 575/2013 (generally known as CRR) of 26 June 2013, of the European Parliament and of the Council, on prudential requirements for credit institutions and investment firms and amending Regulation (EU) 648/2012.

Directive CRD-IV was transposed into the Spanish legal system through:

- RD-Law 14/2013 of 29 November, on urgent measures for adapting Spanish law to European Union regulations in terms of supervision and solvency of financial institutions.
- Law 10/2014 of 26 June, on the organisation, supervision and solvency of credit institutions.
- Royal Decree 84/2015 of 13 February, implementing Law 10/2014 of 26 June, on the organisation, supervision and solvency of credit institutions, completing the regulatory implementation of the above law, while merging into a single text all of the regulatory requirements for the organisation and discipline of credit institutions.
- Bank of Spain Circular 2/2016 of 2 February, the primary objective of which is to complete, in matters related to credit institutions, the transposition of Directive 2013/36/EU (Supervision of Credit Institutions) into the Spanish legal system.

The CRR, which is directly applicable to Member States and, as such, to Spanish credit institutions, grants authority to the national authorities of competent jurisdictions to make use of certain regulatory options.

In this respect, Bank of Spain, by virtue of the enabling clause included in RD Law 14/2013, published Circulars 2/2014 and 3/2014, of 31 January and 30 July, respectively. It also recently published Circular 2/2016 by which it makes use of and implements these regulatory options.

Under the requirements set forth in the CRR, credit institutions must comply with a total capital ratio of 8% at all times. However, regulators may exercise their authority under the new regulatory framework and require institutions to maintain additional capital.

The entity received a notification on 14 December 2017 from the European Central Bank regarding the decision on the prudential minimum requirements applicable to the bank for 2018, deriving from the Supervisory Review and Evaluation Process (SREP), determining that Banco Sabadell Group must maintain, on a consolidated basis, a CET1 ratio of 8.3125% measured against phased-in regulatory capital. This requirement includes the minimum required by Pillar 1 (4.50%), the Pillar 2 requirement (1.75%), the capital conservation buffer (1.875%) and the requirement arising from its consideration as an O-SII (0.1875%). Furthermore, this is the consolidated CET1 level below which the Group would be obligated to calculate the maximum distributable amount (MDA), which would limit its distributions in the form of dividends, variable remuneration and coupon payments to holders of AT1 equity securities.

The note published by Bank of Spain on 24 November 2017, which designates systemic institutions and sets their capital buffers in line with the European Banking Authority Guidelines on criteria for the assessment of O-SII (EBA/GL/2014/10), included in Standard 14 and Annex 1 to Bank of Spain Circular 2/2016, confirms the consideration of Banco Sabadell as an O-SII (Other Systemically Important Institution), setting the capital buffer at 0.1875% for 2018.

In terms of the specific counter-cyclical buffer of Banco Sabadell, which has been calculated following that set forth in Bank of Spain Circular 2/2016 of 2 February, this has been kept at 0% throughout 2017.

As at 31 December 2017, the Group's CET1 capital ratio stood at 13.4% therefore, with regard to the capital requirements mentioned in previous points, this does not imply any of the limitations mentioned.

#### Capital management

The management of capital funds is the result of the ongoing capital planning process. This process considers the expected evolution of the economic, regulatory, and sectoral environment, as well as more adverse scenarios. It takes into account the expected capital consumption in different activities, under the various envisaged scenarios, and the market conditions that could determine the effectiveness of the various actions that could be considered for implementation. The process is enshrined within the strategic objectives of the bank and aims to achieve an attractive return for shareholders, whilst also ensuring that its own funds are appropriate in terms of the inherent risks of banking activity.

As regards capital management, as a general policy, the Bank aims to adjust available capital on a global scale to the incurred risks.

The Group follows the guidelines set out in CRD-IV and associated regulations in order to establish own funds requirements that are inherent to the risks that have been incurred by the Bank, based on internal risk measurement models that have been previously validated by independent parties. To this end, the Group has been authorised by the supervisor to use the majority of its internal models in place to calculate regulatory capital requirements.

The following table outlines the status of credit rating models developed by Banco Sabadell Group in terms of the authorisation by the Supervisor for their usage when calculating own funds requirements:

<b>Breakdown of portfolios authorised by the supervisor for the use or gradual application of the internal-ratings based (IRB) approach.</b>					
<b>Bank</b>	<b>Regulatory Exposure Portfolio</b>	<b>Internal Portfolio</b>	<b>Internal Estimates Used</b>	<b>Internal ratings-based approach</b>	<b>Status</b>
BSab	Corporates	Portfolios subject to rating models for customers ranging from corporate banking customers to SMEs and RE developers	Probability of Default (PD) Loss Given Default (LGD) Credit Conversion Factor (CCF)	Advanced IRB	Authorised on 01/2008
BSab	Retail	Mortgage Scoring	Probability of Default (PD) Loss Given Default (LGD)	Advanced IRB	Authorised on 01/2008
BSab	Retail	Consumer Scoring	Probability of Default (PD) Loss Given Default (LGD)	Advanced IRB	Authorised on 01/2008
BSab	Corporates	Project Finance	Probability of Default (PD)	Supervisory Slotting Criteria	Authorised on 12/2009
BSab	Retail	Retailers and self-employed	Probability of Default (PD) Loss Given Default (LGD) Credit Conversion Factor (CCF)	Advanced IRB	Authorised on 12/2010
BSab	Retail	Behavioural scoring of Cards and Loans	Probability of Default (PD) Loss Given Default (LGD) Credit Conversion Factor (CCF)	Advanced IRB	Authorised on 12/2011
BSab	Retail	Behavioural Scoring of Consumer Loans	Probability of Default (PD) Loss Given Default (LGD) Credit Conversion Factor (CCF)	Advanced IRB	Authorised on 01/2008
BSab	Retail	Behavioural scoring of Mortgage Loans	Probability of Default (PD) Loss Given Default (LGD) Credit Conversion Factor (CCF)	Advanced IRB	Authorised on 01/2008
BSab	Institutions	Financial institutions	Probability of Default (PD)	Foundation IRB	Authorised on 12/2012
TSB	Retail	Mortgage Scoring	Probability of Default (PD) Loss Given Default (LGD) Credit Conversion Factor (CCF)	Advanced IRB	Authorised on 06/2014
TSB	Retail	Consumer Loans Scoring	Probability of Default (PD) Loss Given Default (LGD) Credit Conversion Factor (CCF)	Advanced IRB	Authorised on 10/2014
TSB	Retail	Cards Scoring	Probability of Default (PD) Loss Given Default (LGD) Credit Conversion Factor (CCF)	Advanced IRB	Authorised on 06/2015
TSB	Retail	Current Accounts Scoring	Probability of Default (PD) Loss Given Default (LGD) Credit Conversion Factor (CCF)	Advanced IRB	Authorised on 06/2015

Data of models approved by the Supervisor, as at 31 December 2017.

The date of authorisation refers to the date on which the Supervisor authorised the use of IRB models for each specific portfolio. After the date of authorisation for the use of IRB models, different authorisations have been given for new specific models.

- Behavioural Scoring of Consumer Loans
- Scoring to grant Consumer Loans
- Behavioural Scoring of Mortgage Loans
- Scoring to grant Mortgage Loans

The Group carries out frequent backtesting exercises on its IRB models, at least on an annual basis. These exercises are independently reviewed by the Internal Validation unit and reported for their monitoring to the internal governing bodies, such as the Technical Risk Committee and the Risk Committee (delegated Board committees). Additionally, the backtesting results that affect the risk parameters, and the main conclusions from these results, taking into account the criteria established by the EBA in its disclosure Guidelines, are included in the annual Pillar III Disclosures report.

Similarly, based on the risk measurements provided by the new methodologies, the Group has a comprehensive risk measurement model under one internal measurement unit, in terms of allocated capital.

The allocation of capital by risk type at the end of 2017 is as follows:

%	<b>2017</b>
Credit risk	82%
Structural risk	5%
Operational risk	9%
Market risk	1%
Other	3%
<b>Total</b>	<b>100%</b>

The Group has a sophisticated system to measure each type of risk incurred as well as methodologies capable of integrating all of them. Such approach requires a broad perspective of risk that takes account of possible stress scenarios and suitable financial planning in each case. The risk assessment systems used are in line with current best practices.

Each year the Group carries out an internal capital assessment process. This process starts from a broad spectrum of previously identified risks and a qualitative internal assessment of policies, procedures and systems for accepting, measuring and controlling each type of risk and the corresponding mitigation techniques.

The next stage involves a comprehensive quantitative assessment of the necessary capital based on internal parameters and using the institution's own models (such as borrower credit rating and scoring systems) and other internal estimates appropriate to each type of risk. The assessments for each type of risk are then integrated and a figure is calculated to be used as an indicator in terms of allocated capital. In addition, the Institution's business and financial objectives and stress testing exercises are reviewed to reach a determination as to whether certain business developments or extreme scenarios could pose a threat to its solvency when compared to its available own funds.

The risk assessment in terms of necessary allocated capital enables it to be linked to the yield obtained from the customer and operation level up to a business unit level. The Group has implemented a risk adjusted return on capital (RaRoC) system which provides this assessment, enabling uniform comparisons to be made and be included in the transaction pricing process.

The level and quality of capital are metrics corresponding to the Risk Appetite Statement, and are included within the Group's Risk Strategic Framework, which is detailed in Note 4. Financial risk management.

For more information on capital management see the document published annually regarding Pillar III Disclosures, available on the bank's website ([www.grupbancsabadell.com](http://www.grupbancsabadell.com)) under the section Information for Shareholders and investors / Financial information.

## Eligible capital and capital ratios

At 31 December 2017, the Group's eligible capital amounted to €12,524 million, representing a surplus of €6,313 million, as shown below:

Thousand euro			
	2017	2016	Year-on year change (%)
Capital	703,371	702,019	0.19
Reserves	12,106,567	11,874,214	1.96
Bonds convertible into shares	-	-	-
Minority interests	16,909	21,490	(21.32)
Deductions	(2,403,752)	(2,265,363)	6.11
<b>CET1 resources</b>	<b>10,423,095</b>	<b>10,332,360</b>	<b>0.88</b>
<i>CET1 (%)</i>	13.4	12.0	
Preference shares, convertible bonds and deductions	697,882	-	-
<b>Tier one additional resources</b>	<b>697,882</b>	<b>-</b>	<b>-</b>
Tier I additional (%)	0.9	-	
<b>Tier one resources</b>	<b>11,120,977</b>	<b>10,332,360</b>	<b>7.63</b>
Tier I (%)	14.3	12.0	
<b>Tier two resources</b>	<b>1,403,274</b>	<b>1,519,237</b>	<b>(7.63)</b>
Tier II (%)	1.8	1.8	
<b>Capital base</b>	<b>12,524,251</b>	<b>11,851,597</b>	<b>5.68</b>
Minimum capital requirement	6,211,052	6,885,598	(9.80)
<b>Capital surplus</b>	<b>6,313,199</b>	<b>4,965,999</b>	<b>27.13</b>
<b>BIS ratio (%)</b>	<b>16.1</b>	<b>13.8</b>	<b>17.15</b>
<b>Risk weighted assets (RWA)</b>	<b>77,638,150</b>	<b>86,069,980</b>	<b>(9.80)</b>

Common Equity Tier 1 (CET1) capital accounted for 83% of eligible capital. Deductions are mainly comprised of goodwill and intangible assets.

In Basel III, Tier 1 capital is comprised, in addition to CET1 funds, by items that largely make up Additional Tier 1 capital, in turn made up of, one hand, capital instruments comprised of preference shares and, on the other hand, deductions, mainly comprised of deductions due to goodwill and intangible assets in the corresponding percentage for the transitional period (20%) and deductions due to insufficient provisions for expected credit losses according to IRB models, also in the corresponding percentage for the transitional period (10%).

Secondary or Tier II capital provides a further 11% of the BIS ratio and is made up very largely of subordinated debt and generic provisions (subject to regulatory limits as to eligibility), and other required deductions.

Over the last 5 years, the bank has increased its capital base by over €5 billion, through the organic generation of profits and issues of capital qualifying as CET1, including the capital increase with pre-emptive subscription rights of €1,607 million carried out in 2015 as a result of the acquisition of TSB.

Changes in regulatory capital during the period are shown below:

Thousand euro	
<b>Opening CET1 (31/12/2016)</b>	<b>10,332,360</b>
Profit attributable to the Group	801,468
Dividends	(392,977)
Reserves	(9,669)
Minority interests	(4,581)
Valuation adjustments	(210,316)
Deductions	(93,167)
<b>Closing CET1 (31/12/2017)</b>	<b>10,423,118</b>
Thousand euro	
<b>Additional Tier I (31/12/2016)</b>	<b>-</b>
Eligible instruments	1,132,320
Minority interests	425
Deductions	(434,863)
<b>Additional Tier I (31/12/2017)</b>	<b>697,882</b>
Thousand euro	
<b>Tier II (31/12/2016)</b>	<b>1,519,237</b>
Eligible instruments	(123,124)
Credit risk adjustments	(2,334)
Minority interests	518
Deductions	8,977
<b>Tier II (31/12/2017)</b>	<b>1,403,274</b>

Changes in phased-in Common Equity Tier 1 (CET1) capital between 2016 and 2017 are due mainly to retained earnings during the year, lower deductions, and also due to the fact that two issuances of perpetual securities convertible into ordinary shares of Banco Sabadell have been carried out in 2017, of €750 million and €400 million, respectively. These two issues have not only increased the phased-in Common Equity Tier 1 (CET1) capital but have also optimised Banco Sabadell's capital structure.

The table below shows the reconciliation of stockholders' equity with regulatory capital:

€ million		
	2017	2016
Own funds	13,426	12,926
Valuation adjustments	(265)	107
Minority interests	61	50
<b>Total net equity</b>	<b>13,222</b>	<b>13,083</b>
Goodwill and intangibles	(1,797)	(2,128)
Other adjustments	(1,002)	(623)
<b>Regulatory accounting adjustments</b>	<b>(2,799)</b>	<b>(2,751)</b>
<b>Common equity tier 1</b>	<b>10,423</b>	<b>10,332</b>
<b>Additional tier 1 capital</b>	<b>698</b>	<b>-</b>
<b>Tier 2 capital</b>	<b>1,403</b>	<b>1,519</b>
<b>Total regulatory capital</b>	<b>12,524</b>	<b>11,852</b>



As at 31 December 2017, there is no significant difference between the public consolidation scope and the regulatory consolidation scope.

Risk-weighted assets (RWAs) for the period stand at €77,638,150 thousand, which represents a 9.80% decrease compared with the previous year. Note should be taken of the sale of the subsidiary Sabadell United Bank, the use of new models for retail customers and Group adjustments for capital requirements calculations, and the improvement of customers' credit profiles. The following table shows the reasons for changes in RWAs due to Credit Risk occurring during the year:

Thousand euro		
	RWA	Capital requirements (*)
<b>Balance at 31 December 2016</b>	<b>77,140,579</b>	<b>6,171,246</b>
Change in business volume	(3,797,210)	(303,777)
Asset quality	(1,516,333)	(121,307)
Changes in models	(1,909,671)	(152,774)
Methodology, parameters and policies	(522,086)	(41,767)
Exchange rate (**)	(301,215)	(24,097)
Other	(662,007)	(52,961)
<b>Balance at 31 December 2017</b>	<b>68,432,058</b>	<b>5,474,563</b>

Excludes credit risk adjustment (CVA) requirements and contributions to the default guarantee fund of CCPs.

(\*) Calculated as 8% of RWAs.

(\*\*) Changes due to exchange rate fluctuations are due to structural positions in GBP and USD, which are not hedged in order to protect the capital ratio against adverse exchange rate effects.

In its strategic business plan, the Group expects to continue managing capital in such a way as to maintain its comfortable capital position of recent years, demonstrated by the results of the Supervisory Review and Evaluation Process (SREP), which are given in the first section of this note.

All of these actions and events, both in terms of available capital and in terms of risk weighted assets, have enabled Banco Sabadell to reach a phased-in Common Equity Tier 1 (CET 1) ratio of 13.4%, and a total capital ratio of 16.1% as at December 2017, substantially above regulatory framework.

In 2017, risk weighted assets (RWAs) are distributed by risk type, as shown below, with Credit Risk representing the largest proportion.

%	2017
Credit risk (*)	88.43%
Operational risk	10.77%
Market risk	0.79%
<b>Total</b>	<b>100%</b>

(\*) Includes counterparty risk.

The tables below show risk-weighted assets for the type of risk that represents the most significant risk in terms of volume (credit risk), broken down by geography, sector and regulatory segment.

%		<b>2017</b>
Spain		72.58%
United Kingdom		13.84%
Latin America		5.90%
Rest of European Union		3.35%
North America		3.07%
Rest of the world		1.19%
Other OECD countries		0.08%
<b>Total</b>		<b>100%</b>

Includes counterparty risk.

%		<b>2017</b>
Finance, retailers and other services		43.57%
Retailers		38.33%
Transportation, distribution and hospitality		6.67%
Real estate activity		3.49%
Manufacturing industries		3.28%
Generation and distribution of energy		3.12%
Construction		1.01%
Agriculture, farming and fishing		0.40%
Extractive industries		0.16%
<b>Total</b>		<b>100%</b>

Includes counterparty risk.

The table below also shows the breakdown of regulatory exposures and risk-weighted assets by segments and by approach:

%						
	<b>EAD</b>	<b>IRB</b>	<b>STDA</b>	<b>RWA</b>	<b>IRB</b>	<b>STDA</b>
Public sector	22.99%	-	100.00%	1.70%	-	100.00%
Financial institutions	2.27%	43.14%	56.86%	2.20%	56.02%	43.98%
Corporates	10.66%	90.45%	9.55%	20.08%	90.00%	10.00%
SMEs (Business banking)	8.31%	83.09%	16.91%	12.05%	83.62%	16.38%
SMEs (Retail banking)	6.27%	83.66%	16.34%	5.43%	76.75%	23.25%
Retailers and sole proprietors	1.48%	80.94%	19.06%	1.11%	73.18%	26.82%
Mortgage loans	32.74%	70.21%	29.79%	19.47%	39.70%	60.30%
Loans	2.15%	71.66%	28.34%	5.11%	79.68%	20.32%
Other retail banking customers	3.61%	73.85%	26.15%	4.08%	53.54%	46.46%
Other	8.73%	-	100.00%	23.32%	-	100.00%
Equity	0.79%	-	100.00%	5.45%	-	100.00%
<b>Total</b>	<b>100%</b>			<b>100%</b>		

Includes counterparty risk.

In addition to capital ratios, the Leverage Ratio (LR) aims to strengthen capital requirements by providing a supplementary measure which is not linked to the risk level. The leverage ratio is the ratio between eligible primary capital (Tier 1) and the exposure measurement, calculated pursuant to that set forth in Commission Delegated Regulation (EU) 2015/62 of 10 October 2014.

The CRR sets forth a leverage ratio compliance with which is mandatory as of 1 January 2018. Previously, a definition and calibration period between 2014 and 2017 was established, during which institutions are required to disclose their leverage ratio and send information relative to the ratio to the supervisor who, based on the results, shall implement amendments as they see fit for its entry into force. At present, the bank reports to the supervisor on a quarterly basis and a reference level of 3% is considered.

As mentioned previously, the level of exposure is calculated in line with the definition contained in Commission Delegated Regulation (EU) 2015/62. The leverage ratio at 31 December 2017 and 2016 is shown below:

Thousand euro	<b>2017</b>	<b>2016</b>
Tier 1 capital	11,120,977	10,332,360
Exposure	223,785,758	217,918,574
<b>Leverage ratio</b>	<b>4.97%</b>	<b>4.74%</b>

It should be noted that the improvement in the ratio during the year is due to, amongst other reasons, the issue of preference shares qualifying as Additional Tier 1 (AT1) capital, as well as the effect on exposures of the sale of the North American subsidiary, Sabadell United Bank, which partly offsets the asset growth trend.

For more information on capital ratios and the leverage ratio, their composition, details of parameters and their management see the document published annually regarding Pillar III Disclosures, available on the bank's website ([www.grupbancoabadell.com](http://www.grupbancoabadell.com)) under the section Information for Shareholders and investors / Financial information.

## Note 6 – Fair value of assets and liabilities

### Financial assets and liabilities

The fair value of a financial asset or liability at a given date is understood as the amount at which it could be sold or transferred, respectively, at that date, between independent and knowledgeable parties acting freely and prudently and without coercion in market conditions. The most objective and commonly used reference for the fair value of a financial asset or liability is the price that would be paid on in organised, transparent and deep market ("quoted price" or "market price").

When there is no market price for a particular financial asset or liability, the fair value is estimated from the values established for similar instruments in recent transactions or, failing that, by using mathematical valuation models suitably tested by the international financial community. When using these models, the specific characteristics of the financial asset or liability being valued are taken into account, particularly the different types of risk that may be associated with them. The above notwithstanding, the limitations inherent in the valuation models that have been developed and possible inaccuracies in the assumptions and parameters required by these models may result in the estimated fair value of a financial asset or liability not precisely matching the price at which the asset or liability could be delivered or settled on the valuation date.

The fair value of financial derivatives quoted on an active market is the daily quoted price.

In the case of instruments for which quoted prices cannot be determined, prices are estimated using internal models developed by the bank, most of which take data based on observable market parameters as significant inputs. Otherwise, the models make use of other inputs which rely on internal assumptions based on generally accepted practices within the financial community.

For financial instruments the fair value measurements disclosed in the financial statements are classified according to the following fair value levels:

- Level I: Fair values are obtained from the prices (unadjusted) being quoted on active markets a single instruments.
- Level II: Fair values are obtained from the prices being quoted on active markets for similar instruments, the prices of recent transactions, expected flows or other measurement techniques in which all significant inputs are based on directly or indirectly observable market data.
- Level III: Fair values are obtained through measurement techniques in which some significant inputs are not based on observable market data.

Set out below are the main valuation methods, assumptions and inputs used when estimating the fair value of financial instruments classified in Levels 2 and 3, according to the type of instrument concerned:

Level 2 financial instruments	Valuation methods	Main assumptions	Main inputs used
Debt securities	Net present value method	Calculation of the present value of financial instruments as the present value of future cash flows (discounted at market interest rates), taking into account: - An estimate of pre-payment rates - Issuers' credit risk	- Issuer credit spreads - Observable market interest rates
Equity instruments	Sector multiples (P/BV)	Based on the NACE code that best represents the company's primary activity, the price-to-book value (P/BV) ratio obtained from peers is applied.	- NACE codes - Share price listings in organised markets
Derivatives (a)	Black-Scholes model (analytic/semi-analytic formulae)	For equity derivatives, inflation, currencies and commodities: - Black-Scholes assumes a lognormal process of forward rates taking into account potential convexity adjustments.	For equity derivatives, inflation, currencies or commodities: - Forward structure of the underlying asset, given by market data (dividends, swaps points, etc.) - Option volatility surfaces
	For equity derivatives, currencies and commodities: - Monte Carlo simulations - SABR	Black-Scholes model: a lognormal distribution is assumed for the underlying asset with volatility depending on the term. - SABR: stochastic volatility model.	For interest rate derivatives: - Interest rate time structure - Underlying Options asset volatility surfaces on Libor rate (caps) and Swaps rates (swaptions) - Probability of default for CVA and DVA calculation (b)
	For interest rate derivatives: - Standard Model - Shifted Libor Market Model	These models assume that: - The standard and shifted models allow negative interest rates. - Forward rates in the term structure of the interest rate curve are fully correlated.	For credit derivatives: - Credit Default Swaps (CDS) values - Historic credit spread volatility
	For credit derivatives: - Intensity models	These models assume a default probability structure resulting from term-based default intensity rates.	

(a) Given the small net position of Banco Sabadell, the funding value adjustment (FVA) is estimated to have a non-material impact on the valuation of derivatives.

(b) To calculate CVA and DVA, levels of severity fixed at 60% have been used, which corresponds to the market standard for senior debt. Average future, positive and negative exposures have been estimated using market models, Libor for interest rates and t

Level 3 financial instruments	Valuation methods	Main assumptions	Main non-observable inputs
Debt securities	Net present value method	Calculation of the present value of financial instruments as the present value of future cash flows (discounted at market interest rates), taking into account: <ul style="list-style-type: none"> <li>- An estimate of pre-payment rates</li> <li>- Issuers' credit risk</li> <li>- Current market interest rates</li> </ul>	- Estimated credit spreads of the issuer or a similar issuer.
Equity instruments	Discounted cash flow method	Calculation of the present value of future cash flows discounted at risk-adjusted market interest rates (CAPM method), taking into account: <ul style="list-style-type: none"> <li>- Estimated cash flows for the company</li> <li>- Sector risk for the company</li> <li>- Macroeconomic inputs</li> </ul>	- The bank's business plans - Risk premiums for the company's sector - Adjustment for systematic risk (Beta parameter)
Derivatives (a)	For equity derivatives, currencies and commodities: - Monte Carlo simulations	Black-Scholes model: a lognormal distribution is assumed for the underlying asset with volatility depending on the term. - SABR: stochastic volatility model.	For equity derivatives, inflation, currencies and commodities: - Historical volatilities - Historical correlations - PD for calculation of CVA and DVA (b)
	For credit derivatives: - Intensity models	These models assume a default probability structure resulting from term-based default intensity rates	For credit derivatives: - Estimated credit spreads of the issuer or a similar issuer - Historical volatility of credit spreads
	For interest rate derivatives: - Standard Model - Shifted Libor Market Model	These models assume that: - The standard and shifted models allow negative interest rates - Forward rates in the term structure of the interest rate curve are fully correlated	For interest-rate derivatives: - Internal PD for calculation of CVA and DVA (b)

(a) Given the small net position of Banco Sabadell, the funding value adjustment (FVA) is estimated to have a non-material impact on the valuation of derivatives.

(b) To calculate CVA and DVA, levels of severity fixed at 60% have been used, which corresponds to the market standard for senior debt. Average future, positive and negative exposures have been estimated using market models, Libor for interest rates and t

## Determination of the fair value of financial instruments

A comparison between the value at which the Group's financial assets and liabilities are recognised on the accompanying consolidated balance sheets and the related fair value is as follows:

Thousand euro

	Note	2017		2016	
		Accounting balance	Fair value	Accounting balance	Fair value
<b>Assets:</b>					
Cash, cash and cash balances with central banks and other demand deposits	7	26,362,807	26,362,807	11,688,250	11,688,250
Financial assets held for trading	9, 10	1,572,504	1,572,504	3,484,221	3,484,221
Financial assets at fair value through profit or loss	9	39,526	39,526	34,827	34,827
Available-for-sale financial assets	8, 9	13,180,716	13,180,716	18,718,339	18,718,339
Loans and receivables	8, 11	149,551,292	156,117,282	150,384,445	158,022,457
Held to maturity investments		11,172,474	11,701,077	4,598,190	4,956,486
Derivatives - hedge accounting	12	374,021	374,021	535,160	535,160
Fair value changes of the hedged items in portfolio hedge of interest rate risk		48,289	48,289	965	965
<b>Total assets</b>		<b>202,301,629</b>	<b>209,396,222</b>	<b>189,444,397</b>	<b>197,440,705</b>

Thousand euro

	Note	2017		2016	
		Accounting balance	Fair value	Accounting balance	Fair value
<b>Liabilities:</b>					
Financial liabilities held for trading	10	1,431,215	1,431,215	1,975,806	1,975,806
Financial liabilities designated at fair value through profit or loss		39,540	39,540	34,836	34,836
Financial liabilities at amortised cost	18, 19, 20, 21	204,045,482	203,506,188	192,011,024	193,175,272
Derivatives - hedge accounting	12	1,003,854	1,003,854	1,105,806	1,105,806
Fair value changes of the hedged items in portfolio hedge of interest rate risk		(4,593)	(4,593)	64,348	64,348
<b>Total liabilities</b>		<b>206,515,498</b>	<b>205,976,204</b>	<b>195,191,820</b>	<b>196,356,068</b>

In relation to financial instruments the book value of which differs from their fair value, the latter has been calculated as follows:

– The fair value of the heading "Cash and cash balances with central banks and other demand deposits" has been likened to its book value, as these are mainly short-term balances.

– The fair value of the headings "*Loans and receivables*" and "*Financial liabilities measured at amortised cost*" has been estimated by the discounted cash flow method, using market interest rates at the end of each year.

– The fair value of the heading "Investments held to maturity" has been estimated using market prices at year-end.

–The heading "*Fair value changes of the hedged items in portfolio hedge of interest rate risk*" on the accompanying consolidated balance sheets records the difference between the carrying amount of the deposits covered (recorded in "*Loans and receivables*") and the fair value calculated using internal models and observable market variables.

The following table shows the main financial instruments recognised at fair value in the accompanying consolidated balance sheets, broken down according to the valuation method used when estimating their fair value:

Thousand euro					
2017					
	Note	Level 1	Level 2	Level 3	Total
<b>Assets:</b>					
Financial assets held for trading		110,358	1,462,146	-	1,572,504
Derivatives	10	325	1,440,418	-	1,440,743
Equity instruments	9	-	7,432	-	7,432
Debt securities	8	110,033	14,296	-	124,329
Loans and advances-Customers	11	-	-	-	-
Financial assets designated at fair value through profit or loss		-	39,526	-	39,526
Equity instruments	9	-	39,526	-	39,526
Debt securities		-	-	-	-
Loans and advances-Credit institutions		-	-	-	-
Available-for-sale financial assets		12,529,039	475,395	176,282	13,180,716
Equity instruments	9	56,717	180,299	176,282	413,298
Debt securities	8	12,472,322	295,096	-	12,767,418
Derivatives - hedge accounting	12	41,039	332,982	-	374,021
<b>Total assets</b>		<b>12,680,436</b>	<b>2,310,049</b>	<b>176,282</b>	<b>15,166,767</b>

Thousand euro					
2017					
	Note	Level 1	Level 2	Level 3	Total
<b>Liabilities:</b>					
Financial liabilities held for trading		70,165	1,361,050	-	1,431,215
Derivatives	10	311	1,361,050	-	1,361,361
Short positions		69,854	-	-	69,854
Deposits with credit institutions		-	-	-	-
Financial liabilities designated at fair value through profit or loss		-	39,540	-	39,540
Derivatives - hedge accounting	12	22,502	981,352	-	1,003,854
<b>Total liabilities</b>		<b>92,667</b>	<b>2,381,942</b>	<b>-</b>	<b>2,474,609</b>



Thousand euro

	Note	2016			Total
		Level 1	Level 2	Level 3	
<b>Assets:</b>					
Financial assets held for trading		1,624,748	1,859,473	-	3,484,221
Derivatives	10	3,774	1,830,721	-	1,834,495
Equity instruments	9	-	10,629	-	10,629
Debt securities	8	1,620,974	18,123	-	1,639,097
Loans and advances-Customers	11	-	-	-	-
Financial assets designated at fair value through profit or loss		-	34,827	-	34,827
Equity instruments	9	-	34,827	-	34,827
Debt securities		-	-	-	-
Loans and advances-Credit institutions		-	-	-	-
Available-for-sale financial assets		16,784,526	1,683,006	250,807	18,718,339
Equity instruments	9	100,006	246,996	250,807	597,809
Debt securities	8	16,684,520	1,436,010	-	18,120,530
Derivatives - hedge accounting	12	108,078	427,082	-	535,160
<b>Total assets</b>		<b>18,517,352</b>	<b>4,004,388</b>	<b>250,807</b>	<b>22,772,547</b>

Thousand euro

	Note	2016			Total
		Level 1	Level 2	Level 3	
<b>Liabilities:</b>					
Financial liabilities held for trading		59,900	1,915,906	-	1,975,806
Derivatives	10	8	1,915,906	-	1,915,914
Short positions		59,892	-	-	59,892
Deposits with credit institutions		-	-	-	-
Financial liabilities designated at fair value through profit or loss		-	-	-	-
Derivatives - hedge accounting	12	63,745	1,042,061	-	1,105,806
<b>Total liabilities</b>		<b>123,645</b>	<b>2,957,967</b>	<b>-</b>	<b>3,081,612</b>

Derivatives without a collateral contract (CSAs) include credit valuation adjustment (CVA) and debit valuation adjustment (DVA) in their fair value. The fair value of these derivatives represents 7.04% of the total, and their adjustment for credit and debit risks represents 3.22% of their fair value.

The movements in the balances of the financial assets and liabilities classified as Level 3 that are disclosed in the accompanying consolidated balance sheets are as follows:

Thousand euro

	<b>Assets</b>	<b>Liabilities</b>
<b>Balance at 31 December 2015</b>	<b>967,605</b>	<b>434,238</b>
Valuation adjustments recorded to profit and loss (*)	-	-
Valuation adjustments not recorded to profit and loss	-	-
Purchases, sales and write-offs	61,447	(24,339)
Net additions/(exits) on Level 3	(773,540)	(409,899)
Exchange differences and other	(4,705)	-
<b>Balance at 31 December 2016</b>	<b>250,807</b>	<b>-</b>
Valuation adjustments recorded to profit and loss (*)	(45,857)	-
Valuation adjustments not recorded to profit and loss	716	-
Purchases, sales and write-offs	(37,536)	-
Net additions/(exits) on Level 3	8,193	-
Exchange differences and other	(41)	-
<b>Balance at 31 December 2017</b>	<b>176,282</b>	<b>-</b>

(\*) Relates to securities kept on the balance sheet

Financial instruments that were transferred between valuation levels during 2017 present the following balances in the accompanying consolidated balance sheet at 31 December 2017:

Thousand euro

	<b>2017</b>						
	<b>From</b>	<b>Level 1</b>		<b>Level 2</b>		<b>Level 3</b>	
	<b>To:</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Level 1</b>	<b>Level 3</b>	<b>Level 1</b>	<b>Level 2</b>
<b>Assets:</b>							
Financial assets held for trading	-	-	-	-	-	-	-
Financial assets designated at fair value through profit or loss	-	-	-	-	-	-	-
Available-for-sale financial assets	-	-	353,314	8,193	-	-	-
Derivatives	-	-	-	-	-	-	-
<b>Liabilities:</b>							
Financial liabilities held for trading	-	-	-	-	-	-	-
Financial liabilities designated at fair value through profit or loss	-	-	-	-	-	-	-
Derivatives - hedge accounting	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>353,314</b>	<b>8,193</b>	<b>-</b>	<b>-</b>	<b>-</b>

Thousand euro

	2016						
	From	Level 1		Level 2		Level 3	
	To:	Level 2	Level 3	Level 1	Level 3	Level 1	Level 2
<b>Assets:</b>							
Financial assets held for trading		-	-	-	-	-	634,920
Financial assets designated at fair value through profit or loss		-	-	-	-	-	-
Available-for-sale financial assets		-	-	-	-	-	-
Derivatives		-	-	-	-	-	138,620
<b>Liabilities:</b>							
Financial liabilities held for trading		-	-	-	-	-	226,050
Financial liabilities designated at fair value through profit or loss		-	-	-	-	-	-
Derivatives - hedge accounting		-	-	-	-	-	183,849
<b>Total</b>		-	-	-	-	-	<b>1,183,439</b>

In 2016, transfers from Level 3 to Level 2 were due to an assessment made of the impact of non-observable market data on the valuation of these instruments and, as such valuation was residual, it was deemed appropriate to transfer these instruments to Level 2.

At 31 December 2017, the effect of replacing the main assumptions used in the valuation of Level 3 financial instruments with other reasonably possible assumptions, taking the highest value (most favourable assumption) or lowest value (least favourable assumption) in the range that is considered likely, is not significant.

The instruments considered as level 3 mainly correspond to the investment that the entity holds in the Spanish company for the management of assets proceeding from the restructuring of the banking system (*Sociedad de Gestión de Activos Procedentes de la Reestructuración Bancaria*, SAREB), and also because, given the singularity of this investment, it is measured at fair value calculated based on the business plan and financial projections of that entity.

#### **Loans and financial liabilities designated at fair value through profit or loss**

At 31 December 2017 and 2016, there were no loans or other financial liabilities at fair value other than those recognised under "*Financial assets held for trading – Loans and advances to Customers*", "*Other assets designated at fair value through profit or loss*" and "*Other liabilities designated at fair value through profit or loss*" in the accompanying consolidated balance sheets.

#### **Financial instruments at cost**

At the end of both years there were no derivatives using equity instruments as underlyings or interests in discretionary gains in any companies.

There are also no equity instruments valued at their cost of acquisition (that could be considered significant).

## Non-financial assets

### Real estate assets

At 31 December 2017 and 2016, net book values of real estate assets do not differ significantly from the fair values of these assets (see Notes 13, 15 and 17).

The selection criteria for valuation suppliers and the update of appraisals are defined in the section “Guarantees”, in Note 1.3.4. of these consolidated annual accounts.

The valuation techniques are generally used by all appraisal companies based on the type of each real estate asset.

As per regulatory requirements, in the valuation techniques used, the valuation companies maximise the use of observable market data and other factors which would be taken into account by market operators when setting prices, endeavouring to keep the use of subjective considerations and non-observable or non-verifiable data to a minimum.

The following measurement hierarchy levels would correspond to the main valuation methods used:

#### Level 2

- **Comparison method:** applicable to all kinds of properties provided that there is a representative market of comparable properties and that sufficient data is available relating to transactions that reflect the current market situation.
- **Rental update method:** applicable when the valued property generates or may generate income and there is a representative market of comparable data.
- **Statistical model:** This model adjusts the value of the assets based on the date of acquisition and their location, updating the value in accordance with price trends in the area concerned as from the date of purchase. To this end, it includes statistical information on price trends in all provinces provided by external valuation companies and demographic data from the Spanish National Statistics Institute to calculate sensitivity at a municipality level. At the same time, the value obtained is adjusted based on the degree of maturity (finished product, development in progress, plots or land under management) and use (residential, industrial, etc.) of the asset.

#### Level 3

- **Cost method:** applicable to determine the value of buildings being planned, under construction or undergoing renovations.
- **Residual method:** in the present macroeconomic climate, the dynamic calculation procedure is being used preferentially in new land valuations to the detriment of the statistical procedure, which is reserved for specific cases in which the envisaged time frames for project completion are in line with the relevant regulations.

Depending on the type of asset, the methods used in the valuation of the Group’s portfolio are the following:

- Completed works: valued in comparable terms, based on updates to income or the statistical model (Level 2).
- Works in progress: valued using the cost method as a sum of the land value and the value of the work carried out (Level 3).
- Land: valued using the residual method (Level 3).

## Calculation of fair value

The following table shows the main real estate assets broken down using the valuation method used in their fair value estimate:

Thousand euro	2017			Total
	Level 1	Level 2	Level 3	
Housing	-	3,086,525	-	3,086,525
Offices, retail outlets and other properties	-	2,342,601	-	2,342,601
Land and building plots	-	-	1,481,920	1,481,920
Work in progress	-	-	383,916	383,916
<b>Total assets</b>	<b>-</b>	<b>5,429,126</b>	<b>1,865,836</b>	<b>7,294,962</b>

Significant non-observable variables used in valuations classed as Level 3 have been developed not by the Group but by the independent valuation companies that performed the appraisals. Given the widespread use of the appraisals, the valuation techniques of which are clearly set out in the regulation governing the valuation of properties, the non-observable variables used reflect the assumptions frequently used by all valuation firms. Regarding the weight of the non-observable variables in the appraisals, these represent almost all of the value of these appraisals.

The movements of balances during 2017 classed as Level 3 are shown below:

Thousand euro	Housing	Offices, retail outlets and other properties	Land, building plots and work in progress
<b>Balance at 31 December 2016</b>	-	-	<b>2,429,521</b>
Purchases	-	-	268,515
Sales	-	-	(276,344)
Impairments recorded on income statement (*)	-	-	(429,529)
Net additions/(exits) on Level 3	-	-	(126,327)
<b>Balance at 31 December 2017</b>	<b>-</b>	<b>-</b>	<b>1,865,836</b>

(\*) Relates to assets kept on the balance sheet at 31 December 2017 and 2016 (see note 36).

During 2017, certain real estate assets have been transferred between the different valuation levels, owing to the transformation of assets in the process of construction becoming finished products.

The fair value of real estate assets valued by appraisal companies, portfolios of foreclosed assets and own-use assets classified as “*Non-current assets and disposal groups classified as held for sale*”, “*Investment properties*” and “*Inventories*” in 2017 is as follows:

Thousand euro

Appraisal company	Non-current assets held for sale		Tangible assets	
	For own use	Foreclosed	Real estate	Inventories
			investments	
Afes técnicas de tasación, S.A.	11,343	11,125	4,881	1,415
Alia tasaciones, S.A.	-	255,860	152,162	84,126
Arco valoraciones, S.A.	1,198	3,485	1,039	66
Cohispania	-	232	-	-
Col·lectiu d'arquitectes taxadors	86	6,828	7,495	2,649
Cushman & Wakefield	-	-	14,182	-
Egara informes, S.L.	-	327	-	-
Eurovaloraciones, S.A.	14,363	154,299	87,638	321,959
Gestión de valoraciones y tasaciones, S.A.	2,687	202,137	566,424	229,329
Ibérica de tasaciones, S.A.	-	11,050	8,204	-
Ibertasa, S.A.	2,146	154,045	106,213	107,014
Instituto de valoraciones, S.A.	-	89,942	42,024	136,226
Internacional de transacciones y SE	-	135	-	-
Krata, S.A.	1,000	165,998	59,376	125,213
LKS tasaciones, S.A.	-	-	967	-
Peritand	-	5,941	10,652	-
Sociedad de tasación, S.A.	466	777,691	116,359	527,324
Tabimed gestión de proyectos, S.L.	-	7,108	635	177
Tasaciones de bienes mediterráneo, S.A.	-	9,040	577	-
Tasaciones hipotecarias	-	80,122	48,180	35,647
Tasaciones inmobiliarias, S.A.	-	90,041	26,917	15,892
Tasasur sociedad de tasaciones, S.A.	-	275	254	-
Tecglen tasaciones, S.A.	654	-	-	-
Técnicos en tasación, S.A.	-	-	352	-
Tecnitasa técnicos en tasación, S.A.	1,340	89,970	108,552	175,013
Thirsa	-	40,281	31,491	7,158
Tinsa	804	579	2,025	-
Valoraciones mediterráneo, S.A.	-	154,660	96,374	144,149
Valtécnic, S.A.	-	6,662	37,604	124
Rest	429	25,982	433,180	162,811
<b>Total</b>	<b>36,517</b>	<b>2,343,816</b>	<b>1,963,756</b>	<b>2,076,294</b>

The fair value of property, plant and equipment does not differ significantly from its net carrying value.

## Note 7 – Cash and cash balances at central banks and other demand deposits

The composition of this asset heading in the consolidated balance sheets at 31 December 2017 and 2016 was as follows:

Thousand euro	2017	2016
<b>By nature:</b>		
Cash	733,923	759,357
Cash balances at central banks	25,097,038	10,122,725
Other demand deposits	531,846	806,168
<b>Total</b>	<b>26,362,807</b>	<b>11,688,250</b>
<b>By currency:</b>		
In euro	17,238,582	6,603,951
In foreign currency	9,124,225	5,084,299
<b>Total</b>	<b>26,362,807</b>	<b>11,688,250</b>

## Note 8 – Debt securities

Debt securities reported in the consolidated balance sheet at 31 December 2017 and 2016 are analysed below:

Thousand euro	2017	2016
<b>By heading</b>		
Financial assets held for trading	124,329	1,639,097
Financial assets designated at fair value through profit or loss	-	-
Available-for-sale financial assets	12,767,418	18,120,530
Loans and receivables	574,171	918,584
Held to maturity investments	11,172,474	4,598,190
<b>Total</b>	<b>24,638,392</b>	<b>25,276,401</b>
<b>By nature:</b>		
Central Banks	-	-
General Governments	22,311,211	22,877,291
Credit institutions	870,676	925,180
Other sectors	1,451,848	1,476,902
Doubtful assets	13,124	9,030
Impairment adjustments	(8,467)	(12,001)
<b>Total</b>	<b>24,638,392</b>	<b>25,276,401</b>
<b>By currency:</b>		
In euro	20,559,445	19,033,326
In foreign currency	4,078,947	6,243,075
<b>Total</b>	<b>24,638,392</b>	<b>25,276,401</b>

Details of debt instruments recorded under the heading Available-for-sale financial assets are as follows:

Thousand euro	2017	2016
Amortised cost (*)	12,495,965	17,825,735
Fair value	12,767,418	18,120,530
Accumulated losses recognised in equity at year end	(134,950)	(101,268)
Accumulated capital gains recognised in equity at year end	406,403	396,063

(\*) Includes net profit/(loss) due to impairment in the P&L account for 2017 and 2016 (€6,277.0 thousand) and €521 thousand, of which provisions during the year amounted to (€9,323.0 thousand) and (€3,935.0 thousand), and due to the reversal of impairment at €3,046 thousand and €4,456 thousand during 2017 and 2016 (see Note 35)."

The breakdown of government debt exposures classified as available-for-sale financial assets is as follows:

Thousand euro	2017	2016
Amortised cost	10,934,418	16,174,690
Fair value	11,177,627	16,443,443
Accumulated losses recognised in equity at year end	(115,704)	(78,972)
Accumulated capital gains recognised in equity at year end	358,913	347,725

The portfolio of investments held to maturity breaks down as follows:

Thousand euro	2017	2016
Central Banks	-	-
General Governments	11,079,997	4,598,190
Credit institutions	93,221	-
Other sectors	-	-
Impairment adjustments	(744)	-
<b>Total</b>	<b>11,172,474</b>	<b>4,598,190</b>



## Note 9 – Equity instruments

Equity instruments reported in the consolidated balance sheet at 31 December 2017 and 2016 are analysed below:

Thousand euro	2017	2016
<b>By heading:</b>		
Financial assets held for trading	7,432	10,629
Financial assets designated at fair value through profit or loss	39,526	34,827
Available-for-sale financial assets	413,298	597,809
<b>Total</b>	<b>460,256</b>	<b>643,265</b>
<b>By nature:</b>		
Resident sector	266,119	361,290
Credit institutions	8,461	9,418
Other	257,658	351,872
Non resident sector	100,889	148,839
Credit institutions	59,733	95,955
Other	41,156	52,884
Equity investments in investment funds and companies	93,248	133,136
<b>Total</b>	<b>460,256</b>	<b>643,265</b>
<b>By currency:</b>		
In euro	368,184	496,356
In foreign currency	92,072	146,909
<b>Total</b>	<b>460,256</b>	<b>643,265</b>

At 2017 year-end there were no investments in listed equity instruments for which their quoted market price has not been considered as a reference of their fair value.

Financial assets designated at fair value through profit or loss consisted of investments associated with unit-linked products sold through the subsidiary Assegurances Segur Vida, S.A.

Details of equity instruments recorded under the heading “*Available-for-sale financial assets*” are as follows:

Thousand euro	Note	2017	2016
Acquisition cost		356,159	532,378
Fair value		413,298	597,809
Accumulated losses recognised in equity at year end		(5,185)	(2,333)
Accumulated capital gains recognised in equity at year end		62,324	67,764
Losses recorded as impairment in profit and loss for the year	35	(47,097)	(112,806)

During 2017, Banco Sabadell has impaired the value of the equity interest that it held in the Spanish company for the management of assets proceeding from the restructuring of the banking system (*Sociedad de Gestión de Activos procedentes de la Reestructuración Bancaria*, SAREB) for an amount of €37,000 thousand. At 31 December 2017, the value impairment of such equity interest amounted to €93,576 thousand, and its resulting value amounted to €133,174 thousand (€170,174 thousand in 2016).

## Note 10 – Asset and liability derivatives held for trading

The breakdown by type of transaction of this heading on the asset and liability sides of the consolidated balance sheet at 31 December 2017 and 2016 is as follows:

Thousand euro				
	2017		2016	
	Assets	Liabilities	Assets	Liabilities
Securities risk	111,239	111,701	169,449	170,058
Interest rate risk	891,179	847,753	1,122,057	1,137,713
Currency risk	426,520	389,299	467,291	530,860
Other kinds of risk	11,805	12,608	75,698	77,283
<b>Total</b>	<b>1,440,743</b>	<b>1,361,361</b>	<b>1,834,495</b>	<b>1,915,914</b>
<b>By currency:</b>				
In euro	1,271,688	1,263,837	1,609,077	1,738,788
In foreign currency	169,055	97,524	225,418	177,126
<b>Total</b>	<b>1,440,743</b>	<b>1,361,361</b>	<b>1,834,495</b>	<b>1,915,914</b>

Their fair values, broken down by type of derivative at 31 December 2017 and 2016, are shown below:

Thousand euro		
	2017	2016
<b>Assets</b>		
<i>Derivatives held for trading</i>	<i>1,440,743</i>	<i>1,834,495</i>
Swaps, CCIRS, Call Money Swap	858,154	1,128,670
Exchange-rate options	99,858	30,068
Interest-rate options	40,527	50,591
Index and securities options	114,393	184,169
Currency forwards	326,661	437,223
Forward fixed-income bonds	1,150	3,774
<b>Total assets held for trading</b>	<b>1,440,743</b>	<b>1,834,495</b>
<b>Liabilities</b>		
<i>Derivatives held for trading</i>	<i>1,361,361</i>	<i>1,915,914</i>
Swaps, CCIRS, Call Money Swap	807,412	1,125,749
Exchange-rate options	101,028	31,323
Interest-rate options	39,241	100,766
Index and securities options	124,309	186,571
Currency forwards	288,271	471,497
Forward fixed-income bonds	1,100	8
<b>Total liabilities held for trading</b>	<b>1,361,361</b>	<b>1,915,914</b>

## Note 11 – Loans and advances

### Central banks and Credit institutions

The breakdown of the headings “Loans and advances - Central Banks” and “*Loans and advances - Credit institutions*” in the consolidated balance sheets at 31 December 2017 and 31 December 2016 is as follows:

Thousand euro	2017	2016
<b>By heading:</b>		
Financial assets held for trading	-	-
Financial assets designated at fair value through profit or loss	-	-
Loans and receivables	5,379,156	4,291,996
<b>Total</b>	<b>5,379,156</b>	<b>4,291,996</b>
<b>By nature:</b>		
Deposits with agreed maturity	1,769,568	2,320,133
Assets acquired under repurchase agreements	2,965,960	1,704,404
Hybrid financial assets	106	89
Other	644,885	269,122
Doubtful assets	364	368
Impairment adjustments	(5,306)	(6,681)
Other valuation adjustments (interest, fees and commissions, other)	3,579	4,560
<b>Total</b>	<b>5,379,156</b>	<b>4,291,996</b>
<b>By currency:</b>		
In euro	4,335,627	3,279,828
In foreign currency	1,043,529	1,012,168
<b>Total</b>	<b>5,379,156</b>	<b>4,291,996</b>

## Customers

The breakdown of the heading “*Loans and advances - Customers*” (General governments and Other sectors) of the consolidated balance sheet at 31 December 2017 and 31 December 2016 is as follows:

Thousand euro	2017	2016
<b>By heading:</b>		
Financial assets held for trading	-	-
Financial assets designated at fair value through profit or loss	-	-
Loans and receivables	143,597,966	145,173,865
<b>Total</b>	<b>143,597,966</b>	<b>145,173,865</b>
<b>By nature:</b>		
On-demand loans and other	7,567,029	6,801,456
Trade credit	5,801,602	5,530,045
Finance leases	2,316,285	2,168,803
Secured loans	86,581,398	90,693,505
Assets acquired under repurchase agreements	2,001,437	7,930
Other term loans	35,255,351	35,363,490
Doubtful assets	7,867,154	9,641,526
Impairment adjustments	(3,726,682)	(4,921,348)
Other valuation adjustments (interest, fees and commissions, other)	(65,608)	(111,543)
<b>Total</b>	<b>143,597,966</b>	<b>145,173,865</b>
<b>By sector:</b>		
General governments	9,802,679	9,683,466
Other sectors	129,720,423	130,881,764
Doubtful assets	7,867,154	9,641,526
Impairment adjustments	(3,726,682)	(4,921,348)
Other valuation adjustments (interest, fees and commissions, other)	(65,608)	(111,543)
<b>Total</b>	<b>143,597,966</b>	<b>145,173,865</b>
<b>By currency:</b>		
In euro	99,505,324	98,615,373
In foreign currency	44,092,642	46,558,492
<b>Total</b>	<b>143,597,966</b>	<b>145,173,865</b>
<b>By geography:</b>		
Spain	98,843,426	98,965,788
Rest of European Union	40,702,868	39,707,952
Latin America	3,695,269	3,519,712
North America	2,280,429	6,431,602
Other OECD countries	206,892	245,475
Rest of the world	1,595,764	1,224,683
Impairment adjustments	(3,726,682)	(4,921,347)
<b>Total</b>	<b>143,597,966</b>	<b>145,173,865</b>

The consolidated balance sheet heading “*Loans and receivables*” includes certain assets pledged in financing operations, i.e. those pledged as collateral or guarantees with respect to certain liabilities. For further information, see Note 4 “Financial risk management” in the section entitled “Credit risk”.

## Finance leases

Properties leased out under financial leases are recognised by the amortised cost of the instalments owed by the lessee plus the secured and unsecured residual value, excluding financial liens and value added tax. Details of the foregoing are set out hereafter:

Thousand euro	2017	2016
<b>Finance leases</b>		
Total gross investment	2,271,417	2,137,815
<i>Of which: Contingent lease payments recognised in income</i>	<i>71,601</i>	<i>74,007</i>
Unearned financial income	234,829	245,716
Unguaranteed residual value	146,854	139,827
Impairment adjustments	(41,924)	(38,881)

The table below shows a breakdown by term of the current value of minimum future amounts receivable by the Group during the period of mandatory compliance (assuming that no extensions or existing purchase options will be exercised):

Thousand euro	Up to 1 year	1-5 years	More than 5 years	Total
<b>Minimum lease payments receivable</b>				
Mandatory minimum lease payments receivable	569,037	1,242,212	566,763	2,378,012

## Past-due financial assets

The balance of "Loans and advances - Customers" past-due and pending collection not deemed as unlikely at 31 December 2017 amounted to €188,311 thousand (€222,083 thousand at 31 December 2016). Of this total, over 76% of the balance at 31 December 2017 (75% of the balance at 31 December 2016) had become due in a period no longer than one month.

## Doubtful assets

Assets recognised as doubtful in the different balance sheet asset headings at 31 December 2017 and 2016 were as follows:

Thousand euro		
	2017	2016
Debt securities	13,124	9,030
Loans and advances		
Customers	7,867,154	9,641,526
Central Banks and Credit Institutions	364	368
<b>Total</b>	<b>7,880,642</b>	<b>9,650,924</b>
<b>By sector:</b>		
General governments	12,432	13,863
Central Banks and Credit Institutions	364	7,276
Other private sectors	7,867,846	9,629,785
<b>Total</b>	<b>7,880,642</b>	<b>9,650,924</b>

The movements of doubtful assets are as follows:

Thousand euro	
<b>Balance at 31 December 2015</b>	<b>12,482,401</b>
Additions	2,023,143
Disposals	(4,296,586)
Amortisations	(528,116)
Exchange differences and other	(29,917)
<b>Balance at 31 December 2016</b>	<b>9,650,924</b>
Additions	2,009,178
Disposals	(3,233,596)
Amortisations	(540,142)
Exchange differences and other	(5,722)
<b>Balance at 31 December 2017</b>	<b>7,880,642</b>

The breakdown of doubtful assets by type of guarantee at 31 December 2017 and 2016 is as follows:

Thousand euro		
	2017	2016
Secured with a mortgage (*)	2,783,796	3,739,145
Other collateral (**)	1,894,321	1,701,950
Rest	3,202,525	4,209,829
<b>Total</b>	<b>7,880,642</b>	<b>9,650,924</b>

(\*) Assets secured with a mortgage with an outstanding risk below 100% of their valuation amount.

(\*\*) Includes the rest of assets secured with collateral.

The breakdown of the balance of doubtful assets by geography at 31 December 2017 and 2016 is as follows:

Thousand euro		
	<b>2017</b>	<b>2016</b>
Spain	7,457,349	9,070,695
Rest of European Union	300,427	479,338
Latin America	29,958	33,933
North America	2,424	25,631
Other OECD countries	3,522	6,471
Rest of the world	86,962	34,857
<b>Total</b>	<b>7,880,642</b>	<b>9,650,924</b>

Accumulated financial income on impaired financial assets incurred but not recorded in the consolidated profit and loss account amounts to €551,729 thousand at 31 December 2017 and to €610,673 thousand at 31 December 2016.

The movements in impaired financial assets written off because their recovery is regarded as unlikely are as follows:

Thousand euro	
<b>Balance at 31 December 2015</b>	<b>5,955,711</b>
<b>Additions</b>	<b>648,028</b>
Use of accumulated impairment balance	612,583
Directly recognised on the profit and loss account	1,296
Contractually payable interests	33,591
Other items	558
<b>Disposals</b>	<b>(1,327,929)</b>
Collection of principal in cash from counterparties	(109,360)
Collection of interest in cash from counterparties	(64,960)
Foreclosure of tangible assets	(92,933)
Transfers	-
Debt refinancing or restructuring	-
Sales	(982,030)
Other concepts	(78,646)
<b>Exchange differences</b>	<b>(26,127)</b>
<b>Balance at 31 December 2016</b>	<b>5,249,683</b>
<b>Additions</b>	<b>583,192</b>
Use of accumulated impairment balance	404,726
Directly recognised on the profit and loss account	135,416
Contractually payable interests	24,193
Other items	18,857
<b>Disposals</b>	<b>(997,940)</b>
Collection of principal in cash from counterparties	(153,782)
Collection of interest in cash from counterparties	(9,568)
Foreclosure of tangible assets	(16,466)
Transfers	(447,629)
Debt refinancing or restructuring	(541)
Sales	(369,954)
<b>Exchange differences</b>	<b>(8,037)</b>
<b>Balance at 31 December 2017</b>	<b>4,826,898</b>

#### Value adjustments

The amounts of value adjustments due to asset impairment under the different headings on the asset side of the balance sheet at 31 December 2017 and 2016 are as follows:

Thousand euro		
	<b>2017</b>	<b>2016</b>
Debt securities	8,467	12,001
Loans and advances		
Customers	3,726,682	4,921,348
Central Banks and Credit Institutions	5,306	6,681
<b>Total</b>	<b>3,740,455</b>	<b>4,940,030</b>

The bank considers that the value adjustments due to impairment and provisions made by the Group are sufficient to absorb potential losses on its assets and the effects of the occurrence of any open contingencies of the bank.



Value adjustments due to impairment include €201 million to cover the occurrence of contingencies relating to floor clauses. Excluding the described impairment, the doubtful loan coverage ratio would stand at 45.74% and the problematic asset coverage ratio at 49.76% (45.55% and 49.71%, respectively, excluding the inclusion of TSB).

Details of the value adjustments for credit risk hedging and their cumulative amount at the start and at the end of the year is as follows:

Thousand euro

	Determined individually	Determined collectively	IBNR coverage (****)	Country risk	Total
<b>Balance at 31 December 2015</b>	<b>2,364,272</b>	<b>2,931,371</b>	<b>1,324,297</b>	<b>4,555</b>	<b>6,624,495</b>
<b>Movements reflected in impairment losses (**)</b>	<b>86,581</b>	<b>190,444</b>	<b>103,911</b>	<b>(1,965)</b>	<b>378,971</b>
<b>Movements not reflected in impairment losses</b>	<b>(1,128,701)</b>	<b>(671,925)</b>	<b>(261,218)</b>	<b>5,414</b>	<b>(2,056,430)</b>
Utilisation of allowances	(967,417)	(685,173)	(241,775)	-	(1,894,365)
Other movements	(161,284)	13,248	(19,443)	5,414	(162,065)
<b>Adjustments for exchange differences</b>	<b>(193)</b>	<b>(1,797)</b>	<b>(5,518)</b>	<b>502</b>	<b>(7,006)</b>
<b>Balance at 31 December 2016</b>	<b>1,321,959</b>	<b>2,448,093</b>	<b>1,161,472</b>	<b>8,506</b>	<b>4,940,030</b>
Scope additions/exclusions (*)	-	(977)	(136,322)	-	(137,299)
<b>Movements reflected in impairment losses (**)</b>	<b>197,259</b>	<b>827,838</b>	<b>(83,573)</b>	<b>2,516</b>	<b>944,040</b>
<b>Movements not reflected in impairment losses</b>	<b>(674,352)</b>	<b>(1,010,524)</b>	<b>(315,008)</b>	<b>(2,909)</b>	<b>(2,002,793)</b>
Utilisation of allowances	(597,222)	(1,007,257)	(212,428)	-	(1,816,907)
Other movements (***)	(77,130)	(3,267)	(102,580)	(2,909)	(185,886)
<b>Adjustments for exchange differences</b>	<b>(22)</b>	<b>(1,936)</b>	<b>(1,488)</b>	<b>(77)</b>	<b>(3,523)</b>
<b>Balance at 31 December 2017</b>	<b>844,844</b>	<b>2,262,494</b>	<b>625,081</b>	<b>8,036</b>	<b>3,740,455</b>

(\*) See note 2.

(\*\*) This figure, is included in the heading "Impairment losses on financial assets" (see Note 35).

(\*\*\*) Corresponds to the transfer of €185,886 thousand of value adjustments recognised for credit risk hedging to non-current assets held for sale (see note 13) and investment properties (see note 15).

(\*\*\*\*) Collective value adjustments for losses incurred but not reported (see Note 1.3.4).

The breakdown of the balance of value adjustments due to asset impairment at 31 December 2017 and 2016 is as follows:

Thousand euro	2017	2016
Spain	3,488,647	4,657,319
Rest of European Union	174,943	220,814
Latin America	35,264	38,610
North America	4,982	2,317
Other OECD countries	1,378	2,998
Rest of the world	35,241	17,972
<b>Total</b>	<b>3,740,455</b>	<b>4,940,030</b>

## Note 12 – Derivatives - Asset and liability hedge accounting

The Group enters into interest rate risk hedging contracts as part of its policy for managing interest rate risk (see Note 4 on financial risk management). The main types of hedges are described below:

- Fair value hedges:

These are hedges which cover exposure to changes in the fair value of a specific type of risk, with micro-hedging transactions being those covering the risk of an asset or liability transaction, and macro-coverage being those covering a portfolio of financial assets or financial liabilities.

The Group classifies in this category the derivatives contracted to mitigate interest rate risk in asset and liability transactions.

- Cash flow hedges:

These hedge changes in cash flows of financial instruments associated with a specific risk or a highly probable forecast transaction. The derivatives used in such hedging mainly consist of interest rate swaps and forward transactions.

- Hedging of net investments in foreign businesses:

The bank uses hedging policies with the primary objective of minimising the negative impact of adverse movements in currency markets on capital ratios and on income generated through its forex business. Hedging transactions cover the foreign exchange risk of investments made in companies of the Group located in countries in which the operating currency is not the euro (see Note 4.4.3.3).

The composition of the fair values of these headings in the consolidated balance sheets at 31 December 2017 and 2016, in terms of the type of hedge carried out, was as follows:

Thousand euro	2017		2016	
	Assets	Liabilities	Assets	Liabilities
<b>Micro-hedges:</b>				
Fair value hedges	77,576	34,317	147,563	54,611
<i>For funding operations (A)</i>	75,706	26,238	142,996	41,496
<i>For lending operations (B)</i>	1,870	8,079	4,567	13,115
Cash flow hedges	227,305	152,649	339,357	216,022
<i>For future fixed-income transactions (C)</i>	41,039	22,502	108,078	63,746
<i>For inflation-linked bonds (D)</i>	-	15,216	2,687	18,267
<i>For exchange rate (E)</i>	74,877	-	88,344	314
<i>For Securitisation operations (F)</i>	111,343	113,812	128,850	133,214
<i>Rest</i>	46	1,119	11,398	481
Hedge of net investment in foreign operations (G)	21,888	3,249	26,934	-
<b>Macro-hedges:</b>				
Fair value hedges	47,252	781,374	21,306	785,819
<i>For funding operations (H)</i>	3,268	45,098	-	72
<i>For lending operations (I)</i>	43,984	736,276	21,306	785,747
Cash flow hedges (J)	-	32,266	-	49,354
<b>Total</b>	<b>374,021</b>	<b>1,003,855</b>	<b>535,160</b>	<b>1,105,806</b>
<b>By currency:</b>				
In euro	239,644	361,855	379,914	484,487
In foreign currency	134,377	642,000	155,246	621,320
<b>Total</b>	<b>374,021</b>	<b>1,003,855</b>	<b>535,160</b>	<b>1,105,806</b>

The types of hedges according to their composition that are identified in the table are as follows:

- A. Micro-hedges of the bank's financing operations in capital markets, operations involving term deposits and sight accounts contracted with customers.
- B. Micro-hedges of transactions comprised of loan transactions with customers.
- C. Micro-hedges of interest rates on future fixed-income security transactions. The bank designates as a hedging item derivative contracts that will be settled at their gross amount with the delivery of the underlying asset (according to the contracted price) which, in accordance with the implementation guidelines of IAS 39, can be considered as cash flow hedges in respect of the consideration that will be settled in a future transaction that will arise from the settlement of the derivative itself in gross terms. If the derivative has not been contracted, the Group would be exposed to changes in purchase price.
- D. Micro-hedges of interest rates on inflation-linked bonds. The bank has contracted financial swaps to hedge future changes in cash flows that will be settled by ILBs.
- E. Micro-hedges of exchange rates to reduce the volatility in the event of exchange rate fluctuations in securitisation bonds and futures transactions.
- F. Micro-hedging operations carried out by the Group's securitisation funds.
- G. Hedges for net investments in business overseas currently stand at GBP 1,268 million and MXN 7,054 million (GBP 1,368 million, USD 100 million and MXN 1,293 million as at 2016), with these hedges consisting of forward exchange contracts (see Note 4.4.3.3).

- H. Macro-hedges of the bank's financing operations in capital markets, operations involving term deposits and sight accounts contracted with customers.
- I. Macro-hedges of debt securities classified in the available-for-sale and mortgage loan portfolio.
- J. Cash flow macro-hedges the purpose of which is to reduce the volatility of the buy-sell spread as a result of interest rate fluctuations, for a one-year time horizon. Thus, this macro-hedge covers future cash flows based on the net exposure of a portfolio consisting of highly probable liabilities with a similar exposure to interest rate risk. Hedging instruments used for this purpose are interest rate swaps.

In relation to fair value hedges, the losses and gains recognised in 2017 and 2016 arising from both hedging instruments and hedged items are detailed hereafter:

Thousand euro

	2017		2016	
	Hedging instruments	Hedged items	Hedging instruments	Hedged items
<b>Micro-hedges</b>	<b>(56,163)</b>	<b>51,863</b>	<b>(36,928)</b>	<b>33,031</b>
Fixed-rate assets	(33,790)	30,969	(38,816)	35,366
Capital markets	(10,731)	10,192	(2,327)	2,607
Fixed-rate liabilities	(11,642)	10,702	4,215	(4,942)
<b>Macro-hedges</b>	<b>34,604</b>	<b>(2,486)</b>	<b>(248,285)</b>	<b>277,980</b>
Capital markets and fixed-rate liabilities	8,696	19,822	32,129	5,958
Fixed-rate assets	25,908	(22,308)	(280,414)	272,022
<b>Total</b>	<b>(21,559)</b>	<b>49,377</b>	<b>(285,213)</b>	<b>311,011</b>

In cash flow hedges, the amounts recognised in the statement of equity during the year and the amounts derecognised from the statement of equity and included in earnings during the year are indicated in the statement of total changes in equity of Banco Sabadell.

No inefficiency in the 2017 and 2016 results due to non-material cash flow micro-hedges has been detected.

## Note 13 – Non-current assets and assets and liabilities included in disposal groups classified as held for sale

The composition of these headings in the consolidated balance sheets at 31 December 2017 and 2016 is as follows:

Thousand euro

	2017	2016	<i>2016 Of wich: Mediterráneo Vida</i>
<b>Assets</b>	<b>3,559,232</b>	<b>5,423,159</b>	<b>2,438,067</b>
Cash, cash balances at central banks and other demand deposits	4,169	-	-
Loans and advances	83,620	28,584	28,585
Credit institutions	1,346	28,284	28,284
Customers	82,274	301	301
Debt securities	-	2,375,232	2,375,232
Equity instruments	-	7,012	7,012
Tangible assets	3,411,451	2,942,683	-
Tangible assets for own use	54,556	66,958	-
Investment property	34,408	-	-
Foreclosed tangible assets	3,319,131	2,874,314	-
Leased out under operating leases	3,355	1,411	-
Rest of other assets	59,992	69,648	27,238
<b>Impairment adjustments</b>	<b>(997,488)</b>	<b>(844,464)</b>	<b>-</b>
<b>Non-current assets and disposal groups classified as held for sale</b>	<b>2,561,744</b>	<b>4,578,694</b>	<b>2,438,067</b>
<b>Liabilities</b>			
Financial liabilities measured at amortised cost	-	2,058	2,056
Tax liabilities	-	52,106	52,106
Liabilities under insurance or reinsurance contracts	-	2,159,084	2,159,084
Rest	20,645	119	119
<b>Liabilities included in disposal groups classified as held for sale</b>	<b>20,645</b>	<b>2,213,368</b>	<b>2,213,365</b>

The main change year-on-year corresponds to the sale of Mediterráneo Vida, Sociedad Anónima de Seguros y Reaseguros, as explained in Note 2 to these consolidated annual accounts.

Foreclosed tangible assets comprise assets received from borrowers and other debtors of the bank for the full or partial settlement of financial assets representing collection rights against those borrowers and debtors.

Tangible assets for own use relate mainly to commercial establishments.

In respect of real estate assets originating in foreclosures, 88.29 % of the balance corresponds to residential properties, 9.50 % to industrial properties and 2.21 % to agricultural properties.

The average term during which assets remained within the category of “*Non-current assets and assets and liabilities in disposal groups classified as held for sale - Foreclosed assets*” was 39.1 months in 2017. Policies for the disposal or use through alternative means of these assets are described in Note 4.

The percentage of foreclosed assets sold with financing granted to the buyer by the bank in 2017 was 21.58% (30.49% in 2016).

Movements in “*Non-current assets and disposal groups classified as held for sale*” during 2017 and 2016 were as follows:

Thousand euro

	Note	Non-current assets held for sale
<b>Cost:</b>		
<b>Balances at 31 December 2015</b>		<b>3,165,293</b>
Reclassification Mediterráneo Vida		2,438,066
Additions		1,094,360
Disposals		(1,062,491)
Other transfers		(58,107)
Transfer of credit losses (*)		(153,962)
<b>Balances at 31 December 2016</b>		<b>5,423,159</b>
Additions		972,306
Disposals		(710,022)
Mediterráneo Vida Sale		(2,438,065)
Other transfers/reclassifications (**)		476,439
Transfer of credit losses (*)		(164,585)
<b>Balances at 31 December 2017</b>		<b>3,559,232</b>
<b>Value adjustments due to impairment:</b>		
<b>Balances at 31 December 2015</b>		<b>622,907</b>
Impairment through profit or loss	38	778,838
Reversal of impairment through profit or loss	38	(495,648)
Utilisations		(49,010)
Other transfers		(12,623)
<b>Balances at 31 December 2016</b>		<b>844,464</b>
Impairment through profit or loss	38	725,326
Reversal of impairment through profit or loss	38	(512,735)
Utilisations		(198,482)
Other transfers/reclassifications (**)		138,915
<b>Balances at 31 December 2017</b>		<b>997,488</b>
<b>Net balances at 31 December 2016</b>		<b>4,578,695</b>
<b>Net balances at 31 December 2017</b>		<b>2,561,744</b>

(\*) Allowance arising from value adjustments made in relation to credit risk hedging.

(\*\*) The net value of these two amounts includes €297,243 thousand corresponding to investment property transfers (see Note 15).

## Note 14 – Investments in joint ventures and associates

Movements in this item at 31 December 2017 and 2016 were as follows:

Thousand euro

<b>Balance at 31 December 2015</b>	<b>340,996</b>
Scope additions/exclusions	(249)
Profit/(loss) for the year	74,573
Capital increase or acquisition (*)	8,953
Sale or dissolution	(21,365)
Dividends	(17,159)
Transfer	-
Impairment, valuation adjustments, translation differences and other	(5,077)
<b>Balance at 31 December 2016</b>	<b>380,672</b>
Scope additions/exclusions	(1,173)
Profit/(loss) for the year	308,686
Capital increase or acquisition (*)	52,930
Sale or dissolution	(9,351)
Dividends	(177,985)
Transfer	25,804
Impairment, valuation adjustments, translation differences and other	(3,939)
<b>Balance at 31 December 2017</b>	<b>575,644</b>

(\*) See cash flow statement.

The statement of cash flows - investment activities shows, in the item on charges for investments in joint ventures and associates, the sum of €187,327 thousand, which corresponds to the sum of €9,351 thousand on sales or settlements and dividends charged amounting to €177,985 thousand, plus the profit and loss on disposals or settlements of €-9 thousand according to the details included in Schedule 1. The item on payments for investments in joint ventures includes €52,930 thousand corresponding to acquisitions carried out during the year.

The main investee companies included for the first time in the balance sheet and those no longer in the balance sheet in 2017 and 2016 are indicated in Schedule 1.

On 24 June 2017, BanSabadell Vida, S.A. de Seguros y Reaseguros (“BanSabadell Vida”), a company in which Banco Sabadell and Zurich Vida, Compañía de Seguros y Reaseguros, S.A. (“Zurich”) each hold a 50% interest, entered into a reinsurance contract with the Spanish branch of the reinsurance company Swiss Re Europe, S.A., in respect of its individual life insurance portfolio as at 30 June 2017.

BanSabadell Vida received a reinsurance commission of €683.7 million, resulting in net income of approximately 253.5 million euros for Banco Sabadell Group, after deducting taxes and expenses relating to this transaction. This revenue has been recognised under the heading “*Share of profit or loss of entities accounted for using the equity method*” in the row of “Profit/(loss) for the year” in the table above.

As disclosed in Note 2 to these consolidated annual accounts, in April 2016, Banco Sabadell transferred 100% of its stake in Dexia for a total price of €52,390 thousand.

As at 31 December 2017, there was no goodwill associated with investments in joint ventures and associates (€305 thousand as at 31 December 2016).

At 31 December 2017 and 2016 no support agreements or other type of significant contractual commitment had been provided by the bank or its subsidiaries to associates.

The reconciliation between the Group's investment in investees and the balance recorded under the heading "*Investments in joint ventures and associates*" is as follows:

Thousand euro		
	2017	2016
Group investment in investees (Schedule I)	243,632	230,781
Contributions due to accumulated profits	294,684	162,200
Valuation adjustments (impairment and exchange differences)	37,328	(12,308)
<b>Total</b>	<b>575,644</b>	<b>380,673</b>

At 31 December 2017 and 2016, the aggregate book value of investments in associates considered as non-material on an individual basis was of €225,133 thousand and €164,144 thousand, respectively.

The main financial data of the investment considered to be individually significant, BanSabadell Vida, at 31 December 2017 and 2016 are as follows:

Thousand euro		
	BanSabadell Vida (*)	
	2017	2016
Total assets	9,485,336	9,396,948
<i>Of which: financial investments</i>	<i>8,952,022</i>	<i>9,163,245</i>
Total liabilities	8,748,778	8,920,224
<i>Of which: technical provisions</i>	<i>8,367,112</i>	<i>8,501,287</i>
Result of the technical life account	777,165	105,434
<i>Of which: premiums allocated to the year</i>	<i>2,594,082</i>	<i>4,366,127</i>
<i>Of which: claims ratio for the year</i>	<i>(2,555,765)</i>	<i>(4,297,929)</i>
<i>Of which: technical financial yield</i>	<i>156,735</i>	<i>133,934</i>

(\*) Figures taken from BanSabadell Vida accounts without taking into consideration consolidation adjustments nor the Group's percentage holding.



## Note 15 – Tangible assets

The composition of this heading in the consolidated balance sheets at 31 December 2017 and 2016 was as follows:

Thousand euro

	2017				2016			
	Cost	Depreciation	Impairment	Net value	Cost	Depreciation	Impairment	Net value
<b>Property, Plant and Equipment</b>	<b>3,378,020</b>	<b>(1,490,374)</b>	<b>(25,916)</b>	<b>1,861,730</b>	<b>3,567,707</b>	<b>(1,454,273)</b>	<b>(42,080)</b>	<b>2,071,354</b>
For own use:	3,078,409	(1,427,883)	(25,494)	1,625,032	3,338,350	(1,409,450)	(41,366)	1,887,534
Computer equipment and related facilities	534,237	(391,481)	-	142,756	510,075	(362,317)	-	147,758
Furniture, vehicles and other facilities	1,329,670	(724,675)	(8,580)	596,415	1,276,676	(695,499)	-	581,177
Buildings	1,178,037	(298,627)	(16,914)	862,496	1,510,659	(344,634)	(41,366)	1,124,659
Work in progress	1,844	(1)	-	1,843	10,161	-	-	10,161
Other	34,621	(13,099)	-	21,522	30,779	(7,000)	-	23,779
Leased out under operating leases	299,611	(62,491)	(422)	236,698	229,357	(44,823)	(714)	183,820
<b>Investment property</b>	<b>2,483,103</b>	<b>(122,586)</b>	<b>(395,724)</b>	<b>1,964,793</b>	<b>2,966,638</b>	<b>(181,841)</b>	<b>(380,551)</b>	<b>2,404,247</b>
Buildings	2,427,264	(119,394)	(377,275)	1,930,595	2,929,488	(180,655)	(374,238)	2,374,594
Rural property, plots and sites	55,839	(3,192)	(18,449)	34,198	37,150	(1,186)	(6,312)	29,652
<b>Total</b>	<b>5,861,123</b>	<b>(1,612,960)</b>	<b>(421,640)</b>	<b>3,826,523</b>	<b>6,534,345</b>	<b>(1,636,114)</b>	<b>(422,631)</b>	<b>4,475,601</b>

Changes in the balance of the heading “*Tangible assets*” during 2017 and 2016 were as follows:

Thousand euro

		Property	Furnishings and equipment	Investment property	Assets leased out under operating leases	Total
<b>Cost:</b>						
	<b>Note</b>					
<b>Balances at 31 December 2015</b>		<b>1,269,098</b>	<b>1,765,607</b>	<b>2,940,088</b>	<b>188,919</b>	<b>6,163,712</b>
Scope additions / exclusions	2	290,922	80,183	133,547	-	504,652
Additions		44,295	124,940	301,663	110,179	581,077
Disposals		(41,392)	(172,720)	(381,063)	(50,016)	(645,191)
Other transfers		23,977	3,850	(19,494)	(15,701)	(7,368)
Transfer of credit losses (*)		-	-	(8,103)	-	(8,103)
Exchange rate		(35,301)	(15,109)	-	(4,024)	(54,434)
<b>Balances at 31 December 2016</b>		<b>1,551,599</b>	<b>1,786,751</b>	<b>2,966,638</b>	<b>229,357</b>	<b>6,534,345</b>
Scope additions / exclusions	2	(323,164)	(7,630)	(140,297)	-	(471,091)
Additions		34,343	108,539	348,295	96,909	588,086
Disposals		(26,101)	(17,151)	(276,799)	(24,701)	(344,752)
Other transfers		(13,471)	(3,204)	(393,433)	(1,595)	(411,703)
Transfer of credit losses (*)		-	-	(21,301)	-	(21,301)
Exchange rate		(8,704)	(3,398)	-	(359)	(12,461)
<b>Balances at 31 December 2017</b>		<b>1,214,502</b>	<b>1,863,907</b>	<b>2,483,103</b>	<b>299,611</b>	<b>5,861,123</b>
<b>Accumulated depreciation:</b>						
<b>Balances at 31 December 2015</b>		<b>264,923</b>	<b>1,036,039</b>	<b>149,513</b>	<b>50,918</b>	<b>1,501,393</b>
Scope additions / exclusions	2	57,328	49,744	14,959	-	122,031
Additions		34,983	103,362	61,426	25,182	224,953
Disposals		(1,887)	(125,918)	(32,866)	(15,830)	(176,501)
Other transfers		8,690	3,613	(11,191)	(12,759)	(11,647)
Exchange rate		(12,403)	(9,024)	-	(2,688)	(24,115)
<b>Balances at 31 December 2016</b>		<b>351,634</b>	<b>1,057,816</b>	<b>181,841</b>	<b>44,823</b>	<b>1,636,114</b>
Scope additions / exclusions	2	(74,658)	(29,836)	(19,309)	-	(123,803)
Additions		46,391	113,790	63,957	33,853	257,991
Disposals		(6,271)	(19,816)	(19,836)	(15,929)	(61,852)
Other transfers		(1,739)	(3,604)	(84,067)	(95)	(89,505)
Exchange rate		(3,630)	(2,194)	-	(161)	(5,985)
<b>Balances at 31 December 2017</b>		<b>311,727</b>	<b>1,116,156</b>	<b>122,586</b>	<b>62,491</b>	<b>1,612,960</b>
<b>Impairment losses:</b>						
<b>Balances at 31 December 2015</b>		<b>22,589</b>	<b>1,631</b>	<b>448,670</b>	<b>903</b>	<b>473,793</b>
Scope additions / exclusions	2	18,777	-	47,050	-	65,827
Impairment through profit or loss	36	-	-	403,856	41	403,897
Reversal of impairment through profit or loss	36	-	-	(383,620)	-	(383,620)
Utilisations		-	(1,631)	(80,268)	(230)	(82,129)
Other transfers		-	-	(55,137)	-	(55,137)
<b>Balances at 31 December 2016</b>		<b>41,366</b>	<b>-</b>	<b>380,551</b>	<b>714</b>	<b>422,631</b>
Scope additions / exclusions	2	(21,878)	3,923	(61,441)	-	(79,396)
Impairment through profit or loss	36	10,643	4,657	507,510	-	522,810
Reversal of impairment through profit or loss	36	-	-	(291,468)	-	(291,468)
Utilisations		-	-	(14,830)	(292)	(15,122)
Other transfers		(13,217)	-	(124,598)	-	(137,815)
<b>Balances at 31 December 2017</b>		<b>16,914</b>	<b>8,580</b>	<b>395,724</b>	<b>422</b>	<b>421,640</b>
<b>Net balances at 31 December 2016</b>		<b>1,158,599</b>	<b>728,935</b>	<b>2,404,246</b>	<b>183,820</b>	<b>4,475,600</b>
<b>Net balances at 31 December 2017</b>		<b>885,861</b>	<b>739,171</b>	<b>1,964,793</b>	<b>236,698</b>	<b>3,826,523</b>

(\*) Allowance arising from value adjustments made in relation to credit risk hedging.

Details of the net carrying value of transfers shown under the heading "*Tangible assets*" in the above table are as follows:

Thousand euro			
	Note	2017	2016
Inventories	17	112,860	13,932
Non-current assets and disposal groups classified as held for sale	13	(297,243)	45,484
Credit losses		(21,301)	(8,103)
<b>Total</b>		<b>(205,684)</b>	<b>51,313</b>

Other information relating to tangible assets as at 31 December 2017 and 2016:

Thousand euro		
	2017	2016
Gross value of own use tangible assets fully depreciated	510,673	477,722
Net book value of tangible assets relating to foreign operations	240,846	251,723

The Group has formalised transactions for the sale of properties and in the same operation formalised an operating lease contract with buyers (maintenance, insurance and taxes to be borne by the bank) for the same. The main characteristics of the most significant lease contracts in effect at the end of 2017 are as follows:

Operating lease contracts	2017			
	No. properties sold	No. contracts with purchase option	No. contracts without purchase option	Mandatory term
2010	379	379	-	10 years
2012	4	4	-	15 years
2012 (inclusion Banco CAM)	20	20	-	10 to 12 years

In connection with this set of operational lease contracts:

Thousand euro		
	2017	2016
Operating lease expenses (*)	49,176	49,183
Current value of future payments up to 1 year	50,658	50,889
Current value of future payments between 1 and 5 years	142,481	155,778
Current value of future payments of more than 5 years	226,833	232,017

(\*) Recognised in the "Administrative expenses" heading, in the item on property, plant and equipment (see note 34).

For the batch of 379 properties sold in April 2010 for which an operating lease was arranged at the time of the sale, the income for the mandatory term of the lease, initially set at €37.5 thousand per month, is updated annually based on the Spanish CPI with a minimum increase of 2.75% per year until April 2018. For all other real estate, the income is updated annually with the Spanish CPI.

With regard to the tangible assets leased out under operating leases heading, the bulk of the operating lease operations is carried out by BanSabadell Renting, S.A. and consists in vehicle leasing.

As regards the investment properties item, the rental income from these investment properties and the direct costs associated with the investment properties that produced rental income during the year amounted to €64,305 thousand and €32,110 thousand, respectively. Direct expenses associated with investment property that did not produce rental income amounted to €11,935 thousand.

## Note 16 – Intangible assets

The composition of this item at 31 December 2017 and 2016 was as follows:

Thousand euro	2017	2016
<b>Goodwill:</b>	<b>1,019,440</b>	<b>1,094,526</b>
Banco Urquijo	473,837	473,837
Grupo Banco Guipuzcoano	285,345	285,345
Sabadell United Bank, N.A.	-	72,960
From acquisition of Banco BMN Penedés assets	245,364	245,364
Rest	14,894	17,020
<b>Other intangible assets:</b>	<b>1,226,418</b>	<b>1,040,689</b>
With a finite useful life:	1,226,418	1,040,689
Contractual relations with customers and brand (Banco Urquijo)	2,115	5,734
Contractual relations with customers (Banco Guipuzcoano)	15,983	21,753
Private Banking Business, Miami	22,457	29,725
Contractual relations with customers (Sabadell United Bank)	-	12,488
Contractual relations with TSB customers and brand	241,481	292,043
Computer applications	942,766	675,397
Other deferred expenses	1,616	3,549
<b>Total</b>	<b>2,245,858</b>	<b>2,135,215</b>

### Goodwill

As set forth in the regulatory framework of reference, Banco Sabadell has carried out an analysis to evaluate the existence of any potential impairment to its goodwill.

The valuation method used in this analysis was that of discounting future net distributable profit associated with the activity carried out by the bank over a 5-year projection period (to 2022). It is considered that by 2022, the bank will have generated recurring revenue, therefore the terminal value is calculated using that year as a reference and applying a perpetuity growth rate of 2%.

An interest rate of 10.2% was used, a figure reached through the CAPM (Capital Asset Pricing Model) approach. This rate is comprised of a risk-free rate of return on Spanish bonds, plus one market premium.

The key variables on which the financial projections are based are: growth in the buy-sell spread (determined by expected trading volumes and interest rates) and changes of other items on the income statement and capital ratios.

Recoverable values, both at Group-wide level and at the level of the UGEs, are higher than their respective book values and therefore no impairment has been recognised.

Furthermore, a number of sensitivity analyses have been carried out, in which individual key variables of the assessment are subjected to stress, and the results of this analysis do not show any sign of impairment.

Variables for which the various sensitivity analyses have been carried out were as follows:

- A 15% haircut on recurring fees and commissions for 2022.
- A 50% increase in recurring cost of risk for 2022.
- An increase in expenses for 2022, calculated by applying a multiplier of 5x the expected inflation to the expenses for 2022.
- A further 1% increase in the premium to calculate the interest rate.
- An increase of +0.5% of the minimum capital requirement for each year.
- No growth rate is applied.
- Aggregated assumption that jointly considers changes in all key variables: a 5% haircut in recurring fees and commissions in 2022, a 5% increase in the recurrent cost of risk for 2022, an increase in expenses as a result of the application of a multiplier of twice the expected inflation for 2022 expenses, an additional 0.5% increase in the premium to calculate the interest rate.

Macroeconomic assumptions used in the assessment of impairment to goodwill are as follows:

It is expected that the Spanish economy will maintain a positive growth moving forward and that it will continue to stand out in a positive light from other Eurozone countries. Activity will continue to be boosted by favourable funding conditions and a positive financial position of the private sector, as well as the good performance of the economy in the euro area. The adjustment of imbalances of recent years in Spain will favour a more sustainable economic growth over time. In 2018, GDP growth may be somewhat lower than that of the last three years, when economic activity experienced a significant amount of dynamism. This will occur in an environment in which many factors that had been lending support to this growth will no longer be present (the expansionary nature of the fiscal policy for 2015-2016, cheaper oil prices, etc.).

The surplus capacity which still exists in the economy offers a margin to continue growing above the potential GDP growth. Domestic demand will continue being the main driver of economic growth, while net external demand will continue to contribute positively towards GDP. Lending activity will gradually recover after the significant adjustments of recent years, although the growth rate will be slower than that of nominal GDP. In terms of the real estate sector, activity will continue to be positive, although performance will vary substantially between regions. After record highs, tourist activity may begin to slow down. The sector will be affected by factors such as Brexit and the recovery of tourist destinations that compete with Spain. As regards the labour market, a fast rate of job creation will prevail, with an ongoing decline in unemployment rates and moderate salary growth. The positive performance of the economy will allow public deficit to decline once more, and further credit rating upgrades may be seen.

Evaluation of whether there is any evidence of significant impairment to goodwill:

### **Banco Urquijo**

The goodwill of Banco Urquijo is assigned to cash generating units (UGE, for their acronym in Spanish), which are expected to benefit from the identified synergies. The UGEs and their weight as a percentage of Banco Urquijo's total goodwill are: Private Banking UGE (12.7%), Commercial Banking UGE (21.2%), Corporate Banking UGE (1.9%) and Other UGEs (2.3%). In the case of synergies that could not be assigned to a specific UGE due to limited available historical information of the acquired entity have been assigned to the set of UGEs (61.9%).

### **Banco Guipuzcoano**

Banco Guipuzcoano's goodwill was assigned to the Commercial Banking UGE and reflects the future income-generating capacity of the acquired assets and liabilities, the value of the potential income and cost synergies identified and the costs associated with the transaction.

### **BMN-Penedès**

Goodwill generated from the business combination corresponding to the acquisition of assets from BMN-Penedès was assigned to the Commercial Banking UGE.

In accordance with the specifications of the restated text of the Corporation Tax Law, the generated goodwill is not tax-deductible.

### **Other intangible assets**

#### **Banco Urquijo**

Under other intangible assets, the main intangible assets associated with the purchase of Banco Urquijo were mainly the values of contractual rights under agreements with customers taken over from Banco Urquijo in relation to certain products (SICAVs, mutual and pension funds, credit/debit cards, short-term loans and credit, brokerage and securities custody), the values of deposits and the value of the Banco Urquijo brand.

These intangible assets have a finite useful life of twelve years for Private Banking customers, seven years for Commercial Banking customers and five years for all other customers, and are amortised on a straight-line basis depending on this useful life, in a similar way to tangible assets.

#### **Banco Guipuzcoano**

The intangible assets associated with the acquisition of Banco Guipuzcoano mainly include the value of the contractual rights arising from relationships with customers taken over from Banco Guipuzcoano for core deposits and mutual funds. The valuation of core deposits has been carried out with the income approach using the cost savings method. The fair value was mainly determined by estimating the net present value of the cash flows generated by the lower cost of core deposits compared with alternative sources of funding. Mutual fund management was valued by the income approach using the excess earnings method. The fair value was mainly determined by estimating the net present value of the cash flows generated by the fees received for the sale of mutual funds. These assets are amortised within ten years from the date of acquisition of Banco Guipuzcoano.

#### **Private Banking business, Miami**

Intangible assets associated with the acquisition in 2008 of the Private Banking business in Miami include the value of contractual rights arising from relationships with customers taken over from this business, mainly short-term lending, and deposits. These assets are amortised within 15 years from their creation.

## TSB

The intangible assets associated with the acquisition of TSB include the value of the contractual rights arising from relationships with customers taken over from TSB for core deposits. This asset will be amortised within 8 years.

The value of the exclusive right of use of the TSB brand was estimated at €73 million. The value attributable to this asset was determined through the replacement cost method, consisting of establishing the cost of rebuilding or acquiring an exact replica of the asset in question. This asset will be amortised within 12 years.

To measure the evidence of impairment of other intangible assets, the value in use is calculated using the income approach (discounted cash flows), with the multi-period excess earnings technique being used for income from contractual customer relations and deposits, and the price premium technique to measure the brand value. These intangible assets have not suffered any decline in value.

Software purchase costs comprise mainly the capitalised costs of developing the Group's computer software and the purchase of software licences.

Movements in goodwill in 2017 and 2016 were as follows:

Thousand euro	Goodwill	Impairment	Total
<b>Balance at 31 December 2015</b>	<b>1,092,777</b>	-	<b>1,092,777</b>
Additions	-	-	-
Disposals	-	-	-
Exchange differences	1,749	-	1,749
Other	-	-	-
<b>Balance at 31 December 2016</b>	<b>1,094,526</b>	-	<b>1,094,526</b>
Additions	-	(309)	(309)
Disposals	(2,126)	-	(2,126)
Exchange differences	(5,835)	-	(5,835)
Scope additions / exclusions (*)	(67,125)	309	(66,816)
<b>Balance at 31 December 2017</b>	<b>1,019,440</b>	-	<b>1,019,440</b>

(\*) See note 2

Movements in other intangible assets in 2017 and 2016 were as follows:

Thousand euro				
	Cost	Depreciation	Impairment	Total
<b>Balance at 31 December 2015</b>	<b>1,984,245</b>	<b>(996,399)</b>	<b>(53)</b>	<b>987,793</b>
Additions	288,998	(170,943)	-	118,055
Disposals	(18,987)	6,880	52	(12,055)
Other	-	-	-	-
Exchange differences	(59,079)	5,975	-	(53,104)
<b>Balance at 31 December 2016</b>	<b>2,195,177</b>	<b>(1,154,487)</b>	<b>(1)</b>	<b>1,040,689</b>
Additions	376,703	(144,252)	(2,292)	230,159
Disposals	(61,397)	29,798	2,292	(29,307)
Other	(2,180)	390	-	(1,790)
Exchange differences	(19,930)	6,597	-	(13,333)
<b>Balance at 31 December 2017</b>	<b>2,488,373</b>	<b>(1,261,954)</b>	<b>(1)</b>	<b>1,226,418</b>

The gross value of other intangible assets that were still in use and had been fully amortised at 31 December 2017 and 2016 totalled €701,379 thousand and €420,775 thousand, respectively.

## Note 17 – Other assets

The composition of the heading “*Other assets*” at 31 December 2017 and 2016 was as follows:

Thousand euro		
	2017	2016
Insurance contracts linked to pensions	139,114	153,989
Inventories	2,076,294	2,924,459
Rest of other assets	760,103	1,358,817
<b>Total</b>	<b>2,975,511</b>	<b>4,437,265</b>

The heading “*Rest of Other assets*” includes mainly unearned expenses paid, the accrual of customer fees and commissions and transactions in progress pending settlement.

Movements in inventories in 2017 and 2016 were as follows:

Thousand euro					
	Notes	Land	Buildings under construction	Finished buildings	Total
<b>Balance at 31 December 2015</b>		<b>2,084,808</b>	<b>313,533</b>	<b>1,257,207</b>	<b>3,655,548</b>
Additions		182,646	56,381	385,950	624,977
Disposals		(277,711)	(110,769)	(415,782)	(804,262)
Impairment through profit or loss	36	(183,017)	(26,660)	(328,195)	(537,872)
Reversal of impairment through profit or loss		-	-	-	-
Other transfers	15	(29,868)	2,437	13,499	(13,932)
<b>Balance at 31 December 2016</b>		<b>1,776,858</b>	<b>234,922</b>	<b>912,679</b>	<b>2,924,459</b>
Additions		74,692	72,132	221,350	368,174
Disposals		(211,679)	(35,253)	(291,128)	(538,060)
Impairment through profit or loss	36	(515,408)	(125,373)	(426,121)	(1,066,902)
Reversal of impairment through profit or loss	36	113,967	97,285	290,231	501,483
Other transfers	15	(31,080)	(25,213)	(56,567)	(112,860)
<b>Balance at 31 December 2017</b>		<b>1,207,350</b>	<b>218,500</b>	<b>650,444</b>	<b>2,076,294</b>



At 31 December 2017 and 2016, there are no inventories associated with mortgage loans.

## Note 18 – Deposits with credit institutions and central banks

The breakdown of deposits in credit institutions and central banks in the consolidated balance sheets at 31 December 2017 and 2016 is as follows:

Thousand euro	2017	2016
<b>By heading:</b>		
Financial liabilities measured at amortised cost	42,018,348	28,494,516
<b>Total</b>	<b>42,018,348</b>	<b>28,494,516</b>
<b>By nature:</b>		
Demand deposits	235,076	330,937
Deposits with agreed maturity	31,964,417	18,119,583
Sale of assets	9,591,000	9,858,488
Deposits redeemable at notice	-	-
Hybrid financial liabilities	62,605	-
Other accounts	151,394	170,165
Valuation adjustments	13,856	15,344
<b>Total</b>	<b>42,018,348</b>	<b>28,494,516</b>
<b>By currency:</b>		
In euro	32,663,588	22,678,036
In foreign currency	9,354,760	5,816,480
<b>Total</b>	<b>42,018,348</b>	<b>28,494,516</b>

The increase in term deposits is mainly due to the bank's participation in the targeted longer-term refinancing operations, TLTRO II, as explained in Note 4.4.2.4.

## Note 19 – Customer deposits

The deposits from customers recognised on the consolidated balance sheets at 31 December 2017 and 2016 can be analysed as follows:

Thousand euro	2017	2016
<b>By heading:</b>		
Financial liabilities measured at amortised cost	135,307,437	134,414,536
<b>Total</b>	<b>135,307,437</b>	<b>134,414,536</b>
<b>By nature:</b>		
Demand deposits	98,019,789	92,010,553
Deposits with agreed maturity	30,377,798	35,290,208
Fixed term	27,521,501	32,057,280
Non-marketable covered bonds and bonds issued	2,412,422	2,691,720
Rest	443,875	541,208
Deposits redeemable at notice	-	30,384
Hybrid financial liabilities	2,047,546	4,833,384
Sale of assets	4,749,634	2,072,155
Valuation adjustments	112,670	177,851
<b>Total</b>	<b>135,307,437</b>	<b>134,414,536</b>
<b>By sector:</b>		
General governments	5,437,779	3,700,137
Other sectors	129,756,988	130,536,548
Other valuation adjustments (interest, fees and commissions, other)	112,670	177,851
<b>Total</b>	<b>135,307,437</b>	<b>134,414,536</b>
<b>By currency:</b>		
In euro	93,077,399	88,892,661
In foreign currency	42,230,038	45,521,875
<b>Total</b>	<b>135,307,437</b>	<b>134,414,536</b>

## Note 20 – Debt securities issued

Details of debt securities issued by the Group by type of issuance and recognised on the consolidated balance sheets at 31 December 2017 and 2016 are as follows:

Thousand euro	2017	2016
Straight bonds	4,843,573	4,743,071
Straight bonds	4,408,506	3,226,857
Structured bonds	435,067	457,164
Government guaranteed ordinary bonds	-	1,059,050
Promissory notes	3,179,100	3,938,500
Covered bonds	10,099,200	10,856,100
Territorial bonds	-	-
Covered Bond	563,552	-
Securitisation funds	2,544,173	5,345,117
Subordinated marketable debt securities	2,481,835	1,481,042
Subordinated liabilities	1,331,835	1,462,642
Preference shares	1,150,000	18,400
Valuation and other adjustments	76,411	169,708
<b>Total</b>	<b>23,787,844</b>	<b>26,533,538</b>

Schedule 5 shows details of the outstanding issuances at 2017 and 2016 year-end.

Two issues of preference shares contingently convertible into the bank's ordinary shares (Additional Tier 1) have been carried out in 2017. On 18 May 2017, Banco Sabadell carried out its first Additional Tier 1 issuance, amounting to €750,000 thousand with a coupon rate of 6.5%. Subsequently, on 23 November 2017, it carried out a second Additional Tier 1 issuance, amounting to €400,000 thousand with a coupon rate of 6.125%.

Expenses relating to the remuneration of preference shares contingently convertible into ordinary shares amounted to €32,870 thousand as at 31 December 2017.

On 28 October 2017, the final maturity was reached of the Series IV/2013 Mandatory Convertible Subordinated Bond issue, resulting in the mandatory conversion of the 70,720,450 Series IV/2013 Bonds which remained in circulation into ordinary shares of Banco Sabadell. As a result, on 16 November 2017, the public deed for the capital increase of a nominal amount of €1,351,688.125 was registered with the Alicante Mercantile Registry, agreed by the Executive Committee of Banco Sabadell on 02 November 2017, to attend to the mandatory total conversion arising from the maturity of the issue of Mandatory Convertible Subordinated Bonds Series IV/2013, which gave rise to the conversion of the 70,720,450 bonds still in circulation and to the issue and allotment of a total of 10,813,505 ordinary shares of Banco Sabadell. On 23 November 2017, the National Securities Market Commission (CNMV) verified that the requirements for the admission to trading of these new shares with a par value of 0.125 euros each issued by Banco Sabadell had been satisfied. Lastly, on 23 November 2017, the Governing Bodies of the Stock Exchanges of Barcelona, Bilbao, Madrid and Valencia agreed to the admission to trading of the aforementioned new shares, for which reason the effective trading of these new shares in the Stock Exchanges of Barcelona, Bilbao, Madrid and Valencia through Spain's electronic trading system (S.I.B.E, also called *Mercado Continuo*) was initiated on 24 November 2017.

The nominal amounts issued and the outstanding nominal balance of the mandatory convertible subordinated bonds were as follows:

Thousand euro			
Mandatory convertible bonds	Opening nominal balance	Outstanding nominal balance	
		2017	2016
Bonds IV/2013	70,720	-	17,680

The capital increases implemented as a result of the voluntary and mandatory partial conversions in 2017 and 2016 are as follows:

Issue	Conversion/ maturity date	Reason for conversion	Bonds converted (*)	Shares issued	Capital increase at nominal value (thousand euro)	Date of admission to trading
OSNC IV/2013	10/28/2017	mandatory total conversion	70,720,450	10,813,505	1,352	11/23/2017
<b>Total 2017 (**)</b>					<b>1,352</b>	
OSNC III/2013	10/28/2016	mandatory total conversion	42,237,846	35,168,313	4,396	11/16/2016
OSNC IV/2013	10/28/2016	mandatory partial conversion	-	14,721,130	1,840	11/16/2016
<b>Total 2016 (**)</b>					<b>6,236</b>	

(\*) In the OSNC (mandatory convertibles) IV/2013 issue, each year 25% of the nominal value of the 70,720,450 bonds was converted through a reduction of 25% of the initial nominal value..

(\*\*) See Statement of changes in equity for 2017 and 2016.

Expenses relating to the remuneration of mandatory convertible subordinated bonds amounted to €726 thousand at 31 December 2017.

On 10 November 2017, Banco Sabadell, S.A. announced by means of a significant event the early amortisation of the full nominal balance of the Subordinated Bonds Series I/2011, i.e. €40,400 thousand, once it had obtained prior authorisation from the European Central Bank on 13 October 2017. This issue was amortised with effective date of 27 November 2017, to coincide with the coupon payment date.

On 17 November 2017, Banco Sabadell announced by means of a notification in the Financial Times aimed at the holders of the ““Step Up Fixed/Floating Rate Non-Cumulative Perpetual Preferred Securities Series I/2006” Preference Shares, listed on the London Stock Exchange, once it had obtained prior authorisation from the European Central Bank on 31 October 2017, the early amortisation of the full nominal balance of this issue, i.e. €18,400 thousand. This issue was amortised with effective date of 20 December 2017, to coincide with the coupon payment date.

## Note 21 – Other financial liabilities

The balance of other financial liabilities on the consolidated balance sheets at 31 December 2017 and 2016 is analysed below.

Thousand euro

	2017	2016
<b>By heading:</b>		
Financial liabilities designated at fair value through profit or loss	39,540	34,836
Financial liabilities measured at amortised cost	2,931,854	2,568,434
<b>Total</b>	<b>2,971,394</b>	<b>2,603,270</b>
<b>By nature:</b>		
Debentures payable	298,470	331,680
Guarantee deposits received	91,548	56,423
Clearing houses	730,746	626,516
Collection accounts	1,285,297	889,252
Other financial liabilities (*)	565,333	699,399
<b>Total</b>	<b>2,971,394</b>	<b>2,603,270</b>
<b>By currency:</b>		
In euro	2,618,984	2,426,034
In foreign currency	352,410	177,236
<b>Total</b>	<b>2,971,394</b>	<b>2,603,270</b>

(\*) Includes trade payables.

The following table shows information relating to days payable outstanding (DPO, as required by Additional Provision Three of Law 15/2010, taking into account the amendments introduced by Law 31/2014 of 3 December, amending the Capital Companies Act in order to improve corporate governance:

Number of days and thousand euro

	2017	2016
<b>Days</b>		
Average payment period for suppliers	32.46	31.51
Ratio of paid operations	32.47	31.52
Ratio of operations pending payment	22.92	18.69
<b>Amount</b>		
Total payments made	920,214	937,522
Total payments pending	594	323

## Note 22 – Provisions, contingent assets and liabilities

Details of changes to the provisions heading during the years 2017 and 2016 are given in the following table:

Thousand euro

	Pensions and other post-employment defined benefit obligations	Other long term employee benefits	Pending legal issues and tax litigation	Commitments and guarantees given	Other provisions	Total
<b>Balance at 31 December 2015</b>	<b>86,305</b>	<b>28,713</b>	<b>51,971</b>	<b>113,679</b>	<b>65,557</b>	<b>346,225</b>
Scope additions/exclusions (*)	-	-	-	-	(977)	(977)
Interest and similar charges - pension commitments	1,410	400	-	-	-	1,810
Allowances charged to income statement - staff expenses	2,311	11	-	-	-	2,322
Allowances charged to income statement - provisions	546	8,109	(949)	(27,116)	16,366	(3,044)
Provisions	-	11,148	1,771	63,195	24,990	101,104
Reversal of provisions	-	-	(2,720)	(90,311)	(8,624)	(101,655)
Actuarial losses / (gains)	546	(3,039)	-	-	-	(2,493)
Exchange differences	-	-	-	(893)	(2,611)	(3,504)
<b>Utilisations:</b>	<b>(11,268)</b>	<b>(13,050)</b>	<b>(10,797)</b>	<b>-</b>	<b>(18,647)</b>	<b>(53,762)</b>
Contributions of the promoter	-	(1,335)	-	-	-	(1,335)
Pension payments	(9,796)	(11,689)	-	-	-	(21,485)
Other	(1,472)	(26)	(10,797)	-	(18,647)	(30,942)
Other movements	10,167	371	9,179	(1,638)	(935)	17,144
<b>Balance at 31 December 2016</b>	<b>89,471</b>	<b>24,554</b>	<b>49,404</b>	<b>84,032</b>	<b>58,753</b>	<b>306,214</b>
Scope additions/exclusions (*)	-	-	-	-	5	5
Interest and similar charges - pension commitments	1,050	183	-	-	-	1,233
Allowances charged to income statement - staff expenses (**)	1,995	7	-	-	-	2,002
Allowances not charged to income statement	-	-	-	-	37,644	37,644
Allowances charged to income statement - provisions	(518)	(71)	(3,446)	6,065	11,834	13,864
Provisions	-	844	413	124,099	17,761	143,117
Reversal of provisions	-	-	(3,859)	(118,034)	(5,927)	(127,820)
Actuarial losses / (gains)	(518)	(915)	-	-	-	(1,433)
Exchange differences	-	-	-	(2,485)	(787)	(3,272)
<b>Utilisations:</b>	<b>(31)</b>	<b>(9,689)</b>	<b>(9,665)</b>	<b>-</b>	<b>(13,454)</b>	<b>(32,839)</b>
Contributions of the promoter	-	(358)	-	-	-	(358)
Pension payments	(9,272)	(9,367)	-	-	-	(18,639)
Other	9,241	36	(9,665)	-	(13,454)	(13,842)
Other movements	(7,124)	1,507	-	(2,663)	967	(7,313)
<b>Balance at 31 December 2017</b>	<b>84,843</b>	<b>16,491</b>	<b>36,293</b>	<b>84,949</b>	<b>94,962</b>	<b>317,538</b>

(\*) See Note 2.

(\*\*) See Note 34.

The headings “Pensions and other post-employment defined benefit obligations” and “Other long term employee benefits” includes the amount of provisions for the coverage of post-employment remuneration and commitments undertaken with early retirees and similar commitments.

The heading “*Provisions for commitments and guarantees given*” includes the amount of provisions for the coverage of guarantees given as a result of financial guarantees or other types of contract.

During the usual course of business, the Group is exposed to fiscal, legal and regulatory contingencies, among others. All significant contingencies are analysed on a regular basis, with the collaboration of third party experts when necessary, in order to determine the probability of the Group being required to make a disbursement. For those cases in which this disbursement is considered likely, a provision is created corresponding to the amount of the best estimate of the current value of said disbursement, recorded under the heading “*Pending legal issues and tax litigation*” or under the heading “*Other provisions*”. At 31 December 2017 and 2016, this heading mainly includes:

- Provisions for tax contingencies of €36 million at 31 December 2017 (€49 million at 31 December 2016) which mainly include tax office inspection records of the tax administrative authority signed on a contested basis (see Note 40) and appealed tax settlements.
- At 31 December 2017, operating losses from the sale of products to TSB customers of €39 million (€12 million at 31 December 2016). TSB is protected from the incurred losses due to historic operations through a hedge provided by Lloyds Bank Plc, and an account receivable of the equivalent amount is therefore recognised under the heading “*Other assets*”. These losses are shown as a provision with no impact through profit or loss in the table above.
- Liabilities due to legal contingencies valued at €37 million at 2017 year-end (€32 million at 2016 year-end).

The final disbursement amount and the payment schedule are uncertain due to the difficulties inherent in estimating the factors used to determine the provision amount.

With regard to the potential impacts for Banco Sabadell on the reimbursement of amounts paid as a result of the application of mortgage floor clauses, whether as a result of the hypothetical voiding by the courts of law of floor clauses or whether due to the implementation of Royal Decree-Law 1/2017 of 20 January on measures to protect consumers regarding floor clauses, it is necessary to take the following into account:

Banco Sabadell believes that its floor clauses are transparent and clear-cut. The aforementioned floor clauses have not been definitively generically voided by any final ruling, therefore the bank considers that it has legal arguments that should be reviewed and taken into consideration in the proceeding being pursued with the Provincial Court of Madrid against the ruling of the Juzgado Mercantil no.11 in Madrid on the nullity of interest rate floor clauses.

Our assessment is that the probability of the risk of Banco Sabadell floor clauses being definitively and generically declared null and void by higher instance courts is remote, both for underlying and temporary reasons, for which reason provisions satisfying the requirements of IAS 37 are not necessary.

The above notwithstanding, the publication of Royal Decree-Law 1/2017 of 20 January on urgent measures to protect consumers regarding floor clauses sets forth a series of measures which Banco Sabadell is implementing, which neither presuppose nor prejudge the validity of floor clauses in Banco Sabadell's mortgage contracts, for each case that is presented. These measures also require an assessment to be made on a case-by-case basis to determine whether floor clauses meet the transparency requirements set out by the Supreme Court.

In an adverse scenario which is currently not considered likely, the maximum impact would amount to €261.7 million.

### Pensions and similar obligations

The origins of liabilities recognised in respect of post-employment benefits and other similar long-term obligations on the Group's balance sheet are shown below:

Thousand euro	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
Obligations arising from pension commitments and similar	793,871	862,218	858,877	1,044,326	1,036,360
Assets recognised on balance sheet	-	-	-	-	696
Fair value of scheme assets	(692,537)	(749,295)	(744,256)	(922,165)	(889,575)
<b>Net liability recognised on balance sheet</b>	<b>101,334</b>	<b>112,923</b>	<b>114,621</b>	<b>122,161</b>	<b>147,481</b>

The yield on the Banco Sabadell pension scheme was negative at -0.15% and the yield on the E.P.S.V. was negative at -0.93% for 2017.

The yield on the Banco Sabadell pension scheme was negative at -0.91% and the yield on the E.P.S.V. (voluntary social welfare agency) was 0.15% for 2016.



Movements during 2017 and 2016 in obligations due to pensions and similar commitments and the fair value of the scheme assets are as follows:

Thousand euro

	<b>Obligations arising from pension commitments and similar</b>	<b>Fair value of scheme assets</b>
<b>Balance at 31 December 2015</b>	<b>858,877</b>	<b>744,256</b>
Interest expenses	14,520	-
Interest income	-	12,710
Normal cost in year	2,322	-
Past service cost	9,813	-
Benefit payments	(58,620)	(37,135)
Settlements, reductions and terminations	(12,544)	(13,092)
Contributions made by the institution	-	(924)
Actuarial gains and losses due to changes in demographic assumptions	-	-
Actuarial gains and losses due to changes in financial assumptions	47,694	-
Actuarial gains and losses in experience assumptions	3,098	-
Yield on scheme assets excluding interest income	-	46,422
Other movements	(2,942)	(2,942)
<b>Balance at 31 December 2016</b>	<b>862,218</b>	<b>749,295</b>
Interest expenses	10,372	-
Interest income	-	9,139
Normal cost in year	2,002	-
Past service cost	486	-
Benefit payments	(56,244)	(37,604)
Settlements, reductions and terminations	1,724	2,242
Contributions made by the institution	-	(249)
Actuarial gains and losses due to changes in demographic assumptions	-	-
Actuarial gains and losses due to changes in financial assumptions	(23,139)	-
Actuarial gains and losses in experience assumptions	(108)	-
Yield on scheme assets excluding interest income	-	(24,683)
Other movements	(3,440)	(5,603)
<b>Balance at 31 December 2017</b>	<b>793,871</b>	<b>692,537</b>

The breakdown of the Group's pensions and similar commitments at 31 December 2017 and 2016, by financing vehicle, coverage and interest rate applied in their calculation, is shown below:

Thousand euro

		2017	
Financing vehicle	Coverage	Amount	Interest rate
<b>Pension schemes</b>		<b>427,904</b>	
Insurance policies with related parties	Matched	44,988	1.50%
Insurance policies with unrelated parties	Matched	382,916	1.50%
<b>Insurance policies</b>		<b>349,766</b>	
Insurance policies with related parties	Matched	89,930	1.50%
Insurance policies with unrelated parties	Matched	259,836	1.50%
<b>Internal funds</b>	Without cover	<b>16,201</b>	1.50%
<b>Total commitments</b>		<b>793,871</b>	

Thousand euro

		2016	
Financing vehicle	Coverage	Amount	Interest rate
<b>Pension schemes</b>		<b>459,487</b>	
Insurance policies with related parties	Matched	50,204	1.25%
Insurance policies with unrelated parties	Matched	409,283	1.25%
<b>Insurance policies</b>		<b>379,596</b>	
Insurance policies with related parties	Matched	98,272	1.25%
Insurance policies with unrelated parties	Matched	281,324	1.25%
<b>Internal funds</b>	Without cover	<b>23,135</b>	1.25%
<b>Total commitments</b>		<b>862,218</b>	

The amount of the commitments covered by matched insurance policies at 31 December 2017 stood at €777,670 thousand (€839,083 thousand at 31 December 2016) and therefore in 97.96% of its commitments (97.32% at 31 December 2016) there is no mortality risk (mortality tables) or profitability risk (interest rate) for the Group. Therefore, the evolution of interest rates throughout the year has not had an impact on the bank's financial situation.

Obligations covered by specific assets totalled €777,670 thousand (including €186 thousand related to commitments to early retirees) at 31 December 2017 and €839,083 thousand (including €711 thousand related to commitments to early retirees) at 31 December 2016.

The sensitivity analysis for each main actuarial assumption at 31 December 2017 and 31 December 2016 shows how the commitment and cost of the services in the current year would have been affected by reasonably possible changes at that date.

%	2017	2016
<b>Sensitivity analysis</b>	<b>Change percentage</b>	
<b>Discount rate</b>		
<b>Discount rate -50 basis points:</b>		
Assumption	1.00%	0.75%
Change in obligation	6.00%	6.13%
Change in cost of services in current year	8.21%	9.09%
<b>Discount rate +50 basis points:</b>		
Assumption	2.00%	1.75%
Change in obligation	(5.38%)	(5.58%)
Change in cost of services in current year	(7.08%)	(8.04%)
<b>Salary increase rate</b>		
<b>Salary increase rate -50 basis points:</b>		
Assumption	2.50%	2.50%
Change in obligation	(0.30%)	(0.34%)
Change in cost of services in current year	(2.32%)	(3.42%)
<b>Salary increase rate +50 basis points:</b>		
Assumption	3.50%	3.50%
Change in obligation	0.31%	0.34%
Change in cost of services in current year	2.43%	3.50%

Estimates of probability-weighted present values at 31 December 2017 of benefits payable over the next ten years are shown below:

	Years										Total
	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	
Probable pensions	15,473	12,953	10,573	9,230	8,481	7,930	7,604	7,317	7,030	6,748	<b>93,339</b>

The fair value of assets linked to pensions accounted for on the asset side of the consolidated balance sheet amounted to €139,114 thousand at 31 December 2017 and €153,989 thousand at 31 December 2016.

The main categories of the scheme's assets, expressed as a percentage of the total, are shown hereafter:

%	2017	2016
Own equity items	0.02%	0.02%
Other equity instruments	-	-
Debt instruments	2.10%	2.51%
Investment funds	1.41%	1.07%
Deposits and current accounts	0.45%	0.74%
Other (insurance policies with unrelated parties)	96.02%	95.66%
<b>Total</b>	<b>100%</b>	<b>100%</b>

The fair value of the assets in the scheme includes the following financial instruments issued by the bank:

Thousand euro	2017	2016
Equity instruments	165	131
Debt instruments	-	-
Deposits and current accounts	3,123	517
<b>Total</b>	<b>3,288</b>	<b>648</b>

## Note 23 – Own funds

Own funds recognised in the consolidated balance sheets at 31 December 2017 and 2016 are analysed below:

Thousand euro	2017	2016
Capital	703,371	702,019
Share premium	7,899,227	7,882,899
Equity instruments issued other than capital	-	-
Other equity	32,483	38,416
Retained earnings	-	-
Revaluation reserves	-	-
Other reserves	4,207,340	3,805,065
(-) Treasury shares	(106,343)	(101,384)
Profit/(loss) attributable to owners of the parent company	801,466	710,432
(-) Interim dividends	(111,628)	(111,281)
<b>Total</b>	<b>13,425,916</b>	<b>12,926,166</b>

### Capital

#### Share capital at year-end

The bank's share capital at 31 December 2017 stood at €703,370,578.625, represented by 5,626,964,701 registered shares with a par value of €0.125 each (€702,018,899.50 represented by 5,616,151,196 registered shares with the same par value at 31 December 2016). All shares have been fully disbursed and are numbered in sequential order from 1 through 5,626,964,701, inclusive.

The bank's shares are listed on the Madrid, Barcelona, Bilbao and Valencia stock exchanges and on Spain's electronic market (*mercado continuo*), managed by Sociedad de Bolsas, S.A.

None of the other companies included in the scope of consolidation are listed on the stock exchange.

The rights conferred to the equity instruments are those regulated by the Capital Companies Act. During the Annual General Meeting, shareholders can issue a percentage of votes equivalent to the percentage of the share capital in their possession.

### Changes in share capital in 2017

Thousand euro		
	Number of shares	Capital
<b>Balances at 31 December 2016</b>	<b>5,616,151,196</b>	<b>702,019</b>
Conversion of mandatory convertible bonds IV / 2013 - November 2017 (*)	10,813,505	1,352
<b>Balances at 31 December 2017</b>	<b>5,626,964,701</b>	<b>703,371</b>

(\*) See Note 20.

### Significant investments in the bank's capital

As required by Article 23 of Royal Decree 1362/2007 of 19 October, implementing the Securities Market Law 24/1988 of 28 July, on transparency requirements relating to information on the issuers whose securities have been admitted to trading on an official secondary market or on any other European Union regulated market, the following table gives details of significant investments in Banco Sabadell (i.e. investments amounting to 3% or more of its share capital or voting rights) at 31 December 2017:

Company	Direct holding	Number of voting rights	Indirect holding
Various subsidiaries of BlackRock Inc.	4.99%	280,898	BlackRock Inc.
Fintech Investments Ltd.	3.42%	192,209	Winthrop Securities Ltd.

The sources for the information provided are communications sent by shareholders to the Spanish Securities Exchange Commission (CNMV) or directly to the institution.

### Share premium

The balance in the share premium account at 31 December 2017 amounted to €7,899,227 thousand (€7,882,899 thousand as at 31 December 2016).

Changes made during 2017 and 2016 are shown below.

Thousand euro	
<b>Balance at 31 December 2015</b>	<b>7,935,665</b>
Capital increase	-
Conversion of subordinated bonds (equity)	-
Conversion of subordinated bonds (financial liabilities)	53,682
Dividend payment	(106,448)
Reclassification of capital increase expenses to reserves	-
Rest	-
<b>Balance at 31 December 2016</b>	<b>7,882,899</b>
Capital increase	-
Conversion of subordinated bonds (equity)	-
Conversion of subordinated bonds (financial liabilities)	16,328
Dividend payment	-
Reclassification of capital increase expenses to reserves	-
Rest	-
<b>Balance at 31 December 2017</b>	<b>7,899,227</b>

#### Other reserves

The balance of this heading breaks down as follows on the consolidated balance sheets at 31 December 2017 and 2016:

Thousand euro		
	2017	2016
<b>Restricted reserves:</b>	<b>414,921</b>	<b>377,792</b>
Legal reserve	140,404	135,981
Reserves for treasury shares pledged as security	226,869	194,477
Capitalisation reserve Law 27/2014	35,985	35,985
Canary Island investment reserve	8,548	8,234
Reserve for capital redenomination in euro	113	113
Capital redemption reserve	3,002	3,002
<b>Unrestricted reserves</b>	<b>3,806,052</b>	<b>3,317,763</b>
<b>Reserves or accumulated losses of investments in joint ventures and associates</b>	<b>(13,633)</b>	<b>109,510</b>
<b>Total</b>	<b>4,207,340</b>	<b>3,805,065</b>

The contributions of consolidated companies to Group reserves are shown in Schedule 1.

#### Other equity

Other equity includes the amounts of instruments associated with remuneration paid through long-term share-based incentives schemes (see Note 34 "*Staff expenses*") which, at 31 December 2017 and 2016 amounted to €32,483 thousand and €38,416 thousand.

## Business involving equity instruments

Movements in the parent company's shares acquired by the bank were as follows:

	<b>No. of shares</b>	<b>Nominal value</b> <i>(in thousand euro)</i>	<b>Average price</b> <i>(in euro)</i>	<b>% Holding</b>
<b>Balance at 31 December 2015</b>	<b>114,844,636</b>	<b>14,355.58</b>	<b>1.99</b>	<b>2.11</b>
Purchases	238,760,796	29,845.10	1.34	4.25
Sales	301,703,766	37,712.97	1.52	5.37
<b>Balance at 31 December 2016</b>	<b>51,901,666</b>	<b>6,487.71</b>	<b>1.72</b>	<b>0.92</b>
Purchases	202,784,158	25,348.02	1.67	3.60
Sales	206,452,578	25,806.57	1.66	3.66
<b>Balance at 31 December 2017</b>	<b>48,233,246</b>	<b>6,029.16</b>	<b>1.82</b>	<b>0.86</b>

Net gains and losses arising on transactions in the bank's equity instruments have been included under the heading "Own funds - Other reserves" on the consolidated balance sheet, and they are shown in the statement of changes in equity, in the row corresponding to sales or cancellations of treasury shares.

At 31 December 2017, TSB owns 11,635,555 Banco Sabadell shares (7,686,005 at 2016 year-end), at a cost of €18,390 thousand (€12,004 thousand at 2016 year-end), which are recognised as treasury shares on the consolidated balance sheet.

At 31 December 2017, 136,998,348 of the bank's shares were pledged as guarantee for transactions with a nominal value of €17,125 thousand (146,996,917 shares with a nominal value of €18,375 thousand at 31 December 2016).

The number of Banco de Sabadell, S.A. equity instruments held by third parties but managed by Group companies at 31 December 2017 and 2016 was 16,051,137 securities and 16,886,009 securities, at 31 December 2017 and 2016, respectively. Their nominal value amounts to €2,006 thousand and €2,111 thousand, respectively. In both years, 100% of the securities corresponded to Banco Sabadell shares.

## Note 24 – Accumulated other comprehensive income

The composition of this Group item at 31 December 2017 and 2016 was as follows:

Thousand euro		
	2017	2016
Items that will not be reclassified to profit or loss	6,767	13,261
Actuarial gains or (-) losses on defined benefit pension schemes	6,767	13,261
Non-current assets and disposal groups classified as held for sale	-	-
Share of the income and expenses of investments in joint ventures and associates	-	-
Other valuation adjustments	-	-
Items that may be reclassified to profit or loss	(272,078)	93,881
Hedge of net investments in foreign operations (effective portion)	236,647	151,365
Foreign currency translation	(678,451)	(428,650)
Hedging derivatives. Cash flow hedges (effective portion)	(80,402)	(21,521)
Available-for-sale financial assets	238,545	280,548
Debt instruments	195,869	229,008
Equity instruments	42,676	51,540
Other value adjustments	-	-
Non-current assets and disposal groups classified as held for sale	-	96,299
Share of the income and expenses of investments in joint ventures and associates	11,583	15,840
<b>Total</b>	<b>(265.311)!</b>	<b>107,142</b>

The breakdown of taxes on gains relating to each item on the statement of recognised income and expenses at 31 December 2017 and 2016 was as follows:

Thousand euro						
	2017			2016		
	Gross amount	Tax effect	Net	Gross amount	Tax effect	Net
Items that will not be reclassified to profit or loss	(9,278)	2,783	(6,495)	1,499	(450)	1,049
Actuarial gains or (-) losses on defined benefit pension schemes	(9,278)	2,783	(6,495)	1,499	(450)	1,049
Non-current assets and disposal groups classified as held for sale	-	-	-	-	-	-
Share of the income and expenses of investments in joint ventures and associates	-	-	-	-	-	-
Other valuation adjustments	-	-	-	-	-	-
Items that may be reclassified to profit or loss	(451,163)	85,240	(365,923)	(382,349)	33,047	(349,302)
Hedge of net investments in foreign operations (effective portion)	85,282	-	85,282	133,438	-	133,438
Foreign currency translation	(249,801)	-	(249,801)	(404,960)	-	(404,960)
Hedging derivatives. Cash flow hedges (effective portion)	(87,004)	28,123	(58,881)	(54,190)	16,257	(37,933)
Available-for-sale financial assets	(57,812)	15,845	(41,967)	(193,537)	58,061	(135,476)
Debt instruments	(45,506)	12,403	(33,103)	(380,670)	114,201	(266,469)
Equity instruments	(12,306)	3,442	(8,864)	(45,810)	13,743	(32,067)
Other value adjustments	-	-	-	232,943	(69,883)	163,060
Non-current assets and disposal groups classified as held for sale	(137,571)	41,272	(96,299)	137,570	(41,271)	96,299
Share of the income and expenses of investments in joint ventures and associates	(4,257)	-	(4,257)	(670)	-	(670)
<b>Total</b>	<b>(460,441)</b>	<b>88,023</b>	<b>(372,418)</b>	<b>(380,850)</b>	<b>32,597</b>	<b>(348,253)</b>



## Note 25 – Minority interests (non-controlling interests)

The companies comprising this heading are as follows:

Thousand euro

	2017			2016		
	% Minority interests	Amount	<i>Of which: Profit/ (loss) attributed</i>	% Minority interest	Amount	<i>Of which: Profit/ (loss) attributed</i>
BancSabadell d'Andorra, S.A.	49.03%	39,874	3,925	49.03%	39,081	4,659
Business Services for Operational Support, S.A.U.	20.00%	-	519	20.00%	2,163	916
Xeresa Golf, SA	0.00%	-	-	20.00%	5,919	-
Aurica Coinvestment SL,	38.24%	20,253	(2)	0.00%	-	-
Rest	0.00%	1,049	(730)	0.00%	2,505	(154)
<b>Total</b>		<b>61,176</b>	<b>3,712</b>		<b>49,668</b>	<b>5,421</b>

Movements in this heading in 2017 and 2016 were as follows:

Thousand euro

<b>Balances at 31 December 2015</b>	<b>37,110</b>
Valuation adjustments	211
Rest	12,347
Scope additions/exclusions	7,650
Percentage holding and other	(724)
Profit/(loss) for the year	5,421
<b>Balances at 31 December 2016</b>	<b>49,668</b>
Valuation adjustments	34
Rest	11,474
Scope additions/exclusions	15,030
Percentage holding and other	(5,845)
Change in method of consolidation	(1,423)
Profit/(loss) for the year	3,712
<b>Balances at 31 December 2017</b>	<b>61,176</b>

Dividends paid to the minority shareholders of the Group companies in 2017 totalled €1,411 thousand (BancSabadell d'Andorra, S.A.) and €1,288 thousand in 2016.

During 2017, the companies Aurica Coinvestment S.L. and Business Services for Operational Support, S.A.U are assigned to banking business in Spain.

BancSabadell d'Andorra, S.A. is assigned to the other geographies segment.

## Note 26 – Guarantees given

The composition of this item is as follows:

Thousand euro		
	2017	2016
Financial guarantees	1,983,143	1,872,647
Assets under third party obligations	-	-
Non-revocable documentary credit	838,922	1,119,550
Additional settlement guarantee	20,000	20,000
Other bonds and guarantees given	5,884,782	5,517,157
Other contingent liabilities	-	-
<b>Total</b>	<b>8,726,847</b>	<b>8,529,354</b>

### Doubtful guarantees given

Changes produced in the balance of doubtful guarantees given are as follows:

Thousand euro	
<b>Balances at 31 December 2015</b>	<b>89,827</b>
Additions	77,472
Disposals	(63,160)
<b>Balances at 31 December 2016</b>	<b>104,139</b>
Additions	21,783
Disposals	(68,030)
<b>Balances at 31 December 2017</b>	<b>57,892</b>

The breakdown of the balance of doubtful guarantees given by geography at 31 December 2017 and 2016 is as follows:

Thousand euro		
	2017	2016
Spain	56,766	103,728
Rest of European Union	22	12
Ibero-America	145	111
Rest of OECD	-	-
Rest of the world	959	288
<b>Total</b>	<b>57,892</b>	<b>104,139</b>

Credit risk hedging for guarantees given is as follows:

Thousand euro		
	2017	2016
<b>Specific coverage determined individually:</b>	<b>19,445</b>	<b>12,236</b>
Hedging of customer insolvency risk	19,445	12,236
<b>Specific coverage determined collectively:</b>	<b>12,454</b>	<b>13,125</b>
Hedging of customer insolvency risk	10,487	10,865
Allowances for country risk	1,967	2,260
<b>IBNR coverage (*)</b>	<b>34,598</b>	<b>35,510</b>
<b>Total</b>	<b>66,497</b>	<b>60,871</b>

(\*) Collective value adjustments for losses incurred but not reported (see Note 1.3.4).

Changes in this hedge, together with the heading “*Contingent commitments given - Provisions given*”, included under the heading “*Provisions*” on the liabilities side, are detailed in Note 22.

## Note 27 – Contingent commitments given

The composition of this item at 31 December 2017 and 2016 was as follows:

Thousand euro	2017	2016
Drawable by third parties	20,906,053	19,567,289
By credit institutions	468	660
By general governments	677,317	518,018
By other resident sectors	13,750,112	11,522,581
By non-residents	6,478,156	7,526,029
Financial asset forward purchase commitments	2,825,731	2,675,004
Conventional financial asset purchase contracts	126,999	2,779,198
Subscribed securities pending disbursement	1,939	1,939
Securities placement and subscription commitments	-	-
Other contingent commitments given	218,618	185,257
<b>Total</b>	<b>24,079,340</b>	<b>25,208,687</b>

Note: Hedge of contingent commitments of €18,452 thousand, (€23,161 thousand in 2016) the movements of which are given in Note 22, together with movements of guarantees given.

Total commitments drawable by third parties at 31 December 2017 included credit commitments secured with a mortgage in the amount of €2,616,999 thousand (€2,180,435 thousand at 31 December 2016). As regards other commitments, in the majority of cases there are other types of guarantee which are in line with the Group’s risk management policy.

## Note 28 – Off-balance sheet customer funds

Off-balance sheet customer funds managed by the Group and those sold but not under management are shown below:

Thousand euro	2017	2016
<b>Under Group management:</b>	<b>23,090,028</b>	<b>20,223,209</b>
Investment funds and companies	19,091,344	16,571,928
Asset management	3,998,685	3,651,281
<b>Investment funds sold but not managed</b>	<b>8,283,255</b>	<b>6,022,265</b>
<b>Pension funds (*)</b>	<b>3,986,555</b>	<b>4,116,997</b>
<b>Insurance (*)</b>	<b>9,964,863</b>	<b>10,243,421</b>
<b>Financial instruments deposited by third parties</b>	<b>80,970,536</b>	<b>66,438,327</b>
<b>Total</b>	<b>126,295,237</b>	<b>107,044,219</b>

(\*) The balance in pension funds and insurance relates to those sold by the Group.

## Note 29 – Interest income and expenses

These headings in the consolidated profit and loss account include interests accrued during the year on all financial assets and liabilities the yield of which, implicit or explicit, is obtained by applying the effective interest rate approach, irrespective of whether they are measured at fair value or otherwise, and using product adjustments due to accounting hedges. Interests are recorded at their gross value, without deducting any tax withholdings exercised at the source.

The majority of interest income is generated by the Group's financial assets measured either at amortised cost or at fair value through changes in equity.

The average annual interest rate during 2017 and 2016 of the indicated balance sheet headings is shown below:

	2017		2016	
	BS Group	Ex TSB	BS Group	Ex TSB
<b>Assets</b>				
Cash, cash balances at central banks and other demand deposits	0.02	(0.11)	0.27	0.22
Debt securities	1.72	1.74	2.50	2.56
Loans and advances				
Costumers	3.00	2.84	3.16	2.94
<b>Liabilities</b>				
Deposits				
Central banks and credit institutions	0.10	0.05	0.43	0.44
Costumers	0.19	0.12	0.39	0.30

The quarterly net interest income for 2017 and 2016 and the average income and expenses of the various components that make up total loans and advances and customer funds are broken down as follows:

Thousand euro

	2017												TOTAL
	1st quarter			2nd quarter			3rd quarter			4th quarter			
	Average balance	Rate %	Profit/(loss)	Average balance	Rate %	Profit/(loss)	Average balance	Rate %	Profit/(loss)	Average balance	Rate %	Profit/(loss)	
<b>Average yield of the investment</b>	<b>211,690,107</b>	<b>2.33</b>	<b>1,217,554</b>	<b>219,081,800</b>	<b>2.19</b>	<b>1,195,386</b>	<b>212,629,774</b>	<b>2.15</b>	<b>1,149,302</b>	<b>214,016,641</b>	<b>2.09</b>	<b>1,125,723</b>	<b>4,687,965</b>
Cash and equivalents (*)	12,711,586	0.05	1,701	18,198,341	(0.01)	(536)	19,408,477	(0.03)	(1,320)	23,601,722	0.05	3,080	2,925
Loan and advances	138,670,199	3.02	1,033,973	139,175,529	3.02	1,048,683	135,288,462	2.98	1,015,144	134,679,510	2.96	1,004,312	4,102,112
Fixed-income portfolio (**)	29,762,880	2.15	158,055	31,800,063	1.59	126,279	28,417,288	1.59	113,717	25,309,784	1.51	96,265	494,316
Equity portfolio	982,684	-	-	911,215	-	-	1,327,913	-	-	1,091,195	-	-	-
Tangible and intangible assets	4,199,848	-	-	4,270,256	-	-	4,307,770	-	-	4,293,743	-	-	-
Rest of other assets	25,362,910	0.38	23,825	24,726,396	0.34	20,960	23,879,864	0.36	21,761	25,040,687	0.35	22,066	88,612
<b>Average cost of resources</b>	<b>211,690,107</b>	<b>(0.49)</b>	<b>(255,129)</b>	<b>219,081,800</b>	<b>(0.41)</b>	<b>(220,914)</b>	<b>212,629,774</b>	<b>(0.39)</b>	<b>(208,434)</b>	<b>214,016,641</b>	<b>(0.37)</b>	<b>(201,118)</b>	<b>(885,595)</b>
Credit institutions	20,161,775	(0.29)	(4,207)	31,187,504	(0.03)	(4,617)	30,700,166	(0.05)	(3,887)	32,010,746	(0.08)	(6,847)	(29,558)
Customer deposits (***)	141,349,314	(0.23)	(80,212)	141,058,478	(0.20)	(71,461)	135,198,081	(0.17)	(58,634)	135,525,086	(0.16)	(56,008)	(266,315)
Capital markets	26,575,834	(1.74)	(113,822)	25,299,212	(1.44)	(91,001)	25,799,705	(1.44)	(93,663)	26,410,778	(1.33)	(88,399)	(386,885)
Other liabilities	10,656,159	(1.78)	(46,888)	8,488,318	(2.54)	(53,835)	7,799,188	(2.66)	(52,250)	6,857,577	(2.88)	(49,864)	(202,837)
Own funds	12,947,025	-	-	13,048,288	-	-	13,132,634	-	-	13,212,454	-	-	-
<b>Net interest income</b>			<b>962,425</b>			<b>974,472</b>			<b>940,868</b>			<b>924,605</b>	<b>3,802,370</b>
<b>Total ATAs</b>			<b>211,690,107</b>			<b>219,081,800</b>			<b>212,629,774</b>			<b>214,016,641</b>	-
<b>Ratio (margin/ATA)</b>			<b>1.84</b>			<b>1.78</b>			<b>1.76</b>			<b>1.71</b>	-

(\*) Includes cash, central banks, credit institutions and reverse repos.

(\*\*) Includes 8,802 thousand corresponding to interest on financial assets designated at fair value through profit or loss (financial assets held for trading).

(\*\*\*) Includes repos.

Financial income or expenses deriving from the application of negative interest rates are recorded in line with the nature of the associated asset or liability. The credit institutions heading under liabilities includes income from negative interest on liability balances with credit institutions, mainly those relating to TLTRO II.

Thousand euro

	2016												TOTAL
	1st quarter			2nd quarter			3rd quarter			4th quarter			
	Average balance	Rate %	Profit/(loss)	Average balance	Rate %	Profit/(loss)	Average balance	Rate %	Profit/(loss)	Average balance	Rate %	Profit/(loss)	
<b>Average yield of the investment</b>	<b>204,805,768</b>	<b>2.62</b>	<b>1,332,686</b>	<b>207,152,833</b>	<b>2.53</b>	<b>1,301,850</b>	<b>206,477,426</b>	<b>2.42</b>	<b>1,255,294</b>	<b>206,618,507</b>	<b>2.40</b>	<b>1,244,039</b>	<b>5,133,869</b>
Cash and equivalents (*)	10,899,320	0.34	9,106	11,804,105	0.33	9,719	11,128,783	0.25	7,068	11,512,977	0.18	5,224	31,117
Loan and advances	138,493,620	3.28	1,129,678	139,254,470	3.21	1,112,814	137,426,703	3.10	1,071,244	137,648,550	3.03	1,047,551	4,361,287
Fixed-income portfolio (**)	25,060,673	2.81	175,347	25,893,234	2.46	158,657	27,174,319	2.31	158,045	27,197,843	2.42	165,174	657,223
Equity portfolio	966,252	-	-	980,312	-	-	1,057,539	-	-	1,012,966	-	-	-
Tangible and intangible assets	3,912,498	-	-	4,094,477	-	-	3,984,832	-	-	4,131,161	-	-	-
Rest of other assets	25,473,405	0.30	18,555	25,126,235	0.35	20,660	25,705,250	0.31	18,937	25,115,010	0.43	26,090	84,242
<b>Average cost of resources</b>	<b>204,805,768</b>	<b>(0.71)</b>	<b>(358,793)</b>	<b>207,152,833</b>	<b>(0.65)</b>	<b>(333,268)</b>	<b>206,477,426</b>	<b>(0.59)</b>	<b>(306,918)</b>	<b>206,618,507</b>	<b>(0.58)</b>	<b>(297,138)</b>	<b>(1,296,117)</b>
Credit institutions	18,204,599	(0.60)	(27,174)	18,622,667	(0.60)	(28,004)	17,393,074	(0.22)	(9,406)	17,972,285	(0.31)	(13,790)	(78,374)
Customer deposits (***)	133,554,180	(0.45)	(150,448)	135,300,690	(0.42)	(140,139)	134,627,536	(0.37)	(126,328)	135,678,697	(0.32)	(108,116)	(525,031)
Capital markets	30,640,997	(2.12)	(161,610)	30,264,910	(1.89)	(142,108)	30,440,556	(1.88)	(143,630)	29,515,748	(1.87)	(138,411)	(585,759)
Other liabilities	9,832,268	(0.80)	(19,561)	10,046,358	(0.92)	(23,017)	10,807,323	(1.01)	(27,554)	10,427,589	(1.39)	(36,821)	(106,953)
Own funds	12,573,724	-	-	12,918,208	-	-	13,208,937	-	-	13,024,188	-	-	-
<b>Net interest income</b>			<b>973,893</b>			<b>968,582</b>			<b>948,376</b>			<b>946,901</b>	<b>3,837,752</b>
<b>Total ATAs</b>			<b>204,805,768</b>			<b>207,152,833</b>			<b>206,477,426</b>			<b>206,618,507</b>	-
<b>Ratio (margin/ATA)</b>			<b>1.91</b>			<b>1.88</b>			<b>1.83</b>			<b>1.82</b>	-

(\*) Includes cash, central banks, credit institutions and reverse repos.

(\*\*) Includes €6,670 thousand corresponding to interest on financial assets designated at fair value through profit or loss (financial assets held for trading).

(\*\*\*) Includes repos.

Financial income or expenses deriving from the application of negative interest rates are recorded in line with the nature of the associated asset or liability. The credit institutions heading under liabilities includes income from negative interest on liability balances with credit institutions, mainly those relating to TLTRO II.

In annual average terms, the net interest margin as a percentage of average total assets stood at 1.77% (1.64% excluding TSB), decreasing by 9 basis points compared with the previous year (1.86% in 2016). In terms of the quarterly changes in income, the net interest margin as a proportion of average total assets in the fourth quarter 2017 stood at 1.71% (1.58% excluding TSB). The net interest margin for the fourth quarter of 2016 was 1.82%.

The following table shows, for investment positions and deposits in the business in Spain - branch network operations, excluding subsidiaries' operations, the contractual spread on transactions arranged in each quarter in 2017 and 2016 (new business) and the resulting final portfolio (stock) at the end of each period:

Basis point spread	Additions (quarterly average)				Stock			
	2017				2017			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Credit	236	257	256	250	241	238	249	241
Loans	300	263	215	250	240	240	236	238
Home mortgage loans	155	164	153	136	113	114	114	115
Leasing	305	286	313	265	238	242	245	245
Renting	449	374	446	418	513	477	468	475
Discounting	266	249	243	241	284	259	258	252
Confirming	259	249	252	232	245	231	234	223
Forfaiting	547	529	481	396	407	408	409	392
<b>Lending</b>								
1-month term deposit	32	27	22	30	30	22	21	26
3-month term deposit	37	17	10	24	34	19	11	21
6-month term deposit	16	24	17	25	17	22	20	23
12-month term deposit	15	14	11	20	18	15	14	16
+12-month term deposit	26	25	9	38	28	25	22	30
<b>Term deposits</b>								

Basis point spread	Additions (quarterly average)				Stock			
	2016				2016			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Credit	225	257	249	258	243	234	249	247
Loans	243	261	306	253	232	238	239	240
Home mortgage loans	179	163	175	138	101	104	105	106
Leasing	294	297	290	284	214	218	221	223
Renting	532	429	524	434	558	521	513	512
Discounting	316	296	297	278	342	315	323	302
Confirming	261	265	283	275	255	252	264	254
Forfaiting	469	438	470	362	534	457	435	396
<b>Lending</b>	<b>263</b>	<b>261</b>	<b>269</b>	<b>250</b>	<b>175</b>	<b>178</b>	<b>180</b>	<b>181</b>
1-month term deposit	54	76	84	83	60	76	81	77
3-month term deposit	61	69	86	85	60	71	84	77
6-month term deposit	49	79	75	75	39	64	60	65
12-month term deposit	42	30	25	20	39	36	35	32
+12-month term deposit	54	46	54	42	64	53	47	44
<b>Term deposits</b>	<b>50</b>	<b>49</b>	<b>56</b>	<b>50</b>	<b>51</b>	<b>45</b>	<b>42</b>	<b>40</b>

With respect to the existing home mortgages portfolio at 31 December 2017, the breakdown on the basis of when the interest rate on the transaction is to be revised is as follows:

Thousand euro

Mortgage repricing schedule	Q1 18	Q2 18	Q3 18	Q4 18	Total
Home mortgages	7,732,602	7,589,963	5,707,281	6,948,247	<b>27,978,093</b>

Corresponds to Business in Spain - branch network

New deposits to 31 December 2017 and 2016, broken down by contractual maturity, are as follows:

€ million

Deposits by maturity	Additions			
	2017			
	Q1	Q2	Q3	Q4
Up to 3M	3,042	3,121	2,391	2,343
3 to 6M	586	902	735	961
6 to 12M	2,923	3,241	1,988	2,024
12 to 18M	601	905	906	495
More than 18M	3,445	3,757	3,756	6,829
<b>Total deposits</b>	<b>10,597</b>	<b>11,926</b>	<b>9,776</b>	<b>12,652</b>
%				
Up to 3M	28.7	26.2	24.5	18.5
3 to 6M	5.5	7.6	7.5	7.6
6 to 12M	27.6	27.2	20.3	16.0
12 to 18M	5.7	7.6	9.3	3.9
More than 18M	32.5	31.4	38.4	54.0
<b>Total deposits</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>

Corresponds to Business in Spain - branch network operations.

€ million

Deposits by maturity	Additions			
	2016			
	Q1	Q2	Q3	Q4
Up to 3M	2,653	2,797	3,058	3,186
3 to 6M	664	635	429	572
6 to 12M	4,112	4,359	2,867	2,749
12 to 18M	629	771	824	532
More than 18M	2,671	2,257	2,379	4,054
<b>Total deposits</b>	<b>10,729</b>	<b>10,819</b>	<b>9,557</b>	<b>11,093</b>
%				
Up to 3M	24.7	25.9	32.0	28.7
3 to 6M	6.2	5.9	4.5	5.2
6 to 12M	38.3	40.3	30.0	24.8
12 to 18M	5.9	7.1	8.6	4.8
More than 18M	24.9	20.9	24.9	36.5
<b>Total deposits</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>

Corresponds to Business Spain - branch network operations.



## Note 30 – Fee and commission income and expenses

Fee and commission income and expenses on financial transactions and the provision of services were as follows:

Thousand euro	2017	2016
<b>Fees derived from risk operations</b>	<b>304,801</b>	<b>316,676</b>
Asset operations	206,092	215,700
Guarantees	98,709	100,976
<b>Service fees</b>	<b>580,016</b>	<b>520,028</b>
Cards	205,721	191,219
Payment orders	53,982	50,408
Securities	60,413	50,392
Sight accounts	130,783	89,854
Rest	129,117	138,155
<b>Asset management fees</b>	<b>338,619</b>	<b>311,878</b>
Investment funds	158,409	145,714
Sale of pension funds and insurance products	152,826	140,863
Asset management	27,384	25,301
<b>Total</b>	<b>1,223,436</b>	<b>1,148,582</b>
<b>Memorandum item</b>		
Fee-related income	1,478,603	1,376,364
Fee-related expenses	(255,167)	(227,782)
<b>Net fees and commissions</b>	<b>1,223,436</b>	<b>1,148,582</b>

## Note 31 – Net trading income

Net trading income consists of a group of headings from the consolidated profit and loss account for the years ended 31 December 2017 and 2016, which are shown below:

Thousand euro	2017	2016
<b>By heading:</b>		
Gains or (-) losses on derecognition of financial assets and liabilities not measured at fair value through profit or loss, net	371,365	476,217
Gains or (-) losses on financial assets and liabilities held for trading, net	214,786	107,593
Gains or (-) losses on financial assets and liabilities designated at fair value through profit or loss, net	134	114
Gains or (-) losses from hedge accounting, net	27,819	25,798
<b>Total</b>	<b>614,104</b>	<b>609,722</b>
<b>By type of financial instrument:</b>		
Net gain/(loss) on debt securities	384,568	385,194
Net gain/(loss) other equity instruments	16,252	100,933
Net gain/(loss) on derivatives	230,622	130,987
Net gain/(loss) on other items (*)	(17,338)	(7,392)
<b>Total</b>	<b>614,104</b>	<b>609,722</b>

(\*) Mainly includes income from the sale of various credit portfolios sold during the year.

In 2017 and 2016 the Group sold certain debt securities from its portfolio of available-for-sale financial assets, generating profits of €373,322 thousand at 31 December 2017 (€382,538 thousand at 31 December 2016). This included profits of €348,709 thousand (€362,111 thousand in 2016) on disposals of debt securities held with general governments.

As at 2 March 2017 the Group, through BanSabadell Inversió Desenvolupament, S.A.U., a subsidiary wholly-owned by Banco Sabadell, proceeded to sell its 5.00% stake held in Fluidra, S.A. through a private accelerated book building offer between qualified and institutional investors. The total sale amount was €26,749 thousand, representing net profit for the Group of approximately €10,420 thousand.

## Note 32 – Other operating income

The composition of this item of the consolidated profit and loss account for the years ended 31 December 2017 and 2016 is as follows:

Thousand euro	2017	2016
Income from operation of investment properties	104,724	108,195
Sales and other income from the provision of non-financial services	148,452	92,537
Other operating income	85,189	85,993
<b>Total</b>	<b>338,365</b>	<b>286,725</b>

Sales and income from the provision of non-financial services include income generated by the management of real estate asset portfolios from other entities (the Spanish company for the management of assets proceeding from the restructuring of the banking system (*Sociedad de Gestión de Activos procedentes de la Reestructuración Bancaria, SAREB*)).

The income recognised in other operating income mostly corresponds to income from group entities engaged in non-financial activities (mostly operating leases).

### Note 33 – Other operating expenses

The composition of this item of the consolidated profit and loss account for the years ended 31 December 2017 and 2016 is as follows:

Thousand euro		
	2017	2016
Contribution to deposit guarantee funds	(98,295)	(94,880)
Banco Sabadell	(95,751)	(84,119)
TSB	(355)	(7,614)
Sabadell United Bank	(497)	(2,929)
BS IBM México	(1,692)	(218)
Other items	(448,028)	(371,994)
Contribution to resolution fund	(50,639)	(47,661)
Monetisable taxes (*)	(54,668)	(57,000)
Other	(342,721)	(267,332)
<b>Total</b>	<b>(546,323)</b>	<b>(466,873)</b>

(\*) See Note 40.

The “*Others*” subheading includes expenses corresponding to Tax on Deposits to Credit Institutions, amounting to €28,146 thousand in 2017 (€27,590 thousand in 2016), as well as expenses associated with non-financial activities.

### Note 34 – Administrative expenses

This heading in the consolidated profit and loss account includes expenses incurred by the Group in respect of staff and other general administrative expenses.

#### Staff expenses

The staff expenses charged to the consolidated profit and loss account for the years ended 31 December 2017 and 2016 are as follows:

Thousand euro			
	Note	2017	2016
Payrolls and bonuses for active staff		(1,181,796)	(1,217,862)
Social Security payments		(241,550)	(241,201)
Contributions to defined benefit pension schemes	22	(2,002)	(2,322)
Contributions to defined contribution pension schemes		(67,575)	(68,534)
Other staff expenses		(80,637)	(133,135)
<b>Total</b>		<b>(1,573,560)</b>	<b>(1,663,053)</b>

At 31 December 2017 and 2016, the breakdown of the average workforce for all companies within the Group by category and gender is as follows:

Average number of employees	2017			2016		
	Men	Women	Total	Men	Women	Total
Management staff	482	154	636	490	146	636
Technical staff	10,065	10,930	20,995	9,403	9,670	19,073
Administrative staff	1,007	3,533	4,540	1,643	4,670	6,313
<b>Total</b>	<b>11,554</b>	<b>14,617</b>	<b>26,171</b>	<b>11,536</b>	<b>14,486</b>	<b>26,022</b>

The breakdown of the bank's average workforce by category at 31 December 2017 and 2016 and with a disability of 33% or more is as follows:

Average number of employees	Banco Sabadell Group	
	2017	2016
Management staff	14	4
Technical staff	178	149
Administrative staff	75	108
<b>Total</b>	<b>267</b>	<b>261</b>

At 31 December 2017 and 2016, the distribution of employees by category and gender is as follows:

Number of employees	2017			2016		
	Men	Women	Total	Men	Women	Total
Management staff	488	157	645	491	154	645
Technical staff	9,980	10,734	20,714	9,339	9,756	19,095
Administrative staff	999	3,487	4,486	1,610	4,595	6,205
<b>Total</b>	<b>11,467</b>	<b>14,378</b>	<b>25,845</b>	<b>11,440</b>	<b>14,505</b>	<b>25,945</b>

Of the total workforce at 31 December 2017, 253 had some of recognised disability (263 at 31 December 2016).

In accordance with the application of the private banking collective bargaining agreement, employees classified under the category of administrative staff have been reclassified. As a result, the group of technical staff has increased in respect of the information of 31 December 2016.

Non-recurring staff expenses amounted to €26,623 thousand at 31 December 2017. Expenses which do not form part of the entity's ordinary activities are considered non-recurring. In the case of staff expenses, these are linked to changes in the organisational structure and commercial transformation.

#### **Deferred payment system for variable remuneration earned in previous years.**

- At the Annual General Meeting held on 26 March 2013, the shareholders approved a payment scheme for the payment of variable remuneration earned during 2012 to the Executive Directors and a group of directors, through the delivery of Banco de Sabadell, S.A. stock options ("SREO 2012"). The Executive Directors could choose to receive Options up to 100% of their earned variable remuneration, and other directors up to 50%. This scheme expired in March 2016 and its settlement resulted in the delivery in cash of €2,414 thousand.

- At the Annual General Meeting held on 27 March 2014, the shareholders approved a payment scheme for the approved amounts of variable remuneration earned during 2013 to be paid to the bank's Executive Directors through the delivery of the equivalent value of that remuneration in Banco de Sabadell, S.A. stock options. This scheme expired in March 2017 and no cash was settled since the exercise price of the option was 1.75 euros.

#### **Long-term complementary incentives scheme based on shares**

At the Annual General Meeting held on 27 March 2014, the shareholders approved a long-term complementary incentive based on the increase in value of Banco de Sabadell, S.A. shares for Executive Directors, five members of Senior Management and 419 Group Management Staff. This scheme expired in March 2017, and no bank shares were given as the exercise price of the option was of €2.015.

The Group has two long-term share-based supplementary incentive schemes currently in effect, the ICLP Plan 2016 and the Incentive.

- At the Annual General Meeting held on 31 March 2016, the shareholders approved a long-term complementary incentive based on the increase in value of Banco de Sabadell, S.A. shares for three Executive Directors, seven members of Senior Management and 472 Group Management Staff ("ICLP Plan 2016").

- At the Annual General Meeting held on 30 March 2017, the shareholders approved a long-term complementary incentive based on the increase in value of Banco de Sabadell, S.A. shares for 3 Executive Directors, 7 members of Senior Management and 466 Group Management Staff ("the Incentive").

Both consist of assigning a certain number of rights to the beneficiaries, including the right to receive the increase in value of the same number of Banco de Sabadell, S.A. shares over a three-year period, using as a reference their share price, which shall be made effective by means of the delivery of the bank's shares.

Their main characteristics are shown below:

<b>Incentives Schemes in effect</b>	<b>End date</b>	<b>Exercise price</b>	<b>Maximum number of rights affected</b>
ICLP 2016	10/30/2019	1.494	30,000,000
The Incentive	3/30/2020	1.353	35,000,000

The fair value of services was calculated based on the fair value of pledged capital instruments, i.e. bank stock options, as indicated in Note 6, employing the Monte Carlo simulations valuation technique and the Black-Scholes valuation model.

A necessary condition for the rights coming into effect will be that the beneficiary exceed the minimum compliance level for the individual target called "Professional Efficiency Appraisal" set by the bank's Remuneration Committee.

Movements in rights associated with both schemes were as follows:

Rights - ICLP 2016

<b>Balance at 30 April 2015</b>	<b>30,000,000</b>
Granted	-
Cancelled	(1,505,000)
<b>Balance at 31 December 2016</b>	<b>28,495,000</b>
Granted	-
Cancelled	(1,606,666)
<b>Balance at 31 December 2017</b>	<b>26,888,334</b>

Rights - The Incentive

<b>Balance at 1 April 2017</b>	<b>35,000,000</b>
Granted	-
Cancelled	(3,770,004)
<b>Balance at 31 December 2017</b>	<b>31,229,996</b>

- TSB Banking Group employees have a complementary incentive linked to a target achievement plan between 2016 and 2020, and this remuneration is paid in Banco Sabadell, S.A. shares and in cash.

In terms of staff expenses associated with share-based incentive schemes (see Note 1.3.15), their expenses in 2017 and 2016 totalled €17,784 thousand and €18,271 thousand, respectively; the counterparty is reflected in equity (see statement of changes in equity in the row corresponding to payments based on shares).

Other administrative expenses

This includes all other administrative expenses incurred during the year:

Thousand euro	2017	2016
Property, plant and equipment	(229,656)	(249,682)
Information technology	(394,582)	(246,396)
Communication	(43,477)	(47,156)
Publicity	(106,706)	(111,148)
Subcontracted administrative services	(95,436)	(99,097)
Contributions and taxes	(106,889)	(95,748)
Technical reports	(54,982)	(40,341)
Security services and fund transfers	(26,107)	(21,042)
Business entertainment expenses and staff travel expenses	(20,111)	(20,357)
Membership fees	(22,593)	(16,788)
Other expenses	(48,873)	(52,539)
<b>Total</b>	<b>(1,149,412)</b>	<b>(1,000,294)</b>

Fees with Auditing Companies

The fees received by PricewaterhouseCoopers Auditores, S.L. in 2017 for auditing services and other audit-related services provided in Spain amounted to €1,920 thousand and €321 thousand, respectively (€1,666 thousand and €485 thousand in 2016). Auditing services provided by other companies in the PwC network in relation to branches and subsidiaries abroad totalled €2,816 thousand in 2017 (€2,782 thousand in 2016).

Fees received by other auditors in 2017 for account auditing and other audit-related services provided in Spain amounted to €52 thousand and €0 thousand, respectively (€112 thousand and €0 thousand in 2016). Fees for audit and other audit-related services for branches and subsidiaries abroad amounted to €8 thousand and €16 thousand in 2017 (€0 thousand and €25 thousand in 2016).

Fees received by other companies in the PwC network for tax advisory services and other services provided in 2017 amounted to €92 thousand and €740 thousand. The amounts recognised for these services in 2016 amounted to €183 thousand and €1,179 thousand, respectively.

### Other information

At 31 December 2017, non-recurring administrative expenses amounted to €32,713 thousand, including expenses associated with specific cost-reduction schemes and from special projects associated with changes in the scope of consolidation.

The cost-to-income ratio at 2017 year-end (staff and general expenses/gross income) stood at 50.15% (48.68% in 2016), and at 42.10% excluding TSB (42.66% in 2016). This ratio has been calculated without considering the revenue from the early call of TSB's Mortgage Enhancement portfolio and the fee charged by BanSabadell Vida for the reinsurance contract with Swiss Re Europe.

Information about the Group's branches is given below:

Number of branches		
	2017	2016
<b>Branches</b>	<b>2,473</b>	<b>2,767</b>
Spain	1,880	2,119
Outside Spain	593	648

### Note 35 – Impairment or (-) reversal of value impairment on financial assets not measured at fair value through profit or loss

The composition of this item of the consolidated profit and loss account for the years ended 31 December 2017 and 2016 is as follows:

Thousand euro			
	Nota	2017	2016
Available- for-sale financial assets		(53,374)	(112,284)
Debt securities	8	(6,277)	521
Other equity instruments	9	(47,097)	(112,806)
Loans and receivables (*)		(1,157,094)	(441,414)
Held to maturity investments		(905)	-
<b>Total</b>		<b>(1,211,373)</b>	<b>(553,698)</b>

(\*) This figure mainly includes the provision through profit or loss for value adjustments made to hedge credit risk, as shown in the section on changes in value adjustments in Note 11, as well as other items such as the amortisation through profit or loss of financial assets derecognised from the balance sheet and the recovery of write-offs.

## Note 36 – Impairment or (-) reversal of impairment of non-financial assets

The breakdown of this heading in the consolidated balance sheets for the years ended 31 December 2017 and 2016 was as follows:

Thousand euro			
	Nota	2017	2016
Property plant and equipment	15	(15,300)	(41)
Investment property	15	(216,042)	(20,236)
Goodwill and other intangible assets		(2,601)	-
Inventories	17	(565,419)	(537,872)
<b>Total</b>		<b>(799,362)</b>	<b>(558,148)</b>

The total investment property impairment provision in 2017 and 2016 was calculated based on Level 2 valuations (see Note 6). The fair value of impaired assets amounted to €1,746,296 thousand and €2,404,246 thousand in 2017 and 2016, respectively.

Of the total inventory impairment provision for 2017 and 2016, €135,890 thousand and €328,195 thousand was calculated based on Level 2 valuations, respectively, and €429,529 thousand and €209,677 thousand based on Level 3 valuations, respectively. The fair value of impaired assets amounts to €1,963,363 thousand and €2,924,459 thousand at the end of 2017 and 2016.

## Note 37 – Gains or (-) losses on derecognition of non-financial assets and interests, net

The composition of this item of the consolidated profit and loss account for the years ended 31 December 2017 and 2016 is as follows:

Thousand euro			
		2017	2016
<b>Gains or (-) losses on derecognition of non-financial assets, net</b>		<b>400,905</b>	<b>35,108</b>
Property, Plant and Equipment		(3,726)	(29,766)
Investment Properties		(15,024)	-
Intangible assets		-	-
Equity Interests (*)		418,067	46,883
Other capital instruments		-	-
Other items		1,588	17,991

(\*) See Note 2 and Schedule 1 - Companies no longer consolidated.



## Note 38 – Gains or (-) losses on non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations

The breakdown of this heading in the consolidated balance sheets for the years ended 31 December 2017 and 2016 was as follows:

Thousand euro	Note	2017	2016
		<b>(139,447)</b>	<b>(314,519)</b>
<b>Profit or (-) loss from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations, net</b>			
Property, plant and equipment for own use and foreclosed		(155,636)	(313,810)
Gains/losses on sales		56,955	(30,620)
Impairment/Reversal	13	(212,591)	(283,190)
Investment properties		(409)	(556)
Intangible assets		-	-
Interests (*)		16,646	-
Other capital instruments		-	(99)
Other items		(48)	(55)

(\*) See Note 2 and Schedule 1 - Companies no longer consolidated.

The impairment of non-current assets held for sale excludes income from the increase in fair value less sale costs.

The total provision for the impairment of non-current assets held for sale in 2017 and 2016 was calculated based on Level 2 valuations (see Note 6). The fair value of impaired assets amounts to €1,769,557 thousand and €2,103,086 thousand at the end of 2017 and 2016.

## Note 39 – Segment information

### Segmentation criteria

This section gives information regarding earnings and other indicators of the Group's business units.

The criteria that Banco Sabadell Group uses to report on results for each segment are:

- There are four separate geographies: Banking Business Spain, Asset Transformation, Banking Business United Kingdom and Other geographies.
- Each business is allocated 11% of capital over its risk-weighted assets and the surplus of own funds is allocated to Banking Business Spain.
- Banking Business United Kingdom includes TSB's contribution to the Group.
- Other Geographies mostly comprises Mexico, overseas branches and representative offices. For the purpose of comparison, changes have been calculated for investment, funds and the income statement, excluding Sabadell United Bank.

In terms of the other criteria applied, segment information is first structured with a breakdown by geography and then broken down based on the customers to which each segment is aimed.

#### Segmentation by geography and business units

As regards the basis of presentation and approaches used, information for each business unit is based on the individual accounting records of each Group company, after all consolidation disposals and adjustments have been made, and on analytical accounting of income and expenses where particular business lines are allocated to one or more legal entities, which allows income and expenses to be allocated to each customer in line with the business to which they are assigned.

Each business unit is treated as an independent business, therefore flows of income and expenses take place between businesses for the provision of services involving the distribution of products, services and systems. The final impact on the Group's income statement is nil.

Each business unit bears its own direct costs, on the basis of general and analytical accounting, as well as the indirect costs of corporate units.

Capital is allocated in such a way that each business is assigned capital equivalent to the minimum regulatory capital requirements to cover its risk exposure. This regulatory minimum requirement depends on the body responsible for supervising each business.

The capital assigned to each business in order to align them with the 11% capital requirement applicable to the Group has been updated for 2017, and the capital assigned during 2016 has therefore been recalculated for the purpose of comparability.

Details of profit before tax and other key figures for each business unit for the years 2017 and 2016 are shown in the table below, along with a reconciliation of the totals shown in the table with those shown in the consolidated Group accounts:

Million euros

	2017				Total Group
	Banking business Spain	RE asset transformation	Banking business UK (*)	Other geographies (**)	
<b>Net interest income</b>	<b>2,528</b>	<b>(52)</b>	<b>1,034</b>	<b>293</b>	<b>3,802</b>
Profit/(loss) for equity method and dividends	313	(1)	-	3	316
Net fees and commissions	1,076	2	96	50	1,223
Net trading income and exchange differences	541	(37)	110	9	623
Other operating income/expenses	(332)	118	(16)	3	(227)
<b>Gross income</b>	<b>4,126</b>	<b>30</b>	<b>1,223</b>	<b>358</b>	<b>5,737</b>
Administrative expenses and depreciations	(1,756)	(163)	(1,002)	(205)	(3,125)
<b>Operating income</b>	<b>2,370</b>	<b>(133)</b>	<b>221</b>	<b>153</b>	<b>2,612</b>
Provisions and impairments	(867)	(1,216)	(89)	(24)	(2,196)
Gains/(losses) on asset derecognition and others	384	41	7	1	433
<b>Profit/(loss) before taxes</b>	<b>1,887</b>	<b>(1,307)</b>	<b>139</b>	<b>130</b>	<b>848</b>
Income tax	(321)	364	(49)	(37)	(43)
<b>Profit/(loss) after taxes</b>	<b>1,566</b>	<b>(943)</b>	<b>90</b>	<b>93</b>	<b>805</b>
Profit/(loss) attributable to minority interests	-	-	-	4	4
<b>Total profit/(loss) of the reported segments</b>	<b>1,566</b>	<b>(943)</b>	<b>90</b>	<b>89</b>	<b>801</b>
ROE (return on equity)	17.8%	-	5.8%	8.8%	6.1%
Cost-to-income (administrative expenses over gross income)	39.1%	-	79.5%	54.5%	50.2%
NPL ratio (%)	5.7%	32.2%	0.4%	0.9%	5.1%
NPL coverage ratio (including SUB)(%)	45.6%	49.9%	55.9%	113.0%	45.7%
Employees	15,775	1,018	8,287	765	25,845
Domestic and overseas branches	1,880	-	551	42	2,473

(\*) Includes TSB's contribution to consolidated income. The exchange rate applied to the Income Statement is GBP 0.875 (average).

(\*\*) Includes mainly Mexico, overseas branches and representative offices. The exchange rate applied to the Income Statement is GBP 0.875, MXN 21.303, USD 1.132 and MAD 11.597 (average).

In million euros

	2017				
	Banking business Spain	Re asset transformation	Banking business UK (*)	Other geographies (**)	Total Group
<b>Assets</b>	<b>142,521</b>	<b>15,384</b>	<b>48,145</b>	<b>15,298</b>	<b>221,348</b>
Customer lending (net) excluding repos	93,394	3,865	35,501	8,836	141,596
Real estate exposure (net)	-	3,372	-	23	3,395
<b>Liabilities</b>	<b>133,370</b>	<b>13,728</b>	<b>46,597</b>	<b>14,431</b>	<b>208,127</b>
On-balance sheet customer funds	92,558	104	34,410	5,024	132,096
Wholesale Funding Capital Markets	20,168	-	1,920	-	22,088
<b>Allocated capital</b>	<b>9,151</b>	<b>1,656</b>	<b>1,548</b>	<b>866</b>	<b>13,222</b>
<b>Off-balance sheet customer funds</b>	<b>44,265</b>	<b>27</b>	<b>-</b>	<b>1,033</b>	<b>45,325</b>

(\*) Includes TSB's contribution to consolidated income. The exchange rate applied to the Balance Sheet is GBP 0.887.

(\*\*) Includes mainly Mexico, overseas branches and representative offices. The exchange rate applied to the Balance sheet is GBP 0.887, MXN 23.661, USD 1.119 and MAD 11.426.

Million euros

	2016				
	Banking business Spain	RE asset transformation	Banking business UK (*)	Other geographies (**)	Total Group
<b>Net interest income</b>	<b>2,513</b>	<b>(26)</b>	<b>1,051</b>	<b>300</b>	<b>3,838</b>
Profit/(loss) for equity method and dividends	82	(1)	-	3	85
Net fees and commissions	960	(1)	126	64	1,149
Net trading income and exchange differences	600	(50)	54	23	627
Other operating income/expenses	(340)	128	(18)	3	(227)
<b>Gross income</b>	<b>3,815</b>	<b>49</b>	<b>1,213</b>	<b>394</b>	<b>5,471</b>
Administrative expenses and depreciations	(1,783)	(151)	(919)	(206)	(3,059)
<b>Operating income</b>	<b>2,032</b>	<b>(102)</b>	<b>293</b>	<b>188</b>	<b>2,412</b>
Provisions and impairments	(570)	(801)	(28)	(29)	(1,427)
Gains/(losses) on asset derecognition and others	40	-	(4)	-	35
<b>Profit/(loss) before taxes</b>	<b>1,502</b>	<b>(903)</b>	<b>261</b>	<b>160</b>	<b>1,020</b>
Income tax	(431)	263	(81)	(54)	(304)
<b>Profit/(loss) after taxes</b>	<b>1,071</b>	<b>(640)</b>	<b>180</b>	<b>106</b>	<b>716</b>
Profit/(loss) attributable to minority interests	5	-	-	-	5
<b>Total profit/(loss) of the reported segments</b>	<b>1,065</b>	<b>(640)</b>	<b>180</b>	<b>106</b>	<b>711</b>
ROE (return on equity)	19.4%	-	8.0%	13.2%	5.6%
Cost-to-income (administrative expenses over gross income)	43.4%	-	69.8%	49.1%	48.7%
NPL ratio (%)	6.6%	31.7%	0.5%	0.5%	6.1%
NPL coverage ratio (including SUB)(%)	43.2%	54.2%	52.7%	174.8%	47.3%
Employees	16,001	825	8,060	1,059	25,945
Domestic and overseas branches	2,119	-	587	61	2,767

(\*) Includes TSB's contribution to consolidated income. The exchange rate applied to the Income Statement is GBP 0.816 (average).

(\*\*) Includes mainly Mexico, overseas branches and representative offices. The exchange rate applied to the Income Statement is GBP 0.816, MXN 20.736, USD 1.105 and MAD 10.666 (average).

In million euros

	2016				Total Group
	Banking business Spain	Re asset transformation	Banking business UK (*)	Other geographies (**)	
<b>Assets</b>	<b>130,092</b>	<b>17,956</b>	<b>43,720</b>	<b>20,740</b>	<b>212,508</b>
Customer lending (net) excluding repos	92,059	6,663	34,361	12,083	145,166
Real estate exposure (net)	-	4,716	-	22	4,738
<b>Liabilities</b>	<b>121,709</b>	<b>15,886</b>	<b>42,200</b>	<b>19,629</b>	<b>199,425</b>
On-balance sheet customer funds	89,835	172	34,334	9,116	133,457
Wholesale Funding Capital Markets	20,930	-	3,882	-	24,812
<b>Allocated capital</b>	<b>8,382</b>	<b>2,069</b>	<b>1,521</b>	<b>1,111</b>	<b>13,083</b>
<b>Off-balance sheet customer funds</b>	<b>39,603</b>	<b>15</b>	<b>-</b>	<b>988</b>	<b>40,606</b>

(\*) Includes TSB's contribution to consolidated income. The exchange rate applied to the Balance Sheet is GBP 0.856.

(\*\*) Includes mainly Mexico, overseas branches and representative offices. The exchange rate applied to the Balance sheet is GBP 0.856, MXN 21.771, USD 1.054 and MAD 10.652.

Average total assets for the bank as a whole at 31 December 2017 amounted to €214,356,299 thousand, compared with €206,265,187 thousand on the same date in the preceding year.

The types of products and services from which ordinary income is derived are described below for each business unit:

- Banking Business Spain includes the following business units for customers:

- Commercial Banking offers both investment and savings products. In terms of investment, the sale of mortgage products, working capital and loans is particularly noteworthy. In terms of savings, the main products are deposits (demand deposits and term deposits), mutual funds, savings insurance and pension schemes.

Protection insurance products and payment services are also noteworthy, such as credit cards and the issues of transfers, amongst others.

- Corporate Banking offers specialised financing services together with a comprehensive offering of solutions from transactional banking services to more complex and tailored solutions relating to financing and treasury, amongst others.
- Markets and Private Banking offers and designs products and services with a high added value with a view to achieving a good rate of return for customers, increasing and diversifying the customer base and ensuring the consistency of investment processes through a rigorous analysis and with good-quality management, while taking the customer relationship model towards a multichannel level.

- Asset Transformation: Asset Transformation comprehensively manages abnormal risk and real estate exposure, and also sets out and implements the strategy of real estate investee companies, such as Solvia.

- Banking business United Kingdom: The TSB franchise includes retail business conducted in the United Kingdom, which includes current and savings accounts, personal loans, credit cards and mortgages.

- **Other geographies:** Other Geographies mostly comprises Mexico, overseas branches and representative offices that offer all types of banking and financial services of Corporate Banking, Private Banking and Business and Retail Banking.

Ordinary income generated by each business unit for 2017 and 2016 is shown below:

Thousand euro

SEGMENTS	Consolidated					
	Ordinary income from customers		Ordinary income between segments		Total ordinary income	
	2017	2016	2017	2016	2017	2016
Banking Business Spain	3,634,048	3,681,290	254,059	176,638	3,888,107	3,857,928
Asset Transformation	387,266	369,024	483	244	387,749	369,267
Banking Business UK	1,424,935	1,543,739	-	-	1,424,935	1,543,739
Other geographies	484,112	481,096	2,667	2,432	486,779	483,529
(-) Adjustments and disposals of ordinary income between segments	-	-	(257,208)	(179,314)	(257,208)	(179,314)
<b>Total</b>	<b>5,930,361</b>	<b>6,075,150</b>	<b>-</b>	<b>-</b>	<b>5,930,361</b>	<b>6,075,150</b>

The table below shows the balance of net interest income and income from net fees and commissions generated by each business unit as a percentage of the total for 2017 and 2016:

%

SEGMENTS	2017				
	Breakdown net interest income and net fees and commissions				
	Customer lending		Customer deposits		Income from (*) services
	% of average balance	% Yield to total	% of average balance	% cost over total	% of total balance
Banking Business Spain	65.6%	58.6%	70.1%	31.5%	80.5%
Asset Transformation	2.2%	2.1%	0.1%	0.1%	0.1%
Banking Business UK	25.8%	29.3%	26.0%	50.7%	14.9%
Other geographies	6.4%	10.0%	3.8%	17.7%	4.4%
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

(\*) Percentage by segment over total fees and commissions.

%

SEGMENTS	2016				
	Breakdown net interest income and net fees and commissions				
	Customer lending		Customer deposits		Income from (*) services
	% of average balance	% Yield to total	% of average balance	% cost over total	% of total balance
Banking Business Spain	63.1%	59.0%	67.3%	42.4%	76.7%
Asset Transformation	3.9%	2.4%	0.1%	0.2%	0.2%
Banking Business UK	24.4%	29.9%	25.7%	42.7%	17.6%
Other geographies	8.6%	8.8%	6.8%	14.8%	5.5%
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

(\*) Percentage by segment over total fees and commissions.

Furthermore, the breakdown by geography of interest and similar income during 2017 and 2016 is shown below:

Thousand euro

	<b>Breakdown of interest income by geography</b>			
	<b>Individual</b>		<b>Consolidated</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Domestic market	3,178,663	3,352,651	3,160,953	3,416,633
Exports:				
European Union	61,232	50,202	1,294,590	1,399,788
OECD countries	128,265	116,713	366,939	337,330
Other countries	4,145	3,999	17,151	16,349
<b>Total</b>	<b>3,372,305</b>	<b>3,523,565</b>	<b>4,839,633</b>	<b>5,170,100</b>

Section 2 of the Directors' Report gives a more detailed assessment of each of these business units.

#### **Note 40 – Tax situation (income tax relating to continuing operations)**

##### Consolidated tax group

Banco de Sabadell, S.A. is the parent company of a tax consolidation group for corporate income tax purposes, comprising all the Spanish companies in which Banco de Sabadell, S.A. holds an interest that meet the requirements of the Spanish Corporation Tax Law (see Schedule I).

The remaining Spanish companies in the accounting group pay corporate income tax on an individual basis.

Companies in the accounting group that are not tax residents in Spain are taxed in accordance with the tax regulations applicable to them.

## Reconciliations

The reconciliation of the difference between consolidated accounting results and Corporation Tax taxable income is as follows:

Thousand euro	2017	2016
Profit/(loss) before taxes	848,253	1,019,422
Increases in taxable income	1,218,295	1,949,598
From profits	1,218,295	1,949,598
From equity	-	-
Decreases in taxable income	(1,942,380)	(958,341)
From profits	(1,908,777)	(954,991)
From equity	(33,603)	(3,350)
<b>Taxable income (tax gains/losses)</b>	<b>124,168</b>	<b>2,010,679</b>
<b>Tax payable (30%)</b>	<b>37,250</b>	<b>603,204</b>
Deductions for double taxation, training and other	(15,363)	(2,152)
<b>Tax payable</b>	<b>21,887</b>	<b>601,052</b>
Due to temporary differences (net)	15,330	(306,173)
Other adjustments (net)	5,858	8,690
<b>Tax expense or (-) income related to profit or loss from continuing operations</b>	<b>43,075</b>	<b>303,569</b>

The “*Other adjustments*” heading in 2016 includes €9 million (loss) from the impact of Royal Decree-Law 3/2016, whereby losses on sales of certain interests are not tax-deductible as of 1 January 2017 in Spain.

The reconciliation between the Group’s corporation tax expense calculated by applying the general tax rate and the expense recognised for corporation tax in the consolidated profit and loss accounts is as follows:

Thousand euro	2017	2016
Profit/(loss) before taxes	848,253	1,019,422
Domestic tax rate (30%)	254,476	305,827
Tax-exempt profit/(loss) on sales of equity interests	(137,903)	-
Income from associates	(92,606)	(22,372)
Difference in effective tax rate on companies outside Spain (*)	8,080	14,024
Generated deductions/Non-deductible expenses	5,170	(7,222)
Rest	5,858	13,312
<b>Tax expense or (-) income related to profit or loss from continuing operations</b>	<b>43,075</b>	<b>303,569</b>
<i>Effective tax rate</i>	<i>5%</i>	<i>30%</i>

(\*) Calculated applying the difference between the current tax rate for the Group in Spain (30%) and the effective tax rate applied to the Group's profit/(loss) in each jurisdiction.



## Taxable income – increases and decreases

The increases and decreases in taxable income are analysed in the following table on the basis of whether they arose from temporary or permanent differences:

Thousand euro	2017	2016
Permanent difference	44,167	46,748
Temporary difference arising during the year	931,595	1,804,878
Temporary difference arising in previous years	242,533	97,972
<b>Increases</b>	<b>1,218,295</b>	<b>1,949,598</b>
Permanent difference	(717,153)	(76,069)
Temporary difference arising during the year	-	(4,437)
Temporary difference arising in previous years	(1,225,227)	(877,835)
<b>Decreases</b>	<b>(1,942,380)</b>	<b>(958,341)</b>

## Deferred tax assets and liabilities

Under current tax and accounting regulations certain temporary differences should be taken into account when quantifying the relevant tax expense related to profit from continuing operations.

In 2013, Royal Decree-Law 14/2013 gave rise to assets guaranteed by the Spanish State, tax assets generated by allowances for impairment of loans and other assets arising from the possible insolvency of debtors not related to the taxpayer and those pertaining to apportionments or contributions to social welfare systems and, where appropriate, early retirement (hereinafter, “monetisable tax assets”).

Monetisable tax assets can be converted into a loan enforceable before the Spanish Tax Authority in cases where the taxpayer incurs accounting losses or the entity is liquidated or legally declared insolvent. Similarly, they can be exchanged for Public Debt securities, once the 18-year term has elapsed, calculated from the last day of the tax period in which these assets were recognised in the accounting records. In order to maintain the guarantee offered by the Spanish State, these are subject to an annual contribution of 1.5% of their amount as of 2016 (see Note 33).

The origins of the deferred tax assets / liabilities recognised in the balance sheets at 31 December 2017 and 2016 are as follows:

Thousand euro		
Deferred tax assets	2017	2016
<b>Monetisable</b>	<b>5,336,979</b>	<b>5,806,136</b>
Due to credit impairment	3,524,948	3,916,675
Due to real estate asset impairment	1,674,955	1,762,269
Due to pension funds	137,076	127,192
<b>Non-monetisable</b>	<b>821,117</b>	<b>611,883</b>
<b>Tax credits for losses carried forward</b>	<b>350,927</b>	<b>350,261</b>
<b>Deductions not applied</b>	<b>22,825</b>	<b>7,057</b>
<b>Total</b>	<b>6,531,848</b>	<b>6,775,337</b>
Deferred tax liabilities	2017	2016
Property revaluations	67,865	70,239
Adjustments to value of wholesale debt issuances arising on business combinations	59,511	78,628
Other financial asset value adjustments	278,182	322,230
Other	19,898	71,168
<b>Total</b>	<b>425,456</b>	<b>542,265</b>

The breakdown by countries of deferred tax assets and liabilities is as follows:

Thousand euro				
Country	2017		2016	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
Spain	6,430,233	414,568	6,586,676	530,948
UK	78,182	9,449	116,287	10,796
US	1,491	1,439	58,708	472
Mexico	21,634	-	13,417	-
Other	307	-	249	49
<b>Total</b>	<b>6,531,847</b>	<b>425,456</b>	<b>6,775,337</b>	<b>542,265</b>

As indicated in Note 1.3.20, according to the information available at the end of the year, and the projections taken from the Group's business plan for the coming years, the Group estimates that it will be able to generate sufficient taxable income to offset tax loss carry-forwards over the next four years and non-monetisable tax assets when these are deductible pursuant to current tax regulations.

Monetisable tax assets are guaranteed by the Spanish State, therefore their recoverability does not depend on the generation of future fiscal benefits.

## Other disclosures

Banco Sabadell Group obtained income qualifying for the reinvestment deduction regulated by Article 42 of the revised Corporation Tax Law, which materialised in the years indicated below:

Thousand euro

Year in which qualifying income was generated	Amount of income	Year of reinvestment
2012	5,640	2013
2013	30,008	2013
2014	43,759	2013

## Capitalisation reserve and reserve for investments in the Canary Islands

As explained in Note 3 to these consolidated annual accounts, the Annual General Meeting held on 30 March 2017 approved a reserve for investments in the Canary Islands of €314 thousand. This reserve was fully materialised in 2016 by means of investments carried out in that same year in various items of property, plant and equipment classified as installations.

### Years subject to tax inspections

In July 2016, the Tax Authority notified Banco de Sabadell, S.A. of the beginning of verification and investigation activities relating to the following items and periods:

<u>Concept</u>	<u>Period</u>
Withholding / Payment on account Work/Professional Remuneration	07/2012 to 12/2014
Withholding / Payment on account Capital invested in loans, securities, loans, etc.	07/2012 to 12/2014
Corporation Tax	01/2012 to 12/2014
Value Added Tax	07/2012 to 12/2014

These activities are underway and are currently in the submission of documents stage, and no proposed tax settlement exists to date. The review of all taxes not verified and not legally required is still pending for other companies which are not taxed within the tax consolidation group in Spain.

The inspections in previous years by the Spanish Tax Authority led to assessments being raised for a total tax liability of €34,342 thousand, which were contested in their entirety by the bank and the acquired and subsequently merged entities. The Group has, in any event, made suitable provisions for any contingencies that could arise in relation to these tax settlements.

Tax liabilities of a contingent nature could arise as a result of different possible interpretations of the tax rules applicable to certain types of transactions within the banking industry. However, the possibility of such liabilities materialising is remote, and if they did materialise the resulting tax charge would not be such as to have any significant impact on these consolidated annual accounts.

## Note 41 – Related-party transactions

There are no transactions with the company's administrators or directors that could be considered significant. Those that did take place were in the normal course of the company's business or were conducted at market prices or under the terms normally applicable to employees.

The bank is not aware of any transactions carried out at non-market prices or with companies related to the bank's administrators or Senior Management staff.

The most significant balances recognised by the Group in its dealings with related parties, and the effect on the income statement of related-party transactions, are shown below:

Thousand euro						
	2017				2016	
	Joint control or signif. Influence (in B.Sab)	Associates	Key personnel	Other related parties (*)	TOTAL	TOTAL
<b>Assets:</b>						
Customer lending and other financial assets	-	206,829	10,991	144,983	<b>362,803</b>	<b>371,022</b>
<b>Liabilities:</b>						
Customer deposits and other financial liabilities	-	595,241	8,209	223,243	<b>826,693</b>	<b>1,328,712</b>
<b>Memorandum accounts:</b>						
Contingent exposures	-	48,584	-	10,614	<b>59,198</b>	<b>10,394</b>
Contingent commitments	-	8,894	3,223	16,845	<b>28,962</b>	<b>30,204</b>
<b>Profit and loss account:</b>						
Interest and similar income	-	2,961	58	3,623	<b>6,642</b>	<b>11,008</b>
Interest and similar charges	-	(6,080)	(18)	1,509	<b>(4,588)</b>	<b>(10,533)</b>
Return on capital instruments	-	-	-	-	-	-
Net fees and commissions	-	108,775	28	1,074	<b>109,877</b>	<b>31,487</b>
Other operating income	-	9,879	-	-	<b>9,879</b>	<b>3,268</b>

(\*) Includes employee pension schemes.

## Note 42 – Remuneration of and balances with members of the Board of Directors and Senior Management

The following table shows, for the years ended 31 December 2017 and 2016, the amount paid to directors in remuneration and in contributions to meet their pension commitments for services provided by them in that capacity:

Thousand euro

	Remuneration		Pension Commitments		Total	
	2017	2016	2017	2016	2017	2016
José Oliu Creus (*)	214	214	32	32	246	246
José Javier Echenique Landiribar (1)	175	182	-	-	175	182
Jaime Guardiola Romojaro (*)	92	92	-	-	92	92
Anthony Frank Elliott Ball (2)	36	-	-	-	36	-
Aurora Catá Sala	138	117	-	-	138	117
Héctor-María Colonques Moreno (3)	-	81	-	-	-	81
Joaquín Folch-Rusiñol Corachán (4)	50	108	-	16	50	124
Pedro Fontana García (5)	8	-	-	-	8	-
M. Teresa Garcia-Milà Lloveras (6)	158	155	-	-	158	155
George Donald Johnston (7)	21	-	-	-	21	-
José Manuel Lara García	87	92	-	-	87	92
Joan Llonch Andreu (8)	56	126	-	16	56	142
David Martínez Guzmán	67	83	-	-	67	83
José Manuel Martínez Martínez	155	158	-	-	155	158
José Ramón Martínez Sufrategui	103	107	-	-	103	107
António Vítor Martins Monteiro (9)	-	83	-	-	-	83
José Luis Negro Rodríguez (*)	92	92	16	16	108	108
Manuel Valls Morató (10)	122	-	-	-	122	-
David Vegara Figueras	157	159	-	-	157	159
<b>Total</b>	<b>1,731</b>	<b>1,849</b>	<b>48</b>	<b>80</b>	<b>1,779</b>	<b>1,929</b>

(\*) Perform executive functions.

(1) Held a position as lead independent director between 23 April 2015 and 21 April 2016.

(2) On 30 March 2017, the Annual General Meeting approved his appointment as member of the Board of Directors in the capacity of independent director. He took on the position on 21 September.

(3) He submitted his resignation from the position of independent director effective from 22 September 2016.

(4) He submitted his resignation from the position of non-executive director effective from 27 July 2017.

(5) On 27 July 2017 the Board of Directors approved his appointment as member of the Board of Directors in the capacity of independent director. He took on the position on 21 December.

(6) On 21 April 2016, the Board of Directors approved her appointment as lead independent director.

(7) On 25 May 2017, the Board of Directors approved his appointment as member of the Board of Directors in the capacity of independent director. He took on the position on 5 October.

(8) He submitted his resignation from the position of independent director effective from 25 May 2017.

(9) He submitted his resignation from the position of proprietary director effective from 20 January 2017.

(10) On 22 September 2016, the Board of Directors approved his appointment as member of the Board of Directors in the capacity of independent director. The Annual General Meeting held on 30 March 2017 ratified this appointment through co-option carried out by the Board of Directors and approved his appointment as member of the Board. He took on the position on 26 January 2017.

Aside from the items mentioned above, members of the Board of Directors have received €51 thousand as fixed remuneration in 2017 (€64 thousand in 2016) by reason of their membership of boards of directors in Banco Sabadell Group companies or advisory boards (these amounts are included in the annual report on directors' remuneration).

Contributions for life insurance premiums covering contingent pension commitments in respect of pension rights accruing in 2017 amounted to €3,605 thousand (€4,036 thousand in 2016), of which €48 thousand are detailed in the table above and €3,557 thousand correspond to directors for the performance of executive functions.

Remuneration corresponding to Directors due to their executive functions earned during 2017 amounted to €6,980 thousand (€5,254 thousand in 2016).

Loan and guarantee risks undertaken by the bank and consolidated companies for the directors of the parent company totalled €7,491 thousand at 31 December 2017, of which €5,231 thousand comprised loans and receivables and €2,260 thousand related to guarantees and documentary credit (€10,866 thousand in 2016, consisting of €8,232 thousand in loans and receivables and €2,634 thousand in guarantees and documentary credit). The average interest rate charged was 0.71% (0.79% in 2016). Liabilities balances amounted to €6,966 thousand in 2017 (€12,172 thousand in 2016).

Total Senior Management remuneration earned during 2017 amounted to €6,802 thousand. Pursuant to applicable regulations, this amount includes the remuneration of the eight Senior Management members plus the Internal Audit Officer.

Risks granted by the bank and consolidated companies to Senior Management staff (with the exception of executive directors, for whom details are provided above) totalled €6,723 thousand at 31 December 2017 (€8,642 thousand in 2016), comprising €5,760 thousand in loans and receivables and €963 thousand in guarantees and documentary credit (in 2016, €7,946 thousand relates to loans and receivables and €696 thousand to guarantees and documentary credit). Liabilities balances amounted to €1,243 thousand (€1,287 thousand in 2016).

Stock appreciation rights conferred to members of Senior Management, including executive directors, under the 2017 remuneration incentive schemes (see Note 34) resulted in staff expenses of €2.0 million during the year (€2.7 million in 2016).

Details of existing agreements between the company and members of the Board and management staff with regard to severance pay are set out in the Group's Annual Report on Corporate Governance, which forms part of the Directors' Report.

The directors and management staff mentioned above are specified below with their positions held in the bank at 31 December 2017:

---

**Executive Directors**

José Oliu Creus	Chairman
Jaime Guardiola Romojaro	CEO for Sabadell Group
José Luis Negro Rodríguez	Director-General Manager

**Senior Management**

María José García Beato	Deputy Secretary to the Board - General Secretary
Tomás Varela Muiña	General Manager
Miquel Montes Güell	General Manager
Carlos Ventura Santamans	General Manager
Rafael García Nauffal	Assistant General Manager
Ramón de la Riva Reina	Assistant General Manager
Enric Rovira Masachs	Assistant General Manager
Manuel Tresánchez Montaner	Assistant General Manager

---

#### Other information relating to the Board

Pursuant to Article 229 of the Capital Companies Act, in accordance with the wording set out in Law 31/2014 of 3 December, amending the Spanish Capital Companies Act in order to improve corporate governance and strengthen transparency in public limited companies, the directors have notified the Company that, during 2017, they or persons related to them, as defined in Article 231 of the Spanish Capital Companies Act:

- a. No transactions have been carried out with the company, without taking into account usual operations, performed under standard conditions for customers and whose significance is immaterial, understanding such operations to be those that do not need to be reported to give a true and fair view of the company's equity, financial situation and income.
- b. They have not used the name of the company or their position as administrator to unduly influence the performance of private operations.
- c. Have not made use of corporate assets, including the Company's confidential information, for personal purposes.
- d. They have not taken undue advantage of the company's business opportunities.
- e. They have not obtained advantages or remuneration from third parties other than the company or group associated with the performance of their activity, with the exception of acts of mere courtesy.
- f. Have not carried out activities on their own behalf or on behalf of a third party involving competition with the Company, whether on an isolated or potential basis, or which might otherwise place them in permanent conflict with the Company's interests.

The bank has entered into a liability insurance policy for 2017 that covers the bank's Administrators and Senior officer positions. The total premium paid was €623 thousand.

### **Note 43 – Other information**

#### Transactions with significant shareholders

No significant transactions with significant shareholders have been carried out during 2017 and 2016.

#### Information relating to the environment

All global Group operations are subject to legal requirements on environmental protection and health and safety in the workplace. The group considers that it substantially complies with these laws and it has procedures in place which have been designed to promote and guarantee such compliance.

The group has adopted the corresponding measures relating to the protection and improvement of the environment and the minimisation of any environmental impacts of its activities, complying with the regulations in force in this regard. A number of Group-wide waste treatment, consumables recycling and energy saving schemes continued to be implemented during the year. It has not considered it necessary to recognise any provision for risks or expenses relating to the environment, as there are no contingencies related to the protection and improvement of the environment.

For further details on the policies and activities adopted by the bank relating to the environment, see section 3 of the Director's Report.



## Customer Care Service (SAC)

The Customer Care Service is located on the control line of the organisational structure of Banco Sabadell Group and its director, who is appointed by the Board of Directors, reports to the General Secretariat of the bank. Its functions are to handle and resolve complaints and claims by customers and users of the Group's financial services, when these relate to their interests and legally recognised rights arising from contracts, transparency and customer protection rules or good banking practices.

### Cases handled

During 2017, the Customer Care Service received 76,505 complaints and claims (24,529 in 2016), of which 67,532 (22,565 in 2016) were accepted for processing, in accordance with the provisions of Finance Ministry Order 734/2004 of 11 March. The number of cases handled, however, was 65,964 (22,131 in 2016) due to the resolution of issues pending from the previous year (1,096 cases, against 2,664 in 2017). By type, 3.5% were complaints (12.1% in 2016) and 96.5% were claims (87.9% in 2016).

Of the total complaints and claims examined by the Customer Care Service, 17.6% resulted in a decision that was favourable to the customer or user (57.3% in 2016), in 0.1% of cases the customer withdrew the claim (1.2% in 2016) and 63.7% were resolved in favour of the entity (35.1% in 2016). At 31 December 2017, 1.2% of cases had yet to be ruled on by the regulatory bodies and the Customer and Stakeholder Ombudsman. Lastly, the Customer Care Service declared itself not to be authorised to resolve 17.4% of the cases.

In addition to its main activity, the Customer Care Service also provides assistance and information to customers and users on matters that do not take the form of complaints or claims, in accordance with Finance Ministry Order 734/2004 of 11 March, and the Regulations for the Protection of Customers and Users of Financial Services of Banco Sabadell Group. In this respect, the Service has handled 1,917 requests for assistance and information during 2017, compared to 1,057 in 2016.

The average response time to complaints and claims was as follows: 14,308 cases were resolved within 15 days (10,078 cases in 2016), 15,962 cases were resolved between 15 and 30 days (9,360 cases in 2016) and 35,694 cases were resolved in a period of over 30 days (2,693 cases in 2016). The Finance Ministry Order and the Bank's Regulations for the Protection of Customers and Users of Financial Services sets forth a maximum response period of 60 days.

### Ombudsman

In the Group, the role of Customer and Stakeholder Ombudsman is assumed by Mr José Luís Gómez-Dégano y Ceballos-Zúñiga. The Ombudsman is responsible for resolving the complaints brought by the customers and users of Banco Sabadell Group, both in the first and second instances, and for settling issues that are passed on to him by the Customer Care Service.

The Customer and Stakeholder Ombudsman received 1,044 complaints and claims in 2017 (1,087 in 2016), of which 1,022 were accepted for processing. During the year, the Ombudsman has processed and resolved 852 claims (996 in 2016), as certain matters had remained unresolved from the previous year. At 31 December 2017, 86 claims remained to be resolved by the Ombudsman (88 in 2016). In 109 cases, the Customer Care Service had yet to submit the corresponding complaints and claims.

Of the total complaints and claims resolved by the Ombudsman, 24.2% were resolved in favour of the entity (38% in 2016) and 0.7% in favour of the customer (2.3% in 2016). Of the remaining cases to be processed and resolved, the bank acquiesced to customer requests in 34.9% of the cases (40.3% in 2016). In 39.5% of the cases (17.9% in 2016) the Ombudsman did not issue any judgements due to a lack of authority (without prejudice to the claimants' option to pursue their claims elsewhere) and in 0.7% of the cases the customer withdrew the complaint (1.4% in 2016).

**Bank of Spain, the Spanish National Securities Market Commission (CNMV) and the Directorate General for Insurance and Pension Plans**

Under current legislation, customers and users can submit their claims and complaints to the Market Conduct and Complaints Department of the Bank of Spain, to the CNMV (Spanish National Securities Market Commission) and to the Directorate General for Insurance and Pension Plans. In any event, it is a prerequisite that the parties concerned first address their complaints to the entity concerned in order to attempt to resolve the conflict.

**Note 44 – Subsequent events**

Since 31 December 2017, there have been no events worthy of mention.

## Schedule 1 – Banco Sabadell Group companies

### Banco Sabadell Group companies at 31 December 2017 consolidated by the full consolidation method

Thousand euro

Company name	Line of business	Registered office	% Shareholding		Consolidated taxation	Company data (a)				Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date		
						Capital		Reserves	Profit/(loss) (b)					Dividends paid (c)	Total assets
						Direct	Indirect								
AC Dos Lenda, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	2,793	(220)	(27)	-	2,641	2,408	-	-	12/17	
Arrendamiento De Bienes Inmobiliarios Del Mediterráneo, S.L.	Real Estate	Alicante	100.00	-	Si	100	10,173	(28)	-	10,270	20,038	(9,123)	(101)	12/17	
Assegurances Segur Vida, S.A.U.	Other regulates companies	Andorra	-	50.97	No	602	264	126	115	40,573	602	193	64	12/17	
Aurica Capital Desarrollo, S.G.E.I.C. S.A. Unipersonal	UCITS	Barcelona	100.00	-	Si	3,601	170	1,401	-	0,051	4,445	(069)	1,401	12/17	
Aurica Coinvestments S.L.	Holding	Barcelona	-	61.76	Si	52,972	(3)	(6)	-	52,967	52,972	(2)	(4)	12/17	
Aurica XXI, S.C.R. De R.S., S.A.U.	Other regulates companies	Barcelona	100.00	-	Si	14,200	20,768	361	-	35,350	17,492	33,755	(5,301)	12/17	
Banco Atlantico (Bahamas) Bank & Trust Ltd	Credit institution	Bahamas	99.99	0.01	No	1,598	838	(90)	-	3,025	2,439	710	(90)	12/17	
Banco de Sabadell, S.A.	Credit institution	Alicante	-	-	Si	703,371	10,038,186	517,895	-	177,572,987	-	9,888,689	738,334	12/17	
Banco Sabadell, S.A., Institución De Banca Múltiple	Credit institution	México	99.99	0.01	No	190,281	(46,080)	(16,269)	-	839,364	178,270	(19,850)	(16,780)	12/17	
Bancsabadell d'Andorra, S.A.	Credit institution	Andorra	50.97	-	No	30,069	40,792	10,400	1,466	734,992	16,108	21,865	3,881	12/17	
Bansabadell Factura, S.L.U.	Other investees with their own business	Barcelona	100.00	-	Si	100	(2,469)	519	-	2,022	299	(2,668)	519	12/17	
Bansabadell Financiación, E.F.C., S.A.	Credit institution	Barcelona	100.00	-	Si	24,040	28,983	207	-	700,359	24,040	28,983	207	12/17	
Bansabadell Inversio Desenvolupament, S.A.U.	SPE	Barcelona	100.00	-	Si	16,975	101,781	19,882	-	181,990	108,828	29,982	16,795	12/17	
Bansabadell Mediación, Operador De Banca-Seguros Vinculado Del	Other regulates companies	Barcelona	-	100.00	Si	301	11,973	32,524	30,683	79,544	524	10,401	32,443	12/17	
Bansabadell Renting, S.L.U.	Other investees with their own business	Barcelona	100.00	-	Si	2,000	30,921	11,219	-	524,872	3,861	29,789	11,219	12/17	
Bansabadell Securities Services, S.L.U.	Other investees with their own business	Barcelona	100.00	-	Si	2,500	32,027	7,456	-	45,813	2,500	31,700	7,456	12/17	
Bitarte, S.A.	Other investees with their own business	Barcelona	100.00	-	Si	6,506	2,635	227	-	10,514	9,272	(4,095)	348	12/17	
Bstartup 10, S.L.U.	SPE	Barcelona	-	100.00	Si	1,000	(1,507)	298	-	2,875	1,000	(2,349)	325	12/17	
Business Services For Operational Support, S.A.U.	Services	Barcelona	80.00	-	Si	530	(4,114)	2,242	-	39,867	3,259	(6,027)	2,077	12/17	
Cam Global Finance, S.A.U.	Other regulates companies	Alicante	100.00	-	Si	61	138	29	-	100,979	2,059	125	29	12/17	
Cam International Issues, S.A.U.	Other regulates companies	Alicante	100.00	-	Si	61	12	(3)	360	70	114,079	(50,206)	(8,189)	12/17	
Caminsa Urbanismo, S.A.U.	Real Estate	Alicante	-	100.00	Si	2,000	(1,658)	1	-	1,365	800	(254)	(8)	12/17	
Cape Holdings No.1 Limited	Fund	London	-	100.00	No	1	-	-	-	1	1	-	-	12/17	
Compañía De Cogeneración Del Caribe Dominicana, S.A.	Services	República Dominicana	-	100.00	No	5,016	(4,321)	-	-	711	-	18	-	12/17	
Desarrollos Y Participaciones Inmobiliarias 2006, S.L.U.	Real Estate	Alicante	-	100.00	No	1,942	(89,597)	(760)	-	37	1,919	(77,454)	(760)	12/17	
Duncan 2016 -1 Holdings Limited	Holding	London	-	100.00	No	1	-	-	-	1	1	-	-	12/17	
Duncan de Inversiones SICAV, S.A.	Collective investment undertakings, Funds and similar financial companies	Barcelona	87.35	-	No	7,842	1,131	(47)	-	2,747	2,560	(126)	(41)	12/17	
Duncan Holdings 2015-1 Limited	Fund	London	-	100.00	No	1	-	-	-	1	1	-	-	12/17	
<b>Subtotal</b>									<b>32,624</b>	<b>569,777</b>	<b>9,903,387</b>	<b>783,824</b>			

**Banco Sabadell Group companies at 31 December 2017 consolidated by the full consolidation method**

Thousand euro															
Company name	Line of business	Registered office	% Shareholding		Consolidated taxation	Company data (a)				Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date		
						Capital		Reserves	Profit/(loss) (b)					Dividends paid (c)	Total Assets
						Direct	Indirect								
Ederra, S.A.	Real Estate	Guipúzcoa	97.85	-	No	2,036	30,975	(340)	-	32,897	36,062	(3,284)	(809)	12/17	
Sabadell Asset Management Luxembourg, S.A. (2)	Other regulated companies	Luxembourg	22.00	78.00	No	125	492	71	-	776	336	276	74	12/17	
Europea Pall Mall Ltd	Real Estate	London	100.00	-	No	20,843	(1,125)	(297)	-	19,529	20,843	(5,735)	(805)	12/17	
Fonomed Gestión Telefónica Mediterráneo, S.A	Other investees with their own business	Alicante	100.00	-	Si	2,810	401	97	-	3,745	2,870	344	97	12/17	
Gala Domus, S.A.	Real Estate	A Coruña	-	100.00	No	4,000	(31,767)	124	-	1,266	2,000	(22,703)	124	12/17	
Galeban 21 Comercial, S.L.U.	SPE	A Coruña	100.00	-	Si	10,000	(4,288)	-	-	5,711	14,477	(8,765)	-	12/17	
Gazteluberri S.L.	Real Estate	Barcelona	-	100.00	Si	53	(20,765)	342	-	7,588	23,891	(62,415)	342	12/17	
Gest 21 Inmobiliaria, S.L.U.	SPE	Barcelona	100.00	-	Si	7,810	21	(12)	-	7,827	80,516	(68,140)	5	12/17	
Gestión de Proyectos Urbanísticos Del Mediterráneo, S.L.	Real Estate	Barcelona	-	100.00	No	33,850	(31,308)	(62)	-	10,373	32,832	(12,318)	(62)	12/17	
Gestión Financiera del Mediterráneo, S.A.U.	SPE	Alicante	100.00	-	Si	13,000	119,340	108,358	36,269	132,494	255,398	55,478	471	12/17	
Guipuzcoano Promoción Empresarial, S.L.	SPE	Guipúzcoa	-	100.00	No	53	(77,255)	1,906	-	7,960	7,160	(104,488)	(1,201)	12/17	
Guipuzcoano Valores, S.A	Real Estate	Barcelona	99.99	0.01	Si	4,514	2,880	(126)	-	7,346	10,833	(3,494)	(70)	12/17	
Hi Partners Holdco Gestión Activa, S.L.U.	Real Estate	Barcelona	-	100.00	Si	29,074	56,106	(8,381)	-	84,062	85,805	-	-	12/17	
Hip Francia 184, S.L.U.	Real Estate	Barcelona	-	100.00	Si	3	(94)	(16)	-	124	3	-	-	12/17	
Hobolear, S.A.U.	Real Estate	Barcelona	-	100.00	Si	60	672	18	-	756	414	672	18	12/17	
Hondarribi, S.L.	SPE	Guipúzcoa	99.99	0.01	No	41	(13,465)	6,475	-	66,301	120,669	(64,784)	(2,243)	12/17	
Hotel Autovia del Mediterraneo 165, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	7,568	367	(1,697)	-	7,839	7,945	-	-	12/17	
Hotel Calle de Los Molinos 10, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	2,077	461	(1,543)	-	2,367	2,837	-	-	12/17	
Hotel Calle Mayor 34, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	2,124	345	(1,557)	-	2,381	2,499	-	-	12/17	
Hotel Carretera de Taulí, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	3,294	109	(1,781)	-	3,277	3,414	-	-	12/17	
Hotel Cavall del Mar 25, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	3	10,859	(24)	-	11,001	10,875	-	-	12/17	
Hotel Investment Partners S.L.	Real Estate	Barcelona	100.00	-	Si	135,730	108,193	1,153	-	638,363	136,335	(4,324)	18,637	12/17	
Hotel Maria Tarrida 6, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	9,544	316	(3,525)	-	10,007	9,848	-	-	12/17	
Hotel Mirador Del Valle, S.L.U.	Real Estate	Barcelona	-	100.00	Si	4,482	629	(2,420)	-	4,668	5,418	-	-	12/17	
Hotel Value Added Primera, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	3	22,175	(683)	-	21,593	27,527	-	-	12/17	
Interstate Property Holdings, Llc.	SPE	Miami	100.00	-	No	7,293	(7,995)	4,750	-	7,287	3,804	(11,309)	3,137	12/17	
Inverán Gestión, S.L.	Real Estate	Barcelona	44.83	55.17	Si	45,090	(55,908)	(839)	-	24,000	45,090	(35,164)	(915)	12/17	
Inversiones Cotizadas del Mediterráneo, S.L.	SPE	Alicante	100.00	-	Si	308,000	180,882	10,207	-	502,080	589,523	(116,858)	9,533	12/17	
Inversiones en Resorts Mediterráneos, S.L. en liquidación	Real Estate	Murcia	-	55.06	No	299,090	(302,156)	-	-	881	175,124	-	-	12/17	
Malbrouck, S.I.C.A.V.	Collective investment undertakings, Funds and	Madrid	99.99	-	No	14,554	2,405	(126)	-	16,703	16,679	-	-	12/17	
Manston Invest, S.L.U.	Real Estate	Barcelona	100.00	-	Si	33,357	(9,635)	(3,208)	-	20,617	33,357	(11,665)	(2,929)	12/17	
Mariñamendi, S.L.	Real Estate	Barcelona	-	100.00	Si	55,013	(97,062)	(5,915)	-	56,588	55,013	(93,074)	(5,915)	12/17	
Mediterráneo Sabadell, S.L.	SPE	Alicante	50.00	50.00	Si	85,000	114,150	146,754	82,034	199,264	559,347	(503,072)	20,416	12/17	
Mercurio Alicante Sociedad de Arrendamientos 1, S.L.	Real Estate	Alicante	98.29	-	Si	795	(557)	(3,395)	-	4,201	983	(672)	(3,458)	12/17	
Onón Energía 1, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(6)	-	96	-	-	-	12/17	
Onón Energía 10, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	98	-	-	-	12/17	
Onón Energía 11, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	120	-	-	-	12/17	
Onón Energía 12, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	118	-	-	-	12/17	
<b>Subtotal</b>									<b>118,303</b>	<b>2,379,727</b>		<b>(1,075,494)</b>	<b>34,447</b>		



**Banco Sabadell Group companies at 31 December 2017 consolidated by the full consolidation method**

Thousand euro

Company name	Line of business	Registered office	% Shareholding		Consolidated taxation		Company data (a)				Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date
							Profit/(loss) (b)	Dividends paid (c)	Total assets					
Orión Energía 13, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(16)	-	114	-	-	-	12/17
Orión Energía 14, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	98	-	-	-	12/17
Orión Energía 15, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	99	-	-	-	12/17
Orión Energía 16, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(15)	-	116	-	-	-	12/17
Orión Energía 17, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	116	-	-	-	12/17
Orión Energía 18, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	116	-	-	-	12/17
Orión Energía 19, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	99	-	-	-	12/17
Orión Energía 2, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(10)	-	97	-	-	-	12/17
Orión Energía 20, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	116	-	-	-	12/17
Orión Energía 21, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	119	-	-	-	12/17
Orión Energía 22, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	117	-	-	-	12/17
Orión Energía 23, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	118	-	-	-	12/17
Orión Energía 24, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	117	-	-	-	12/17
Orión Energía 25, S.L.	Wind energy	Madrid	-	100.00	Si	98	(145)	(13)	-	116	-	-	-	12/17
Orión Energía 26, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	117	-	-	-	12/17
Orión Energía 27, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	122	-	-	-	12/17
Orión Energía 28, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(15)	-	123	-	-	-	12/17
Orión Energía 29, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	117	-	-	-	12/17
Orión Energía 3, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	112	-	-	-	12/17
Orión Energía 30, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	119	-	-	-	12/17
Orión Energía 4, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	122	-	-	-	12/17
Orión Energía 5, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	99	-	-	-	12/17
Orión Energía 6, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	118	-	-	-	12/17
Orión Energía 7, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	97	-	-	-	12/17
Orión Energía 8, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	97	-	-	-	12/17
Orión Energía 9, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	117	-	-	-	12/17
Parque Eólico Jaufill, S.L.U.	Wind energy	Barcelona	100.00	-	Si	163	(3,068)	159	-	5,719	163	(2,603)	159	12/17
Parque Eólico Las Lomas De Lecrín, S.L.U.	Wind energy	Barcelona	100.00	-	Si	83	(1,498)	117	-	2,989	83	(1,256)	117	12/17
Parque Eólico Lecrín, S.L.U.	Wind energy	Barcelona	100.00	-	Si	4,003	(9,999)	557	-	15,135	4,003	(8,220)	557	12/17
Parque Eólico Lomas De Manteca, S.L.U.	Wind energy	Barcelona	100.00	-	Si	163	(2,704)	246	-	5,652	163	(2,212)	246	12/17
Parque Eólico I ahuna, S.L.U.	Wind energy	Barcelona	100.00	-	No	3	(8,144)	(595)	-	15,780	-	(7,324)	(595)	12/17
Parque Eólico Zorreras, S.L.U.	Wind energy	Barcelona	100.00	-	No	3	(8,328)	(79)	-	13,857	-	(7,609)	(79)	12/17
<b>Subtotal</b>									-	<b>4,412</b>		<b>(29,224)</b>	<b>405</b>	

**Banco Sabadell Group companies at 31 December 2017 consolidated by the full consolidation method**

Thousand euro

Company name	Line of business	Registered office	% Shareholding		Consolidated taxation	Company data (a)					Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date
						Capital	Reserves	Profit/(loss) (b)	Dividends paid (c)	Total assets				
Placements Immobiliers France, S.A.S.	Real Estate	Paris	-	100.00	No	30,002	1,238	(47)	5,321	31,204	31,225	(3,675)	(57)	12/17
Ripollet Gestió, S.L.U.	Other financial services	Barcelona	100.00	-	Si	20	-	-	-	-	20	-	-	12/17
Rubi Gestió, S.L.U.	Other financial services	Barcelona	100.00	-	Si	3	(3)	(3)	-	167,694	3	1,915	(1,921)	12/17
Sabadell Asset Management, S.A. S.G.I.I.C.	Other regulates companies	Madrid	100.00	-	Si	601	74,365	41,101	100,000	203,887	607	82,111	33,350	12/17
Sabadell Brasil Trade Services - Assessoria Comercial Ltda	Credit Institution	São Paulo	99.99	0.01	No	905	(810)	-	-	118	250	(262)	-	12/17
Sabadell Capital S.A De C.V. Sofom F.N.R.	Credit Institution	México	97.50	2.50	No	306,617	(46,255)	28,941	-	1,628,125	290,004	22,211	28,960	12/17
Sabadell Consumer Finance, S.A.U. (1)	Credit Institution	Barcelona	100.00	-	Si	35,720	56,905	17,512	-	1,095,561	72,232	25,315	17,512	12/17
Sabadell Corporate Finance, S.L.	Other investees with their own business	Madrid	100.00	-	Si	70	1,510	(310)	892	1,546	9,373	67	(310)	12/17
Sabadell d'Andorra Inversions Sgoic, S.A.U.	Other regulates companies	Andorra	-	50.97	No	300	905	264	244	2,136	300	586	135	12/17
Sabadell Information Systems Limited	Provision of technology services	London	100.00	-	No	332	(166)	(1,991)	-	41,371	332	(185)	(2,020)	12/17
Sabadell Information Systems, S.A.	Provision of technology services	Barcelona	100.00	-	Si	240	78,980	18,785	-	1,245,506	3,687	66,072	12,618	12/17
Sabadell Innovation Capital, S.L.U.	Holding	Barcelona	-	100.00	Si	1,000	(1)	(16)	-	1,002	1,000	(1)	(16)	12/17
Sabadell Innovation Cells, S.L.U.	Other management consulting activities	Barcelona	100.00	-	Si	3	-	(269)	-	366	3	-	(269)	12/17
Sabadell Patrimonio Inmobiliario, S.A.U.	Real Estate	Barcelona	100.00	-	Si	30,116	788,349	13,962	-	915,208	863,895	(37,234)	9,466	12/17
Sabadell Real Estate Activos, S.A.U.	Real Estate	Barcelona	100.00	-	Si	100,060	257,957	(22,644)	-	337,885	500,622	(138,016)	(18,672)	12/17
Sabadell Real Estate Development, S.L.U.	Real Estate	Barcelona	100.00	-	Si	15,807	(1,267,894)	(614,730)	-	4,717,460	2,147,442	(3,145,212)	(506,830)	12/17
Sabadell Real Estate Housing, S.L.U.	Real Estate	Barcelona	100.00	-	Si	2,073	525	(586)	-	37,159	14,292	(11,694)	(586)	12/17
Sabadell Securities Usa, Inc.	Other investees with their own business	Miami	100.00	-	No	551	2,286	702	-	3,681	551	2,146	698	12/17
Sabadell Solbank Sociedad de Gestión de Activos Adjudicados	Real Estate	Barcelona	100.00	-	Si	-	(473)	473	-	143	84	(557)	473	12/17
Sabadell Strategic Consulting, S.L.U.	Other investees with their own business	Barcelona	100.00	-	Si	3	394	110	-	1,037	3	394	110	12/17
Sabadell Venture Capital, S.L.U.	Holding	Barcelona	-	100.00	Si	3	880	1	-	16,113	3	(150)	1	12/17
Sinia Capital S.A. De C.V.	Holding	México	99.99	0.01	No	20,830	(3,189)	1,118	-	19,096	17,753	-	1,118	12/17
Sinia Renovables, S.A.U.	Other regulates companies	Barcelona	100.00	-	Si	15,000	(14,370)	(455)	-	25,287	15,000	(10,476)	640	12/17
Solvía Gestora de Vivienda Social, S.L.U.	Real Estate	Alicante	-	100.00	Si	3	1,988	2,779	-	6,677	3	1,988	2,779	12/17
Solvía Pacific, S.A. De C.V.	Real Estate	México	-	100.00	No	28,947	(17,513)	268	-	11,721	29,164	(11,879)	268	12/17
Solvía Servicios Inmobiliarios, S.L.U.	Real Estate	Alicante	100.00	-	Si	660	54,381	29,516	-	146,358	5,023	56,537	31,876	12/17
Storington Spain, S.L.U.	Real Estate	Barcelona	100.00	-	Si	60,729	(6,333)	(3,547)	-	51,029	60,729	(12,566)	(3,052)	12/17
Tasaciones de Bienes Mediterráneo, S.A. (En Liquidación)	Other investees with their own business	Alicante	99.88	0.12	Si	1,000	1,387	-	-	2,384	5,266	(514)	7	12/17
Tenedora de Inversiones Y Participaciones, S.L.	SPE	Alicante	100.00	-	Si	296,092	(320,127)	(70,993)	-	1,997,413	2,564,914	(1,710,292)	(23,834)	12/17
Tierras Vega Alta Del Segura, S.L.	Real Estate	Barcelona	-	100.00	Si	4,550	(15,122)	2,099	-	8,599	18,823	(19,826)	2,099	12/17
Tratamientos Y Aplicaciones, S.L.U. En Liquidación	Services	Alicante	100.00	-	Si	3,003	(353)	-	-	2,650	4,054	2,205	-	12/17
TSB Bank Plc	Credit Institution	Edinburgh	-	100.00	No	90,710	2,040,091	131,460	-	51,711,022	1,814,636	327,540	130,284	12/17
TSB Banking Group Plc	Holding	London	100.00	-	No	7,028	1,770,152	(63)	-	2,228,368	2,156,507	(26,191)	(39,923)	12/17
Tsb Banking Group Plc Share Trust	Other regulates companies	London	-	100.00	No	1	-	-	-	-	-	(5,274)	-	12/17
<b>Subtotal</b>									<b>106,457</b>	<b>10,626,400</b>	<b>10,626,400</b>	<b>(4,544,837)</b>	<b>(325,096)</b>	

**Banco Sabadell Group companies at 31 December 2017 consolidated by the full consolidation method**

Thousand euro

Company name	Line of business	Registered office	Shareholding		Consolidated taxation	Company data (a)				Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	
			Direct	Indirect		Capital	Reserves	Profit/(loss) (b)	Dividends paid (c)					Total assets
TSB Covered Bonds Holdings Limited	Holding	London	-	100.00	No	1	-	-	-	1	1	-	-	12/17
TSB Scotland (Investment) Nominees Limited	Other regulates companies	Scotland	-	100.00	No	1	-	-	-	1	1	-	-	12/17
TSB Scotland Nominees Limited	Other regulates companies	Scotland	-	100.00	No	1	-	-	-	1	1	-	-	12/17
Urquijo Gestión, S.A.U., S.G.I.I.C.	Other regulates companies	Madrid	-	100.00	Si	3,606	3,383	4,510	7,798	19,809	3,084	3,835	4,580	12/17
Urumea Gestión, S.L.	Other investees with their own business	Guipúzcoa	-	100.00	No	9	(5)	(3)	-	2	9	(12)	(3)	12/17
VeA Rental Homes SOCIMI, S.A	Real Estate	Barcelona	100.00	-	No	5,000	(5)	(2,163)	-	56,414	5,000	(5)	(2,153)	12/17
Verum Inmobiliaria Urbanismo Y Promoción, S.A.	Real Estate	Barcelona	-	97.20	Si	12,000	(43,171)	(314)	-	17,123	11,664	(34,678)	(314)	12/17
Vitigudina Fv, S.L.	Engineering technical services	Madrid	-	100.00	Si	-	-	-	-	-	-	-	-	12/17
Xunqueira Eolica, S.L.	Wind energy	Barcelona	-	100.00	No	1,548	(3,477)	(2,258)	-	13,073	400	(1,999)	(2,541)	12/17
<b>Total</b>									<b>265,182</b>	<b>13,600,476</b>	<b>4,220,973</b>	<b>493,149</b>		

(1) Before Sabadell Consumer Finance, E.F.C., S.A.U.

(2) Before Europa Invest, S.A.



**Banco Sabadell Group companies at 31 December 2017 consolidated by the equity method (\*)**

Thousand euro

Company name	Line of business	Registered office	Shareholding		Company data (a)				Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	
			Direct	Indirect	Capital	Reserves	Profit/loss (b)	Dividends paid (c)					Total assets
Aurica III, Fondo De Capital Riesgo	Other regulates companies	Barcelona	-	48.16	35,179	(630)	(1,321)	-	33,232	16,940	(303)	(636)	12/17
Aurica IIIB, Soc. De Capital Riesgo, S.A	Other regulates companies	Barcelona	-	41.67	22,687	(215)	(633)	-	21,844	9,465	(102)	(264)	12/17
Atrian Bakers, S.L	Other associated	Barcelona	-	22.41	26,249	(6,396)	-	-	35,348	2,000	-	-	12/16
Bansabadell Pensiones, E.G.F.P., S.A	Other regulates companies	Madrid	50.00	-	7,813	43,406	(7,986)	-	49,350	40,378	(14,490)	(3,993)	12/17
Bansabadell Seguros Generales, S.A. De Seguros Y Reaseguros	Other regulates companies	Madrid	50.00	-	10,000	67,278	12,582	6,393	233,524	45,000	(6,674)	6,291	12/17
Bansabadell Vida, S.A. De Seguros Y Reaseguros	Other regulates companies	Madrid	50.00	-	43,858	96,756	601,466	167,000	9,485,336	27,106	12,301	302,037	12/17
Emte Renovables, S.L	SPE	Barcelona	-	62.11	7,050	(7,050)	(411)	-	42,386	4,379	(4,379)	-	09/17
Esus Energía Renovable, S.L	Services	Pontevedra	-	45.00	50	(50)	(65)	-	2,024	23	(23)	-	12/17
Financiera Iberoamericana, S.A	Credit Institution	La Habana	50.00	-	38,288	6,308	3,064	747	81,416	19,144	1,970	1,532	12/17
Flex Equipos De Descanso, S.A	Manufacturing	Madrid	-	19.16	66,071	(3,291)	12,048	-	222,702	-	-	-	10/17
Gate Solar Gestión, S.L	Services	Álava	50.00	-	300	3,096	-	-	3,750	1,860	414	-	06/17
Gestora De Aparcamientos Del Mediterráneo, S.L	Services	Alicante	-	40.00	1,000	(1,000)	-	-	27,425	7,675	(2,012)	-	12/16
Grupo Luxiona, S.L	Other investees with their own business	Barcelona	-	20.00	2,561	(2,561)	(2,853)	-	58,637	10,835	(10,835)	-	09/17
HI Partners Starwood Capital Holdco Value Added, S.L.U.	Real Estate Development	Barcelona	-	30.00	127	11	-	-	165	117	-	-	12/16
Hydrophytic, S.L	Real Estate	Álava	-	50.00	186	111	13	-	450	93	55	7	09/17
Murcia Emprende, S.C.R. De R.S., S.A	Other regulates companies	Murcia	28.70	-	6,800	(2,020)	(631)	-	4,175	2,026	(17)	(165)	09/17
Nueva Pescanova, S.L	Wholesale trade	Pontevedra	23.76	-	147,614	(12,214)	(11,819)	-	987,107	-	-	-	10/17
Parque Eólico Los Ausines, S.L	Alternative energy production	León	-	50.00	4,465	(728)	2,631	-	45,354	2,282	(303)	1,316	12/17
Plaxic Estelar, S.L	Real Estate	Barcelona	-	45.01	3	115	(118)	-	31,994	2,845	(6,918)	(53)	10/17
Ribera Salud, S.A	Services	Valencia	-	50.00	9,518	80,482	4,085	-	416,311	30,203	14,797	2,043	12/17
Sabadell Bs Select Fund Of Hedge Funds Sicav (Luxembourg)	Other investees	Luxembourg	47.24	-	37,738	6,896	(70)	-	44,715	16,400	3,052	-	11/17
Sbd Creixent, S.A	Real Estate	Barcelona	23.05	-	5,965	229	(159)	-	16,388	3,524	(1,938)	(37)	09/17
Sociedad De Cartera Del Vallés, S.I.C.A.V., S.A	Other associated	Barcelona	47.75	-	4,818	4,517	417	-	5,413	422	1,935	202	12/17
Societat D'Inversió Dels Enginyers, S.L	SPE	Barcelona	-	35.78	2,555	(792)	102	-	1,873	915	(163)	37	09/17
<b>Total</b>								<b>174,140</b>	<b>243,632</b>	<b>(13,633)</b>	<b>308,317</b>		

Balance sheet date includes last available date.

(\*) Companies consolidated by the equity method as the Group cannot take part in their management.

(a) Companies outside Spain have been translated to euros applying historical exchange rate and the average exchange rate for profit/(loss) during the year.

(b) Results pending for approval at the General Meeting of Shareholders.

(c) Includes supplementary dividends from the previous year and dividends on account paid to the Group.

The balance of total ordinary income from associates consolidated by the equity method which considered individually is not material amounted to €1,776,022 thousand at 31 December 2017. The liabilities balance at the end of 2017 totalled €1,795,729 thousand. See the key figures at 2017 year-end for BanSabadell Vida in Note 14.



## Changes in the Group's scope of consolidation in 2017

### Associates and subsidiaries consolidated for the first time:

Thousand euro

Name of entity (or line of business) acquired or merged	Category	Effective date of the transaction	Cost of combination		% Voting rights acquired	% Total voting rights	Type of shareholding	Method	Reason
			Cost of acquisition	Fair value of equity instruments issued for the acquisition					
Aurica Coinvestments S.L.	Subsidiary	3/17/2017	52,972	0.00	82.48%	82.48%	Indirect	Full consolidation	a
Xunqueira Eolica, S.L.	Subsidiary	3/31/2017	400	0.00	98.55%	98.55%	Indirect	Full consolidation	b
Vitigudina Fv, S.L.	Subsidiary	3/31/2017	-	0.00	100.00%	100.00%	Indirect	Full consolidation	b
Orión Energía 1 - Orion Energía 30, S.L.	Subsidiary	3/31/2017	-	0.00	100.00%	100.00%	Indirect	Full consolidation	b
Flex Equipos De Descanso, S.A.	Associate	4/30/2017	50,930	0.00	19.16%	19.16%	Indirect	Equity method	c
Sabadell Innovation Cells, S.L.U.	Subsidiary	4/30/2017	3	0.00	100.00%	100.00%	Direct	Full consolidation	a
IFA Beach Hotel, S.A.U.	Subsidiary	6/30/2017	-	0.00	100.00%	100.00%	Indirect	Full consolidation	b
IFA Continental Hotel, S.A.U.	Subsidiary	6/30/2017	-	0.00	100.00%	100.00%	Indirect	Full consolidation	b
IFA Hotel Dunamar, S.A.U.	Subsidiary	6/30/2017	-	0.00	100.00%	100.00%	Indirect	Full consolidation	b
Tropical Partners, S.L.	Associate	6/30/2017	-	0.00	49.99%	49.99%	Indirect	Equity method	c
Parque Eólico Tahuna, S.L.U.	Subsidiary	7/31/2017	-	0.00	100.00%	100.00%	Direct	Full consolidation	b
Parque Eólico Zorreras, S.L.U.	Subsidiary	7/31/2017	-	0.00	100.00%	100.00%	Direct	Full consolidation	b
Sinia Capital S.A. De C.V.	Subsidiary	7/31/2017	17,753	0.00	99.99%	99.99%	Direct	Full consolidation	a
Sabadell Innovation Capital, S.L.U.	Subsidiary	7/31/2017	1,000	0.00	100.00%	100.00%	Indirect	Full consolidation	a
Ripollet Gestión, S.L.U.	Subsidiary	8/31/2017	20	0.00	100.00%	100.00%	Direct	Full consolidation	a
Notario Alemany 26 Properties, S.L.	Subsidiary	9/21/2017	-	0.00	100.00%	100.00%	Indirect	Full consolidation	b
Hotel Notario Alemany 26, S.L.	Subsidiary	9/21/2017	-	0.00	100.00%	100.00%	Indirect	Full consolidation	b
Atrian Bakers, S.L.	Associate	12/28/2017	2,000	0.00	22.41%	22.41%	Indirect	Equity method	c
Aurica III, Fondo De Capital Riesgo	Associate	12/31/2017	16,940	0.00	-	48.15%	Indirect	Equity method	d
Aurica IIIB, Soc. De Capital Riesgo, S.A	Associate	12/31/2017	9,465	0.00	-	41.67%	Indirect	Equity method	d
<b>Total newly consolidated subsidiaries</b>			<b>72,148</b>						
<b>Total newly consolidated associates</b>			<b>79,335</b>						

(a) Incorporation of subsidiaries.

(b) Acquisition of subsidiaries.

(c) Acquisition of associates.

(d) Additions due to change in method of consolidation.

## Associates and subsidiaries no longer consolidated:

Thousand euro

Name of entity (or line of business) sold, spun off or otherwise disposed of	Category	Effective date of the transaction	% Voting rights disposed of	% Total voting rights following disposal	Profit/(loss) generated	Type of shareholding	Method	Reason
Empire Properties Spain, S.L.	Subsidiary	3/31/2017	100.00%	-	(127)	Direct	Full consolidated	a
Eólica De Cuesta Roya, S.L.	Subsidiary	3/31/2017	50.97%	-	(2)	Direct	Full consolidated	b
Exel Broker De Seguros, S.A.	Subsidiary	5/31/2017	100.00%	-	3,010	Direct	Full consolidated	a
Puerto De Tamaru, Aie	Subsidiary	1/31/2017	100.00%	10.00%	-	Direct	Full consolidated	a
Serveis D'Assessorament Bsa, S.A.U.	Subsidiary	2/28/2017	50.97%	-	-	Indirect	Full consolidated	d
Diana Capital, S.G.E.C.R., S.A.	Associate	6/30/2017	-	20.66%	-	Direct	Equity method	e
Gesta Aparcamientos, S.L.	Associate	6/30/2017	-	40.00%	-	Indirect	Equity method	e
Guisain, S.L.	Associate	6/30/2017	-	40.00%	-	Indirect	Equity method	e
Mediterráneo Vida, S.A.U. De Seguros Y Reaseguros	Subsidiary	6/30/2017	100.00%	-	16,634	Indirect	Full consolidated	c
Parque Tecnológico Fuente Álamo, S.A.	Associate	6/30/2017	-	22.54%	-	Direct	Equity method	e
Planificació Tgn2004, S.L. En Liquidación	Associate	6/30/2017	-	25.00%	-	Indirect	Equity method	e
Tremon Maroc Mediterraneo Services Immobiliers, S.A.R.L.	Associate	6/30/2017	-	40.00%	-	Indirect	Equity method	e
Visualmark Internacional, S.L.	Associate	6/30/2017	-	20.00%	-	Indirect	Equity method	e
Alfonso XII, 16 Inversiones, S.L.	Subsidiary	7/12/2017	100.00%	-	(28)	Indirect	Full consolidated	b
Sabadell United Bank, N.A.	Subsidiary	7/31/2017	100.00%	-	369,818	Direct	Full consolidated	a
Galeban Control y Asesoramiento, S.L.U.	Subsidiary	10/1/2017	100.00%	-	12	Direct	Full consolidated	c
Ac Dos Malaga S.L.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidated	a
Acteón Siglo XXI, S.A.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidated	a
Aviación Regional Cantabria, A.I.E.	Associate	12/15/2017	26.42%	-	(5)	Direct	Equity method	b
Aviones Alfabra Crj-900, A.I.E.	Associate	12/15/2017	25.00%	-	(2)	Direct	Equity method	b
Aviones Gabriel Crj-900, A.I.E.	Associate	12/15/2017	25.00%	-	(2)	Direct	Equity method	b
<b>Subtotal</b>					<b>389,308</b>			

(a) Subsidiaries no longer included in the scope of consolidation due to the sale of the equity interest held. The total net cash flow arising from this removal of subsidiaries amounts to €1,100,869 thousand. See cash flow statement.

(b) Disposals from the scope due to dissolution and/or liquidation.

(c) Removal from scope of consolidation of subsidiaries classified as non-current assets held for sale.

(d) Disposals due to merger.

(e) Removals due to a loss of significant influence.

Thousand euro

Name of entity (or line of business) sold, spun off or otherwise disposed of	Category	Effective date of the transaction	% Voting rights disposed of	% Total voting rights following disposal	Profit/(loss) generated	Type of shareholding	Method	Reason
Aviones Gorgos Crj-900, A.I.E.	Associate	12/15/2017	25.00%	-	(1)	Direct	Equity	b
Aviones Sella Crj-900, A.I.E.	Associate	12/15/2017	25.00%	-	-	Direct	Equity	b
Bansabadell Holding, S.L.U.	Subsidiary	12/31/2017	100.00%	-	-	Direct	Full consolidation	b
Creativ Hotel Catarina, Sa	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Hi Partners Holdco Value Added, S.A.U.	Subsidiary	12/22/2017	100.00%	-	50,655	Indirect	Full consolidation	a
Hotel Atocha 49, S.L.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Hotel Avenida Rhode 28, S.L.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Hotel Carretera N 632, S.L.U.	Subsidiary	12/20/2017	100.00%	-	-	Indirect	Full consolidation	a
Hotel Héroe De Sostoa 17, S.L.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Hotel Jardín Tropical, Slu	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Hotel Notario Alemany 26, S.L.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Hotel Paseo Marítimo 80, S.L.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Hotel Sa Torre Mallorca, S.L.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Ifa Beach Hotel, S.A.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Ifa Continental Hotel, S.A.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Ifa Hotel Dunamar, S.A.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Notario Alemany 26 Properties, S.L.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Tropical Partners, S.L.	Associate	12/31/2017	49.99%	-	-	Indirect	Equity	a
Viacarla Inversiones, S.A.U.	Subsidiary	12/27/2017	100.00%	-	(4,483)	Indirect	Full consolidation	a
Xeresa Golf, Sa	Subsidiary	12/31/2017	80.00%	-	-	Indirect	Full consolidation	a
Hotel Malaga Palacio S.A.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Aurica III, Fondo De Capital Riesgo	Subsidiary	12/31/2017	-	48.15%	-	Indirect	Full consolidation	f
Aurica IIIB, Soc. De Capital Riesgo, S.A	Subsidiary	12/31/2017	-	41.67%	-	Indirect	Full consolidation	f
Otros					(767)			
<b>Total</b>					<b>434,712</b>			

(a) Subsidiaries no longer included in the scope of consolidation due to the sale of the equity interest held. The total net cash flow arising from this removal of subsidiaries amounts to €1,100,869 thousand. See cash flow statement.

(b) Disposals from the scope due to dissolution and/or liquidation.

(c) Removal from scope of consolidation of subsidiaries classified as non-current assets held for sale.

(d) Disposals due to merger.

(e) Removals due to a loss of significant influence.

(f) Removals due to change in method of consolidation.



**Banco Sabadell Group companies at 31 December 2016 consolidated by the full consolidation method**

Thousand euro

Company name	Line of business	Registered office	Consolidated		Company data (a)					Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	
			Shareholding		Consolidated taxation	Capital	Reserves	Profit/(loss) (b)	Dividends paid (c)					Total assets
			Direct	Indirect										
AC Dos Lerida, S.L.U.	Real Estate Development	Barcelona	-	100.00		2,793	(3,292)	3,083	-	2,706	2,290	-	-	12/16
AC Dos Malaga S.L.U.	Real Estate Development	Pozuelo de Alarcón	-	100.00		2,404	(9,766)	(943)	-	11,024	22,985	-	-	12/16
Acteon siglo XXI, S.A.	Real Estate Development	Barcelona	-	100.00	No	13,130	(16,723)	15,210	-	13,325	11,030	-	-	12/16
Alfonso XII, 16 Inversiones, S.L.	Real Estate	Sant Cugat del Vallès	-	100.00	No	11,400	(25,005)	116	-	6,389	15,939	(16,185)	226	12/16
Arrendamiento De Bienes Inmobiliarios Del Mediterráneo, S.L.	Real Estate	Alicante	100.00	-	Si	100	10,943	(769)	-	10,306	20,038	(9,219)	96	12/16
Assurances Segur Vida, S.A.U.	Other regulates companies	Andorra	-	50.97	No	602	311	68	-	35,843	602	159	34	12/16
Aurica Capital Desarrollo, S.G.E.I.C., S.A. Unipersonal	UCITS	Barcelona	100.00	-	Si	3,601	92	84	-	4,245	4,445	(753)	84	12/16
Aurica III, Fondo de Capital Riesgo	Other regulates companies	Barcelona	-	61.31	No	3,329	-	(578)	-	2,757	2,041	-	(354)	12/16
Aurica IIIB, Soc. de Capital Riesgo, S.A.	Other regulates companies	Barcelona	-	63.00	No	1,200	(2)	(229)	-	974	756	(1)	(144)	12/16
Aurica Xxi, S.C.R. De R.S., S.A.U.	Other regulates companies	Barcelona	100.00	-	Si	14,200	30,768	(3,367)	-	42,082	17,492	37,122	(3,367)	12/16
Banco Atlantico (Bahamas) Bank & Trust Ltd.	Credit Institution	Bahamas	99.99	0.01	No	1,098	1,197	(29)	-	3,542	2,439	848	(137)	06/15
Banco De Sabadell, S.A.	Credit Institution	Sabadell	-	-	Si	702,019	11,662,454	380,557	-	166,590,720	-	9,533,480	566,772	12/16
Banco Sabadell, S.A., Institución De Banca Múltiple	Credit Institution	México	99.99	0.01	No	93,549	(17,740)	(13,131)	-	342,006	91,554	(6,202)	(13,244)	12/16
Bancsabadell d'Andorra, S.A.	Credit Institution	Andorra	50.97	-	No	30,069	39,244	8,491	1,339	703,222	15,326	20,075	4,046	12/16
Sabadell Strategic Consulting, S.L.U. (1)	Other investees with their own business	Sant Cugat del Vallès	100.00	-	Si	3	252	142	-	934	3	252	142	12/16
Bansabadell Factura, S.L.U.	Other investees with their own business	Sant Cugat del Vallès	100.00	-	Si	100	(2,721)	252	-	1,290	299	(2,912)	244	12/16
Bansabadell Financiación, E.F.C., S.A.	Credit Institution	Sabadell	100.00	-	Si	24,040	27,372	1,611	-	688,405	24,040	27,372	1,611	12/16
Bansabadell Holding, S.L.U.	SPE	Sant Cugat del Vallès	100.00	-	Si	330,340	(435,133)	(68,073)	-	168,186	239,544	(375,946)	(68,073)	12/16
Bansabadell Inversió Desenvolupament, S.A.U.	SPE	Barcelona	100.00	-	Si	16,975	117,972	4,805	-	198,561	108,690	26,649	14,052	12/16
Sabadell Asset Management, S.A., S.G.I.I.C.(2)	Other regulates companies	Sant Cugat del Vallès	100.00	-	Si	601	148,545	36,858	-	260,742	607	148,539	25,774	12/16
Bansabadell Mediación, Operador De Banca-Seguros Vinculado Del Grupo Banco Sabadell, S.A.	Other regulates companies	Barcelona	-	100.00	Si	301	11,973	30,761	24,217	78,195	524	10,323	30,761	12/16
Bansabadell Renting, S.L.U.	Other investees with their own business	Sant Cugat del Vallès	100.00	-	Si	2,000	18,878	12,043	-	414,882	3,861	17,747	12,043	12/16
Bansabadell Securities Services, S.L.U.	Other investees with their own business	Sabadell	100.00	-	Si	2,500	24,326	7,700	-	38,677	2,500	24,000	7,700	12/16
Bitarte, S.A.	Other investees with their own business	San Sebastián	99.99	0.01	No	6,506	3,267	(633)	-	9,289	9,272	(3,463)	(633)	12/16
Bstartup 10, S.L.U.	SPE	Barcelona	-	100.00	Si	1,000	(1,090)	(428)	-	1,595	1,000	(1,744)	(605)	12/16
SABADELL INFORMATION SYSTEMS, S.A. (3)	Other investees with their own business	Sabadell	81.00	-	Si	240	62,906	14,028	-	839,145	3,687	40,251	25,821	12/16
Business Services For Operational Support, S.A.U.	Services	Sant Cugat del Vallès	80.00	-	Si	530	2,161	4,580	-	29,009	3,259	2,137	3,664	12/16
Cam Global Finance, S.A.U.	Other regulates companies	Alicante	100.00	-	Si	61	79	58	-	100,922	2,059	67	58	12/16
<b>Subtotal</b>									<b>25,556</b>	<b>606,282</b>	<b>9,472,596</b>	<b>606,571</b>		

**Banco Sabadell Group companies at 31 December 2016 consolidated by the full consolidation method**

Thousand euro

Company name	Line of business	Registered office	% Shareholding		Consolidated taxation	Company data (a)				Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	
						Capital	Reserves	Profit/loss (b)	Dividends paid (c)					Total assets
Cam International Issues, S.A.U.	Other regulates companies	Alicante	100.00	-	Si	61	337	34	98	66,560	114,079	(42,413)	(7,433)	12/16
Caminsa Urbanismo, S.A.U.	Real Estate	Alicante	-	100.00	Si	2,000	(1,606)	(52)	-	1,368	800	(233)	(21)	12/16
Cape Holdings No.1 Limited	Fund	Londres	-	100.00	No	1	-	-	-	1	1	-	-	12/16
Compañía De Cogeneración Del Caribe Dominicana, S.A	Services	República Dominicana	-	100.00	No	5,016	(4,226)	-	-	809	-	18	-	12/16
Creativ Hotel Catarina, SA	Real Estate Development	Barcelona	-	100.00	No	1,232	2,993	1,401	-	11,211	42,400	-	-	12/16
Desarrollos Y Participaciones Inmobiliarias 2006, S.L.U.	Real Estate	Alicante	-	100.00	No	1,942	(86,364)	(3,233)	-	59	13,085	(62,556)	(14,898)	12/16
Duncan 2016 -1 Holdings Limited	Holding	Londres	-	100.00	No	1	-	-	-	1	1	-	-	12/16
Duncan de Inversiones SICAV, S.A	Collective investment undertakings, Funds and similar financial companies	Barcelona	87.35	-	No	7,842	1,177	(46)	-	2,791	2,560	(85)	(41)	12/16
Duncan Holdings 2015-1 Limited	Fund	Londres	-	100.00	No	1	-	-	-	1	1	-	-	12/16
Ederra, S.A	Real Estate	San Sebastián	97.85	-	No	2,036	24,257	7,206	-	34,079	36,062	(10,335)	7,051	12/16
Empire Properties Spain, S.L	Real Estate	Sant Cugat del Vallés	60.54	39.46	Si	4,963	44,643	306	-	50,667	49,607	(1)	306	12/16
Eólica De Cuesta Roya, S.L	Services	Zaragoza	50.97	-	No	3	(15)	-	-	2	2	-	-	11/15
Europa Invest, S.A.	Other regulates companies	Luxemburgo	22.00	78.00	No	125	392	97	-	708	336	180	97	12/16
Europea Pali Mall Ltd.	Real Estate	Londres	100.00	-	No	20,843	(4,063)	82	-	17,103	20,843	(1,885)	(3,846)	12/16
Exel Broker Seguros, S.A	Other regulates companies	San Sebastián	99.40	0.60	No	100	748	1,494	1,230	4,976	3,940	(1,192)	1,494	12/16
Fonomed Gestión Telefónica Mediterráneo, S.A	Other investees with their own business	Alicante	99.97	0.03	Si	180	285	115	-	817	240	228	115	12/16
Gala Dornus, S.A.	Real Estate	A Coruña	-	100.00	No	4,000	(29,131)	(2,636)	-	1,340	2,000	(20,078)	(2,624)	12/16
Galeban 21 Comercial, S.L.U	SPE	A Coruña	100.00	-	Si	10,000	(4,256)	(32)	-	5,712	14,477	(8,730)	(32)	12/16
Galeban Control Y Asesoramiento, S.L.U	Services	A Coruña	100.00	-	Si	8	27	(20)	-	15	80	-	-	12/16
Gazteluberri S.L	Real Estate	San Sebastián	-	100.00	No	53	(18,476)	(2,289)	-	8,752	23,891	(60,126)	(2,289)	12/16
Gest 21 Inmobiliaria, S.L.U	SPE	Sant Cugat del Vallés	100.00	-	Si	7,810	(321)	342	-	7,857	80,516	(68,474)	340	12/16
Gestión de Proyectos Urbanísticos Del Mediterráneo, S.L	Real Estate	Sant Cugat del Vallés	-	100.00	Si	33,850	(27,134)	(4,174)	-	10,426	32,832	(14,153)	1,835	12/16
Gestión Financiera del Mediterráneo, S.A.U	SPE	Alicante	100.00	-	Si	13,000	119,270	24,647	27,614	157,037	352,584	45,376	322	12/16
Guipuzcoano Promoción Empresarial, S.L	SPE	San Sebastián	-	100.00	No	53	(76,486)	(769)	-	6,480	7,160	(101,430)	(441)	12/16
Guipuzcoano Valores, S.A	Real Estate	San Sebastián	99.99	0.01	No	4,514	2,706	118	-	7,416	10,833	(3,608)	114	12/16
Hi Partners Holdco Gestión Activa, S.L.U	Real Estate	Barcelona	-	100.00	Si	11,070	(220)	1	-	37,382	9,398	-	-	12/16
Hi Partners Holdco Value Added, S.L.U	Real Estate	Barcelona	-	100.00	Si	17,014	(86)	836	-	287,492	6,506	-	-	12/16
Hip Francia 184, S.L.U.	Real Estate	Barcelona	-	100.00	Si	3	(2)	(83)	-	83	3	-	-	12/16
Hobalear, S.A.U.	Real Estate	Barcelona	-	100.00	Si	60	854	18	-	756	414	654	18	12/16
Hondarriberri, S.L	SPE	San Sebastián	99.99	0.01	No	41	(3,613)	(9,853)	-	58,570	110,169	(49,869)	(71)	12/16
Hotel Atocha 49, S.L.U.	Real Estate	Barcelona	-	100.00	Si	6,500	(24)	(32)	-	8,963	6,500	-	-	12/16
Hotel Autovia del Mediterraneo 165, S.L.U	Real Estate Development	Barcelona	-	100.00	Si	3	(1)	(11)	-	57	3	-	-	12/16
Hotel Avenida Rhode 28, S.L.U	Real Estate Development	Barcelona	-	100.00	Si	3	(1)	(12)	-	62	3	-	-	12/16
Hotel Calle de Los Molinos 10, S.L.U	Real Estate Development	Barcelona	-	100.00	Si	2,077	(1)	(241)	-	2,409	3	-	-	12/16
Hotel Calle Mayor 34, S.L.U	Real Estate Development	Barcelona	-	100.00	Si	3	(1)	(18)	-	109	3	-	-	12/16
Hotel Carretera de Tauli, S.L.U	Real Estate Development	Barcelona	-	100.00	Si	3	(1)	(9)	-	6	3	-	-	12/16
Hotel Carretera N 632, S.L.U	Real Estate	Barcelona	-	100.00	Si	3	-	(195)	-	4,230	3	-	-	12/16
Hotel Cavall del Mar 25, S.L.U	Real Estate Development	Barcelona	-	100.00	Si	3	(1)	(12)	-	10,946	3	-	-	12/16
<b>Subtotal</b>									<b>28,942</b>	<b>941,341</b>	<b>(398,712)</b>	<b>(20,004)</b>		



**Banco Sabadell Group companies at 31 December 2016 consolidated by the full consolidation method**

Thousand euro														
Company name	Line of business	Registered office	% Shareholding		Consolidated taxation	Company data (a)				Group Investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated sheet date profit/(loss)	Balance sheet date	
						Capital	Reserves	Profit/(loss) (b)	Dividends paid (c)					Total assets
			Direct	Indirect										
Hotel Héroe de Sostoa 17, S.L.U.	Real estate	Barcelona	-	100.00	Si	10,511	(98)	220	-	11,809	3	-	12/16	
Hotel Investment Partners S.L. (5)	Real estate	Barcelona	100.00	-	Si	69,145	51,206	(1,238)	-	464,016	117,308	(2,872)	396	12/16
Hotel Jardín Tropical, SL	Real estate development	Barcelona	-	100.00	No	8,288	2,169	4,411	-	32,931	71,500	-	-	12/16
Hotel Malaga Palacio S.A.U.	Real estate development	Malaga	-	100.00	-	3,140	(777)	1,708	-	7,093	-	-	-	12/16
Hotel Maria Tarrida 6, S.L.U.	Real estate development	Barcelona	-	100.00	Si	8,996	(1)	19	-	9,188	8,996	-	-	12/16
Hotel Mirador Del Valle, S.L.U.	Real estate	Barcelona	-	100.00	Si	3	(16)	(273)	-	(14)	3	-	-	12/16
Hotel Paseo Marítimo 80, S.L.U.	Real estate	Barcelona	-	100.00	Si	3	-	(65)	-	27,400	3	-	-	12/16
Hotel Sa Torre Mallorca, S.L.	Real estate development	Barcelona	-	100.00	No	76	(7,649)	22,683	-	16,125	13,519	-	-	12/16
Hotel Value Added Primera, S.L.U.	Real estate development	Barcelona	-	100.00	Si	3	-	(92)	-	21,624	3	-	-	12/16
Interstate Property Holdings, Llc.	SPE	Miami	100.00	-	No	7,293	(11,965)	4,175	-	14,507	3,804	(11,855)	546	12/16
Inverán Gestión, S.L.	Real estate	Sant Cugat del Vallés	44.83	55.17	Si	45,090	(55,173)	(660)	-	24,876	45,090	(34,504)	(660)	12/16
Inversiones Cotizadas del Mediterráneo, S.L.	SPE	Alicante	100.00	-	Si	308,000	171,076	7,159	-	488,358	589,523	(94,647)	(4,422)	12/16
Inversiones en Resorts Mediterráneos, S.L. en liquidación	Real estate	Murcia	-	55.06	No	299,090	(302,156)	-	-	881	175,124	-	-	12/16
Malbrouck, S I C.A.V.	Collective investment undertakings, Funds and similar financial institutions	Madrid	99.99	-	No	14,554	-	(408)	-	16,703	16,679	-	-	12/16
Manston Invest, S.L.U.	Real estate	Sant Cugat del Vallés	100.00	-	Si	33,357	(4,689)	(4,946)	-	24,001	33,357	(8,147)	(3,518)	12/16
Mariñamendi, S.L.	Real estate	Sant Cugat del Vallés	-	100.00	Si	55,013	(90,911)	(6,151)	-	100,122	55,013	(93,495)	421	12/16
Mediterráneo Sabadell, S.L.	SPE	Alicante	60.00	60.00	Si	85,000	113,998	8,668	312	207,746	632,713	(628,079)	179	12/16
Mediterráneo Vida, S.A.U. de Seguros Y Reaseguros	Other regulated companies	Alicante	-	100.00	Si	102,044	174,958	27,246	8,489	2,521,494	127,827	6,250	27,246	12/16
Mercurio Alicante Sociedad de Arrendamientos 1, S.L.	Real estate	Alicante	97.26	-	No	795	(474)	(8)	-	7,655	973	(366)	191	12/16
Parque Eólico Jaufit, S.L.U.	Wind energy	Madrid	100.00	-	No	163	(2,936)	651	-	6,504	163	-	-	12/16
Parque Eólico Las Lomas De Lecrín, S.L.U.	Wind energy	Madrid	100.00	-	No	83	(1,038)	304	-	3,739	83	-	-	12/16
Parque Eólico Lecrín, S.L.U.	Wind energy	Granada	100.00	-	No	4,003	(8,920)	(5,691)	-	16,819	4,003	-	-	12/16
Parque Eólico Lomas De Manteca, S.L.U.	Wind energy	Madrid	100.00	-	No	163	(1,762)	1,565	-	7,803	163	-	-	12/16
Placements Immobiliers France, S.A.S.	Real estate	Paris	-	100.00	No	30,002	76,677	10	-	106,593	101,343	1,711	(65)	12/16
Puerto de Tamarit, AIE	Services	Santa Cruz de Tenerife	99.90	0.10	No	1	-	-	-	-	1	-	-	12/16
Rubi Gestión, S.L.U.	Other financial services	Barcelona	100.00	-	Si	3	-	1,915	-	78,130	3	-	1,915	12/16
Sabadell Brasil Trade Services - Assessoria Comercial Ltda	Credit institution	Sao Paulo	99.99	0.01	No	905	(795)	-	-	136	250	(164)	531	12/16
Sabadell Capital S.A.De C.V. Sofom E.N.R.	Credit institution	Mexico	97.50	2.50	No	284,660	(39,652)	18,828	-	1,419,245	277,016	3,219	18,992	12/16
Sabadell Consumer Finance, E.F.C., S.A.U.	Credit institution	Sant Cugat del Vallés	100.00	-	Si	35,720	38,972	17,933	-	879,962	72,232	7,456	17,860	12/16
Sabadell Corporate Finance, S.L.	Other investees with their own business	Madrid	100.00	-	Si	70	1,510	892	381	3,199	9,373	67	892	12/16
Sabadell d'Andorra Inversions Sgoic, S.A.U.	Other regulated companies	Andorra	-	50.97	No	300	892	256	-	2,138	300	455	131	12/16
Sabadell Information Systems Limited	Provision of technology services	London	100.00	-	No	332	27	(185)	-	713	332	-	(185)	12/16
<b>Subtotal</b>									<b>9,182</b>	<b>2,366,700</b>	<b>(754,971)</b>	<b>60,450</b>		

**Banco Sabadell Group companies at 31 December 2016 consolidated by the full consolidation method**

Thousand euro

Company name	Line of business	Registered office	% Shareholding		Consolidated taxation	Company data (a)					Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	
						Capital		Reserves	Profit/(loss) (b)	Dividends paid (c)					Total assets
						Direct	Indirect								
Sabadell Patrimonio Inmobiliario, S.A.U.	Real estate	Sant Cugat del Vallès	100.00	-	No	30,116	843,327	19,636	-	980,768	939,334	(62,191)	19,636	12/16	
Sabadell Real Estate Activos, S.A.U.	Real estate	Sant Cugat del Vallès	100.00	-	Yes	100,060	283,564	(25,608)	-	360,179	500,622	(116,997)	(21,019)	12/16	
Sabadell Real Estate Development, S.L.U.	Real estate	Sant Cugat del Vallès	100.00	-	Yes	15,807	(740,256)	(527,637)	-	4,838,543	2,147,442	(2,834,744)	(310,468)	12/16	
Sabadell Real Estate Housing,	Real estate	Sant Cugat del Vallès	100.00	-	Yes	2,073	(1,281)	1,806	-	37,617	14,292	(13,500)	1,806	12/16	
Sabadell Securities Usa, Inc.	Other investees with their own business	Miami	100.00	-	No	551	2,269	468	-	3,680	551	1,672	475	12/16	
Sabadell Solbank Sociedad de Gestión de Activos Adjudicados, S.A.U.	Real estate	Sant Cugat del Vallès	100.00	-	Yes	60	2,394	64	-	2,553	3,074	(619)	64	12/16	
Sabadell United Bank, N.A.	Credit institution	Miami	100.00	-	No	3,003	536,619	43,888	-	5,490,936	371,241	103,301	50,165	12/16	
Sabadell Venture Capital, S.L.U.	Holding company	Barcelona	-	100.00	No	3	(2)	(149)	-	3,871	3	(2)	(149)	12/16	
Serveis d'Assessorament Bna, S.A.U.	Other investees with their own business	Andorra	-	50.97	No	60	48	3	-	239	60	24	2	12/16	
Sinia Renovables, S.A.U. (4)	Other regulated companies	Barcelona	100.00	-	Yes	15,000	(13,834)	(536)	-	15,861	15,000	(9,743)	(733)	12/16	
Solvía Gestora de Vivienda Social, S.L.U.	Real estate	Alicante	-	100.00	Yes	3	481	1,506	-	4,396	3	709	1,279	12/16	
Solvía Pacific, S.A. De C.V.	Real estate	Mexico	-	100.00	No	28,947	(14,927)	(1,418)	-	13,020	29,164	(10,312)	(1,418)	12/16	
Solvía Servicios Inmobiliarios, S.L.U.	Real estate	Alicante	100.00	-	Yes	660	15,493	36,890	-	138,874	5,023	14,849	41,688	12/16	
Stonington Spain, S.L.U.	Real estate	Sant Cugat del Vallès	100.00	-	Yes	60,729	549	(6,882)	-	54,702	60,729	(7,814)	(4,752)	12/16	
Tasaciones de Bienes Mediterráneo, S.A. (En Liquidación)	Other investees with their own business	Alicante	99.88	0.12	Yes	1,000	2,047	(667)	-	2,388	5,266	152	(667)	12/16	
Tenedora de Inversiones Y Participaciones, S.L.	SPE	Alicante	100.00	-	Yes	296,092	(106,921)	(219,514)	-	2,295,111	2,564,914	(1,748,323)	39,345	12/16	
Tierras Vega Alta Del Segura, S.L.	Real estate	Sant Cugat del Vallès	-	100.00	Yes	4,550	(14,286)	(836)	-	15,568	16,823	(21,567)	1,741	12/16	
Tratamientos Y Aplicaciones, S.L.U. En Liquidación	Services	Alicante	100.00	-	Yes	3,003	(354)	-	-	2,656	4,654	2,285	-	12/16	
TSB Bank Plc	Credit institution	Edinburgh	-	100.00	No	92,796	1,723,948	156,944	-	50,246,247	1,856,372	-	-	12/16	
TSB Banking Group Plc	Holding company	London	100.00	-	No	5,840	708,749	(122)	-	2,308,833	2,214,865	119,995	176,256	12/16	
TSB Coverd Bonds Holdings Limited	Holding company	London	-	100.00	No	1	-	-	-	1	1	-	-	12/16	
TSB Scotland (Investment) Nominees Limited	Other regulated companies	Scotland	-	100.00	NO	1	-	-	-	1	1	-	-	12/16	
TSB Scotland Nominees Limited	Other regulated companies	Scotland	-	100.00	NO	1	-	-	-	1	1	-	-	12/16	
Urquijo Gestión, S.A.U., S.G.I.I.C.	Other regulated companies	Madrid	-	100.00	Yes	3,606	10,938	3,461	-	24,178	5,286	9,668	1,965	12/16	
Urumea Gestión, S.L.	Other investees with their own business	San Sebastian	-	100.00	No	9	(2)	(3)	-	5	9	(9)	(3)	12/16	
VeA Rental Homes SOCIMI, S.A.	Independent lease of real estate assets	Sant Cugat del Vallès	100.00	-	No	5,000	(3)	-	-	5,001	5,000	(3)	-	12/16	
Verum Inmobiliaria Urbanismo Y Promocion, S.A.	Real estate	Sant Cugat del Vallès	-	97.20	Yes	12,000	(38,609)	(4,562)	-	17,176	11,664	(30,116)	(4,562)	12/16	
Viacaria Inversiones, S.A.	Services	Madrid	-	100.00	No	7,250	(8,381)	2,023	-	10,429	402	-	-	12/16	
Xeresa Golf, SA	Real estate development	Alicante	-	80.00	No	4,531	36,511	(11,447)	-	63,057	24,300	-	-	12/16	
<b>Total</b>									<b>63,680</b>	<b>14,700,419</b>	<b>3,715,628</b>	<b>637,668</b>			

(1) Formerly BanSabadell Consulting, S.L.U.

(2) Formerly Bansabadell Inversión, S.A.U., S.G.I.I.C.

(3) Formerly Business Services For Information Systems, S.A.

(4) Formerly Sinia Renovables, S.C.R. De R.S., S.A.U.

(5) Formerly Hotel Investment Partnership, S.L.

**Banco Sabadell Group companies at 31 December 2016 consolidated by the equity method (\*)**

Thousand euro

Company name	Line of business	Registered office	% Shareholding		Company data (a)					Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date
					Capital	Reserves	Profit/(loss) (b)	Dividends paid (c)	Total assets				
			Direct	Indirect									
Aviación Regional Cantabria, A.I.E.	Services	Madrid	26.42	-	16,918	2,527	10,388	2,352	-	4,472	(1,118)	4,528	12/16
Aviones Alfambra CRJ-900, A.I.E.	Services	Madrid	25.00	-	1	4,132	423	-	12,225	1,060	(269)	402	10/16
Aviones Cabriel CRJ-900, A.I.E.	Services	Madrid	25.00	-	1	4,158	421	-	-	1,060	(269)	401	10/16
Aviones Gorgos CRJ-900, A.I.E.	Services	Madrid	25.00	-	1	4,175	416	-	12,130	1,060	(270)	399	10/16
Aviones Seila CRJ-900, A.I.E.	Services	Madrid	25.00	-	1	4,190	417	-	12,083	1,060	(270)	398	10/16
Bansabadell Pensiones, E.G.F.P., S.A.	Other regulated companies	Sant Cugat del Vallés	50.00	-	7,813	59,497	(16,098)	2,908	57,722	40,378	(6,441)	(8,049)	12/16
Bansabadell Seguros Generales, S.A. De Seguros Y Reaseguros	Other regulated companies	Sant Cugat del Vallés	50.00	-	10,000	66,941	13,060	9,750	203,641	45,000	(6,353)	6,072	12/16
Bansabadell Vida, S.A. De Seguros Y Reaseguros	Other regulated companies	Sant Cugat del Vallés	50.00	-	43,858	328,318	104,548	-	9,396,948	27,106	125,723	53,577	12/16
Diana Capital, S.G.E.C.R., S.A.	Other regulated companies	Madrid	20.66	-	606	3,012	(29)	-	4,296	521	173	(167)	10/16
Emte Renovables, S.L.	SPE	Barcelona	-	62.11	7,050	(632)	(8)	-	-	4,379	(4,379)	-	11/15
Esus Energía Renovable, S.L.	Services	Vigo	-	45.00	50	(295)	(8)	-	-	23	(23)	-	10/15
Financiera Iberoamericana, S.A.	Credit institution	La Habana	50.00	-	38,288	12,152	2,059	2,149	88,522	19,144	1,328	1,389	12/16
Gate Solar Gestión, S.L.	Services	Vitoria-Gasteiz	50.00	-	300	3,233	(137)	-	-	1,860	36	378	
Gesta Aparcamientos, S.L.	Real estate	Alicante	-	40.00	301	(244)	(17)	-	642	120	(1,047)	16	06/16
Gestora De Aparcamientos Del Mediterráneo, S.L.	Services	Alicante	-	40.00	1,000	(9,514)	(525)	-	27,607	7,675	(2,012)	-	09/16
Grupo Luxiona, S.L.	Other investees	Canovelles	-	20.00	2,561	9,846	(1,552)	-	65,490	10,835	(10,835)	-	09/16
Guisain, S.L.	Real estate	Vizcaya	-	40.00	4,200	(139)	(15)	-	6,829	2,593	(246)	(1,284)	03/16
HI Partners Starwood Capital Holdco Value Added, S.L.U.	Real estate development	Barcelona	-	30.00	127	262	181	-	-	117	-	-	12/16
Hydrophytic, S.L.	Real estate	Vitoria	-	50.00	186	95	16	-	467	93	42	14	12/16
Murcia Emprende, S.C.R. De R.S., S.A.	Other regulated companies	Murcia	28.70	-	6,800	(1,838)	(182)	-	4,799	2,026	(534)	517	09/16
Nueva Pescanova, S.L.	Wholesale trade	Pontevedra	14.64	-	12,188	12,997	(25,360)	-	971,313	1,785	-	-	12/15
Parque Eólico Los Ausines, S.L.	Alternative energy production	Ponferrada	-	50.00	4,465	(435)	(506)	-	47,218	2,282	-	(303)	12/16
Parque Tecnológico Fuente Álamo, S.A.	Services	Murcia	22.54	-	3,508	(1,076)	(118)	-	4,827	918	(385)	522	09/16
Planificació TGN2004, S.L. en liquidación	Real estate	Tarragona	-	25.00	3,309	(31,119)	24	-	7,488	827	(154)	-	12/15
Plaxic Estelar, S.L.	Real estate	Barcelona	-	45.01	3	(21,646)	(3)	-	31,998	2,738	(6,918)	-	09/16
Ribera Salud, S.A.	Services	Valencia	-	50.00	9,518	50,888	29,594	-	412,585	30,203	-	14,797	12/15
Sabadell Bs Select Fund Of Hedge Funds Sicav (Luxembourg)	Other investees	Luxemburgo	45.89	-	-	-	-	-	43,800	16,400	3,052	-	11/16
Sbd Creixent, S.A.	Real estate	Sabadell	23.05	-	5,965	284	(55)	-	16,307	3,524	(1,134)	(804)	09/16
<b>Subtotal</b>								<b>17,159</b>	<b>229,259</b>	<b>87,697</b>	<b>72,803</b>		



### Banco Sabadell Group companies at 31 December 2016 consolidated by the equity method (\*)

Thousand euro													
Company name	Line of business	Registered office	% Shareholding		Company data (a)					Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date
					Capital	Reserves	Profit/(loss) (b)	Dividends paid (c)	Total assets				
			Direct	Indirect									
Sociedad De Cartera Del Vallés, S.I.C.A.V., S.A.	Other associates	Sabadell	47.87	-	4,818	4,408	109	-	4,926	422	1,981	(55)	12/16
Societat D'Inversió Dels Enginyers, S.L.	SPE	Barcelona	-	35.78	2,540	(743)	(10)	-	1,791	915	(190)	27	09/16
Tremon Maroc Mediterraneo Services Immobiliers, S.A.R.L.	Real state	Tanger	-	40.00	457	(405)	-	-	-	183	(49)	(12)	12/14
Visualmark Internacional, S.L.	Services	A Coruña	-	20.00	12	(5)	-	-	72	2	(2)	-	08/17
<b>Total</b>								<b>17,169</b>	<b>230,781</b>		<b>89,437</b>	<b>72,763</b>	
<b>Total</b>											<b>3,805,065</b>	<b>710,431</b>	

Balance sheet date includes last available date.

(\*) Companies consolidated by the equity method as the Group cannot take part in their management.

(a) Companies outside Spain have been translated to euros applying historical exchange rate and the average exchange rate for profit/(loss) during the year.

(b) Results pending for approval at the General Meeting of Shareholders.

(c) Includes supplementary dividends from the previous year and dividends on account paid to the Group.

The balance of total ordinary income from associates consolidated by the equity method amounted to €776,581 thousand at 31 December 2016. The liabilities balance of associates at the end of 2016 totalled €10,699,214 thousand.

## Changes in the Group's scope of consolidation in 2016

### Associates and subsidiaries consolidated for the first time:

Thousand euro

Name of entity (or line of business) acquired or merged	Category	Effective date of the transaction	Cost of combination		% Voting rights acquired	% Total voting rights	Type of shareholding	Method
			Cost of acquisition	Fair value of equity instruments issued for the acquisition				
Rubí Gestión, S.L.U.	Subsidiary	1/31/2016	3.00	-	100.00%	100.00%	Direct	Full consolidation
AURICA IIIB, SOC. DE CAPITAL RIESGO, S.A	Subsidiary	2/29/2016	756.00	-	63.00%	63.00%	Indirect	Full consolidation
Hotel Value Added Primera, S.L.U.	Subsidiary	2/29/2016	3.00	-	100.00%	100.00%	Indirect	Full consolidation
Parque Eólico Los Ausines, S.L	Associate	2/29/2016	2282.00	-	50.00%	50.00%	Indirect	Equity method
Duncan 2016 -1 Holdings Limited	Subsidiary	3/31/2016	1.00	-	100.00%	100.00%	Indirect	Full consolidation
Hotel Carretera N 632, S.L.U.	Subsidiary	3/31/2016	3.00	-	100.00%	100.00%	Indirect	Full consolidation
Hotel Paseo Marítimo 80, S.L.U.	Subsidiary	3/31/2016	3.00	-	100.00%	100.00%	Indirect	Full consolidation
Gate Solar Gestión, S.L	Associate	3/31/2016	1860.00	-	50.00%	50.00%	Direct	Equity method
HI Partners Starwood Capital Holdco Value Added, S.L.U.	Associate	3/31/2016	117.00	-	30.00%	30.00%	Indirect	Equity method
TSB COVERED BONDS HOLDINGS LIMITED	Subsidiary	5/15/2016	1.00	-	100.00%	100.00%	Indirect	Full consolidation
ACTEON SIGLO XXI, S.A.	Subsidiary	7/31/2016	11030.00	-	100.00%	100.00%	Indirect	Full consolidation
Creativ Hotel Catarina, SA.	Subsidiary	7/31/2016	42400.00	-	100.00%	100.00%	Indirect	Full consolidation
Hotel Jardín Tropical, SL.	Subsidiary	7/31/2016	71500.00	-	100.00%	100.00%	Indirect	Full consolidation
HOTEL SA TORRE MALLORCA, S.L	Subsidiary	7/31/2016	13519.00	-	100.00%	100.00%	Indirect	Full consolidation
AURICA III, FONDO DE CAPITAL RIESGO	Subsidiary	9/30/2016	2041.00	-	61.31%	61.31%	Indirect	Full consolidation
Empire Properties Spain, S.L.	Subsidiary	9/30/2016	49607.00	-	100.00%	100.00%	Direct	Full consolidation
MALBROUCK, S.I.C.A.V.	Subsidiary	9/30/2016	16679.00	-	99.99%	99.99%	Direct	Full consolidation
Sabadell Information Systems Limited	Subsidiary	9/30/2016	332.00	-	100.00%	100.00%	Direct	Full consolidation
VeA Rental Homes SOCIMI, S.A	Subsidiary	9/30/2016	5000.00	-	100.00%	100.00%	Direct	Full consolidation
AC DOS LERIDA, S.L.U.	Subsidiary	10/31/2016	2290.00	-	100.00%	100.00%	Indirect	Full consolidation
AC DOS MALAGA S.L.U.	Subsidiary	10/31/2016	22985.00	-	100.00%	100.00%	Indirect	Full consolidation
HOTEL MALAGA PALACIO S.A.U.	Subsidiary	10/31/2016	-	-	100.00%	100.00%	Indirect	Full consolidation
Puerto de Tamarit, AIE	Subsidiary	12/5/2016	1.00	-	100.00%	100.00%	Direct	Full consolidation
Xeresa Golf, SA	Subsidiary	12/31/2016	24300.00	-	80.00%	80.00%	Indirect	Full consolidation
<b>Total newly consolidated subsidiaries (*)</b>			<b>262,454</b>					
<b>Total newly consolidated associates (*)</b>			<b>4,259</b>					

(\*) See cash flow statement - investment activities, under Investment Payments/Collections in joint ventures and associates.

## Associates and subsidiaries no longer consolidated:

Thousand euro

Name of entity (or line of business) acquired or merged	Category	Effective date of the transaction	% Voting rights disposed of	% Total voting rights following disposal	Profit/(loss) generated	Type of shareholding	Method	Reason
Activos Valencia I, S.A.U. en liquidación	Subsidiary	1/31/2016	100.00%	100.00%	- (1,233)	Indirect	Full consolidation	b
Parque Eólico Loma del Capón, S.L.U.	Subsidiary	2/29/2016	100.00%	100.00%	- (517)	Indirect	Full consolidation	a
Energías Renovables Sierra Sesnández, S.L.	Associate	2/29/2016	40.00%	40.00%	- (61)	Indirect	Equity method	a
Sistema Eléctrico de Conexión Valcaire, S.L.	Associate	2/29/2016	46.88%	46.88%	-	Indirect	Equity method	a
Parque Eólico Magaz, S.L.	Associate	2/29/2016	49.00%	49.00%	- (37)	Indirect	Equity method	a
Torre Sureste, S.L.	Associate	2/29/2016	40.00%	40.00%	- (7)	Indirect	Equity method	b
Fomento de la Coruña, S.A.U.	Subsidiary	3/31/2016	100.00%	100.00%	- 6	Indirect	Full consolidation	a
Gate Solar, S.L.	Associate	3/31/2016	50.00%	50.00%	-	Direct	Equity method	d
Blue-Lor, S.L. (en liquidación)	Associate	3/31/2016	27.62%	27.62%	-	Indirect	Equity method	b
Dexia Sabadell, S.A.	Associate	4/30/2016	20.99%	20.99%	- 47,891	Direct	Equity method	a
Solvía Actividades y Servicios Inmobiliarios, S.A.U.	Subsidiary	5/31/2016	100.00%	100.00%	- (6)	Direct	Full consolidation	b
Mirador del Segura 21, S.L. en liquidación	Subsidiary	5/31/2016	100.00%	100.00%	- 32	Indirect	Full consolidation	b
Vistas del Parque 21, S.L. en liquidación	Subsidiary	5/31/2016	100.00%	100.00%	- 30	Indirect	Full consolidation	b
CAM Capital, S.A.U. en liquidación	Subsidiary	5/31/2016	100.00%	100.00%	- 243	Direct	Full consolidation	b
Cantabria Generación, S.L.U.	Subsidiary	6/30/2016	100.00%	100.00%	- 8	Direct	Full consolidation	b
Sabadell Asia Trade Services, Ltd.	Subsidiary	6/30/2016	100.00%	100.00%	- (152)	Direct	Full consolidation	b
Proteo Banking Software, S.L.U.	Subsidiary	6/30/2016	100.00%	100.00%	- 3	Direct	Full consolidation	b
Easo Bolsa, S.A.	Subsidiary	6/30/2016	100.00%	100.00%	- 15	Direct	Full consolidation	b
Desarrollo Y Ejecución Urbanística Del Mediterráneo, S.L.	Subsidiary	7/31/2016	100.00%	100.00%	- (48)	Indirect	Full consolidation	b
Gest Galinver, S.L.	Subsidiary	7/31/2016	100.00%	100.00%	- 206	Indirect	Full consolidation	b
Herrero Internacional Gestión, S.L.U.	Subsidiary	7/31/2016	100.00%	100.00%	-	Indirect	Full consolidation	b
Procom Residencial Rivas, S.A.U.	Subsidiary	7/31/2016	100.00%	100.00%	- 2	Indirect	Full consolidation	b
Simat Banol, S.L.U.	Subsidiary	7/31/2016	100.00%	100.00%	- 450	Indirect	Full consolidation	b
Bajo Almanzora Desarrollos Inmobiliarios, S.L. (en liquidación)	Associate	7/31/2016	39.14%	39.14%	-	Indirect	Equity method	b
Intermas Nets, S.A.	Associate	7/31/2016	20.00%	20.00%	-	Indirect	Equity method	a
Promociones E Inmuebles Blauverd Mediterráneo, S.L.U.	Subsidiary	8/31/2016	100.00%	100.00%	- 409	Indirect	Full consolidation	b
Aviones Carraixet CRJ-200 Ii A.I.E.	Associate	9/30/2016	25.00%	25.00%	- 150	Direct	Equity method	b
Aviones Portacoli CRJ-200 Iii A.I.E.	Associate	9/30/2016	25.00%	25.00%	- 179	Direct	Equity method	b
Aviones Turia CRJ-200 I, A.I.E.	Associate	9/30/2016	25.00%	25.00%	- 185	Direct	Equity method	b
Ballerton Servicios, S.L.U.	Subsidiary	11/30/2016	100.00%	100.00%	- (22)	Indirect	Full consolidation	b
Eólica De Valdejalón, S.L.	Subsidiary	11/30/2016	50.97%	50.97%	- (2)	Direct	Full consolidation	a
Épila Renovables, S.L.	Subsidiary	11/30/2016	51.00%	51.00%	- (74)	Direct	Full consolidation	a
Mursiya Golf, S.L.	Associate	12/15/2016	49.70%	49.70%	-	Indirect	Equity method	a
Promociones Y Financiaciones Herrero, S.A.	Subsidiary	12/16/2016	100.00%	100.00%	- (313)	Direct	Full consolidation	b
Delta Swing, S.A.U.	Subsidiary	12/31/2016	100.00%	100.00%	- (10)	Indirect	Full consolidation	b
Otros					(444)			
<b>Total</b>					<b>46,883</b>			

(a) Disposals from the scope of consolidation due to sale of shareholding.

(b) Disposals from the scope due to dissolution and/or liquidation.

(c) Disposals due to reclassification into non-current assets held for sale.

(d) Disposals due to merger.

## Schedule 2 – Structured entities - Securitisation funds

Thousand euro

Year	Securitisation funds held in full on the balance sheet	Entity	Total securitised assets at 31/12/2017
2004	GC SABADELL 1, F.T.H	Banc Sabadell	145,382
2004	TDA CAM 3, F.T.A	Banco CAM	109,889
2005	TDA 23, F.T.A	Banco Guipuzcoano	38,249
2005	TDA CAM 4 F.T.A	Banco CAM	327,468
2005	TDA CAM 5 F.T.A	Banco CAM	549,493
2006	TDA 26-MIXTO, F.T.A	Banco Guipuzcoano	100,235
2006	TDA CAM 6 F.T.A	Banco CAM	375,769
2006	FTPYME TDA CAM 4 F.T.A	Banco CAM	163,354
2006	TDA CAM 7 F.T.A	Banco CAM	571,809
2006	CAIXA PENEDES 1 TDA, FTA	BMN- Penedés	267,338
2007	TDA 29, F.T.A	Banco Guipuzcoano	121,405
2007	TDA CAM 8 F.T.A	Banco CAM	557,575
2007	TDA CAM 9 F.T.A	Banco CAM	525,421
2007	CAIXA PENEDES PYMES 1 TDA, FTA	BMN- Penedés	67,828
2007	CAIXA PENEDES 2 TDA, FTA	BMN- Penedés	213,008
2008	CAIXA PENEDES FTGENCAT 1 TDA, FTA	BMN- Penedés	89,943
2009	GAT-ICO-FTVPO 1, F.T.H (CP)	BMN- Penedés	10,586
2015	DUNCAN FUNDING 2015-1 PLC	TSB	1,802,139
2016	DUNCAN FUNDING 2016-1 PLC	TSB	3,062,744
2016	IM SABADELL PYME 10	Banc Sabadell	953,077
2017	TDA SABADELL RMBS 4, FT	Banc Sabadell	5,905,031
2017	IM SABADELL PYME 11, FT	Banc Sabadell	1,855,924
<b>Total</b>			<b>17,813,667</b>

Thousand euro

Year	Securitisation funds held in full on the balance sheet	Entity	Total securitised assets at 31/12/2017
2001	TDA 14-MIXTO, F.T.A	Banco Guipuzcoano	3,546
2001	TDA 14-MIXTO, F.T.A	BMN- Penedés	19,817
2002	TDA 15-MIXTO, F.T.A	Banco Guipuzcoano	9,617
2003	TDA 17-MIXTO, F.T.A	Banco Guipuzcoano	19,010
2003	TDA CAM 2	Banco CAM	106,121
2006	TDA 25, FTA (*)	Banco Gallego	7,786
2010	FTPYMES 1 LIMITED	Banco CAM	172,889
<b>Total</b>			<b>338,786</b>

(\*) Securitisation fund in process of early liquidation.

### Schedule 3 –Information required to be kept by issuers of mortgage market securities and the special accounting mortgage register

Information concerning the data kept in the special accounting register of the issuer Banco Sabadell referred to in Article 21 of Royal Decree 716/2009, as required by Bank of Spain Circular 5/2011 is as follows, without taking account of the guarantee provided by the DGF.

#### A) Lending transactions (recognised as assets)

Details of the aggregate nominal values of mortgage loans and credit at 31 December 2017 and 2016 backing issues of asset-backed securities, their eligibility and the extent to which they qualify as such for mortgage market purposes, are presented in the following table:

Thousand euro

<b>Analysis of overall mortgage loan &amp; credit portfolio; eligibility and qualifying amounts (nominal values)</b>		
	<b>2017</b>	<b>2016</b>
<b>Total mortgage loan and credit portfolio</b>	<b>55,956,292</b>	<b>60,284,332</b>
<b>Participation mortgages issued</b>	<b>3,370,130</b>	<b>5,144,462</b>
<i>Of which : Loans held on balance sheet</i>	<i>3,174,791</i>	<i>4,835,597</i>
<b>Mortgage transfer certificates</b>	<b>7,860,991</b>	<b>3,963,115</b>
<i>Of which : Loans held on balance sheet</i>	<i>7,734,256</i>	<i>3,768,861</i>
<b>Mortgage loans pledged as security for financing received</b>	-	-
<b>Loans backing issues of mortgage bonds and covered bonds</b>	<b>44,725,171</b>	<b>51,176,755</b>
Ineligible loans	15,943,345	15,411,370
Fulfil eligibility requirements except for limit set forth by Article 5.1 of Royal Decree 716/2009	13,965,022	12,290,896
Rest	1,978,323	3,120,474
Eligible loans	28,781,826	35,765,385
Non-qualifying portions	83,249	107,768
Qualifying portions	28,698,577	35,657,617
Loans covering mortgage bond issues	-	-
Loans eligible as coverage for covered bond issues	28,698,577	35,657,617
<b>Substitution assets for covered bond issues</b>	-	-

A breakdown of these nominal values according to different classifications is given below:

Thousand euro

	2017		2016	
	Total	Of which: Eligible loans	Total	Of which: Eligible loans
<b>Total mortgage loan and credit portfolio</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
<b>Origin of operations</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
Originated by the Bank	43,999,139	28,398,509	50,346,578	35,295,368
Subrogated from other entities	237,588	180,011	269,891	224,558
Rest	488,444	203,306	560,286	245,459
<b>Currency</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
Euro	44,619,869	28,702,376	51,045,668	35,705,266
Other currencies	105,302	79,450	131,087	60,119
<b>Payment status</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
Satisfactory payment	38,240,207	27,002,079	41,444,636	32,026,465
Other situations	6,484,964	1,779,747	9,732,119	3,738,920
<b>Average residual period to maturity</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
Up to 10 years	12,566,865	8,170,011	14,278,937	8,669,175
10 to 20 years	17,416,966	12,343,583	17,327,453	13,335,178
20 to 30 years	12,156,652	7,425,285	14,651,158	10,747,915
More than 30 years	2,584,688	842,947	4,919,207	3,013,117
<b>Interest rate</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
Fixed	10,240,956	7,418,574	9,321,347	6,334,684
Variable	34,484,215	21,363,252	41,855,408	29,430,701
Mixed	-	-	-	-
<b>Holders</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
Legal entities and individual entrepreneurs	16,428,024	8,882,296	19,786,398	10,745,538
<i>Of which: Real estate developments</i>	4,555,082	1,546,541	6,539,086	2,537,346
Other individuals and NPISHs	28,297,147	19,899,530	31,390,357	25,019,847
<b>Type of guarantee</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
Assets /finished buildings	42,086,553	27,930,395	46,669,023	34,402,220
<i>Residential</i>	33,344,659	22,390,471	37,442,623	28,517,150
<i>Of which: Subsidised housing</i>	1,500,528	1,153,703	1,744,996	1,233,156
<i>Commercial</i>	8,559,381	5,421,465	9,088,092	5,783,908
<i>Other</i>	182,513	118,459	138,308	101,162
Assets/ buildings under construction	277,855	149,543	535,955	312,429
<i>Residential</i>	262,645	139,681	495,870	278,110
<i>Of which: Subsidised housing</i>	62	1	63	-
<i>Commercial</i>	14,247	8,899	36,568	30,804
<i>Other</i>	963	963	3,517	3,515
Land	2,360,763	701,888	3,971,777	1,050,736
<i>Developed</i>	1,210,598	220,792	2,158,151	452,427
<i>Rest</i>	1,150,165	481,096	1,813,626	598,309

The nominal values of drawable funds (i.e. undrawn commitments) within the total mortgage loans and credit portfolio were as follows:

Thousand euro

<b>Drawable balances (nominal value). Total mortgage loans and credit backing the issue of mortgage bonds and covered bonds</b>		
	<b>2017</b>	<b>2016</b>
Potentially eligible	925,789	1,057,382
Ineligible	2,506,240	1,537,366

The distribution of nominal values based on the loan-to-value (LTV) ratio measuring the risk based on the last available valuation of the mortgage loans and credit portfolio eligible for the issuance of mortgage bonds and covered bonds is given hereafter:

Thousand euro

<b>LTV ratio by type of security. Eligible loans for the issue of mortgage bonds and covered bonds</b>		
	<b>2017</b>	<b>2016</b>
<b>Secured on residential property</b>	<b>22,613,853</b>	<b>28,928,427</b>
<i>Of which LTV &lt; 40%</i>	<i>7,075,581</i>	<i>8,594,798</i>
<i>Of which LTV 40%-60%</i>	<i>8,353,242</i>	<i>11,062,573</i>
<i>Of which LTV 60%-80%</i>	<i>7,185,030</i>	<i>9,271,056</i>
<i>Of which LTV &gt; 80%</i>	-	-
<b>Secured on other properties</b>	<b>6,167,973</b>	<b>6,836,958</b>
<i>Of which LTV &lt; 40%</i>	<i>3,754,551</i>	<i>4,131,633</i>
<i>Of which LTV 40%-60%</i>	<i>2,413,422</i>	<i>2,705,325</i>
<i>Of which LTV &gt; 60%</i>	-	-

Changes during 2017 and 2016 in the nominal values of mortgage loans that secure issuances of mortgage bonds and covered bonds (eligible and non-eligible) are as follows:

Thousand euro

<b>Changes in nominal values of mortgage loans</b>		
	<b>Eligible</b>	<b>Ineligible</b>
<b>Balance at 31 December 2015</b>	<b>36,863,878</b>	<b>19,382,351</b>
<b>Disposals during the year</b>	<b>(6,365,271)</b>	<b>(6,806,531)</b>
Terminations at maturity	(2,439,564)	(550,120)
Early terminations	(1,190,892)	(558,712)
Subrogations by other entities	(28,495)	(8,661)
Rest	(2,706,320)	(5,689,038)
<b>Additions during the year</b>	<b>5,266,778</b>	<b>2,835,550</b>
Originated by the Bank	3,256,162	1,593,583
Subrogations from other entities	27,712	12,309
Rest	1,982,904	1,229,658
<b>Balance at 31 December 2016</b>	<b>35,765,385</b>	<b>15,411,370</b>
<b>Disposals during the year</b>	<b>(13,588,188)</b>	<b>(7,315,145)</b>
Terminations at maturity	(2,593,920)	(852,488)
Early terminations	(1,171,986)	(803,018)
Subrogations by other entities	(13,996)	(3,085)
Derecognised by securitisations	(3,105,737)	-
Rest	(6,702,549)	(5,656,554)
<b>Additions during the year</b>	<b>6,604,629</b>	<b>7,847,120</b>
Originated by the Bank	3,447,310	1,337,231
Subrogations from other entities	22,465	3,632
Rest	3,134,854	6,506,257
<b>Balance at 31 December 2017</b>	<b>28,781,826</b>	<b>15,943,345</b>



## B) Funding operations

Information on issuances carried out and secured with Banco Sabadell's mortgage lending portfolios is provided in the following table, analysed by residual maturity and according to whether the sale was by public offering or otherwise.

Thousand euro				
Nominal value			2017	2016
<b>Covered bonds issued</b>			<b>20,727,543</b>	<b>23,457,544</b>
<i>Of which: Not recognised on liabilities side of the balance sheet</i>			<i>7,913,800</i>	<i>9,556,900</i>
<b>Debt securities. Issued through public offering</b>			<b>7,200,000</b>	<b>7,600,000</b>
Time to maturity up to one year			1,000,000	1,500,000
Time to maturity from one to two years			-	1,000,000
Time to maturity from two to three years			1,750,000	-
Time to maturity from three to five years			1,350,000	3,100,000
Time to maturity from five to ten years			3,100,000	2,000,000
Time to maturity more than ten years			-	-
<b>Debt securities. Other issues</b>			<b>10,813,000</b>	<b>12,813,000</b>
Time to maturity up to one year			150,000	500,000
Time to maturity from one to two years			3,150,000	1,150,000
Time to maturity from two to three years			4,380,000	3,150,000
Time to maturity from three to five years			1,445,000	6,380,000
Time to maturity from five to ten years			1,688,000	1,633,000
Time to maturity more than ten years			-	-
<b>Deposits</b>			<b>2,714,543</b>	<b>3,044,544</b>
Time to maturity up to one year			593,710	330,000
Time to maturity from one to two years			524,146	593,710
Time to maturity from two to three years			145,833	524,146
Time to maturity from three to five years			994,444	445,833
Time to maturity from five to ten years			436,410	1,130,855
Time to maturity more than ten years			20,000	20,000

	2017		2016	
	Nominal value (thousand euro)	Average residual time to maturity (years)	Nominal value (thousand euro)	Average residual time to maturity (years)
<b>Mortgage transfer certificates</b>	<b>7,860,991</b>	<b>23</b>	<b>3,963,115</b>	<b>17</b>
Issued through public offering	-	-	-	-
Other issues	7,860,991	23	3,963,115	17
<b>Participation mortgages</b>	<b>3,370,130</b>	<b>13</b>	<b>5,144,462</b>	<b>16</b>
Issued through public offering	-	-	-	-
Other issues	3,370,130	13	5,144,462	16

Banco de Sabadell, S.A.'s overcollateralisation ratio (the nominal value of the full mortgage lending portfolio backing the issuance of covered bonds, divided by the nominal value of issued covered bonds) stood at 216% at 31 December 2017 (218% at 31 December 2016).

As required by Royal Decree 716/2009, implementing certain aspects of Law 2/1981 of 25 March on the regulation of the mortgage market and other matters relating to mortgage lending, the Board of Directors represents that it is responsible for ensuring that the entity has a set of policies and procedures in place to assure compliance with mortgage market regulations.

In line with these policies and procedures related to the Group's mortgage market activities, the Board of Directors is responsible for ensuring compliance with mortgage market regulations and for implementing the Group's risk management and control procedures (see Note 4.3, Financial risk management). In terms of credit risk, in particular, the Board of Directors confers powers and discretions to its Executive Committee, which then sub-delegates authority at each level of decision-making. The internal procedures set up to handle the origination and monitoring of assets that make up the Group's lending and particularly those secured by mortgages, which serve as cover for the Group's covered bond issues, are described in detail below for each type of loan applicant.

### **Private customers**

Analyses and decisions on approving lending and guarantees to private customers are based on the scoring tools described in Note 4.4.1.2 on financial risk management. Where necessary, these tools are complemented with the work of a risk analyst, who carries out more in-depth studies of supplementary materials and reports. Furthermore, a series of other information and parameters are considered, such as the consistency of customers' applications and how well they match their possibilities; customers' ability to pay based on their current and future circumstances; the value of the property provided as security for the loan (as determined by an appraisal carried out by a valuation firm authorised by Bank of Spain and which Banco Sabadell's own internal approval processes will, additionally, have shown to be free of any association with the Group); the availability of any additional security; examinations of internal and external databases of defaulters, etc.

One aspect of the decision-making process involves establishing the maximum amount of the loan, based on the assessed value of the security (hereinafter, loan-to-value, or LTV) and the purchase value, if that is the purpose of the loan. As a general rule, under internal Group policies the lower of the maximum LTV and the purchase value is applicable to purchases by individuals of properties for use as their usual residence and is fixed at 80%. This provides an upper limit below which a range of other maximum ratios of less than 80% are set, having regard to the purpose of the loan.

A further step that must be taken before an application can be decided upon is to review all charges associated with the property on which the loan is to be secured and also any insurance taken out to cover the security. Once a loan application has been approved, the mortgage must be registered with the Property Registry as part of the formalities for arranging the loan.

Concerning approval discretions, the scoring tools are the main reference for determining the feasibility of the operation. Where the loan being sought is above a certain amount, or where factors are present that are not readily captured by a scoring procedure, a risk analyst will be involved. The limit for each discretion is based on credit scores and the amount of the transaction/risk of the customer, with additional conditions being specified at each level to determine when special intervention is required. A list of exceptions has been drawn up, based on the particular circumstances of the borrower and the operation, and these exceptions are covered in the Group's internal rules and procedures.

As mentioned in Note 4.4.1.2 on financial risk management, the Group has an integrated monitoring system in place which uses early warning tools that enable the early detection of borrowers that could be predisposed to compliance issues. A key part of this process consists of well-established procedures to review and validate the guarantees provided.

### **Businesses (other than construction/real estate development)**

Analyses and decisions concerning the approval of risks (lending and guarantees) are based on rating tools and "basic risk management teams", formed by one person from the business side and one from the risks side at different decision-making levels, both described in Note 4.4.1.2 on financial risk management. A range of other data and parameters is also taken into account, such as the consistency of the application, ability to pay and the nature of the security provided (as determined by an appraisal carried out by a Bank of Spain-authorized valuation firm which Banco Sabadell's own approval processes will, additionally, have shown to be free of any association with the Group) and considering any supplementary guarantees, the "fit" between the company's working capital and its total sales; the appropriateness of the total amount borrowed from the Group based on the business's capital strength, examinations of internal and external databases of defaulters, etc.

Review process of charges associated with the security provided and the registration of mortgages with the Property Registry are also applicable in this case.

Discretion figures are assigned based on the expected loss on the transaction/customer/risk group and the total risk of the customer or risk group. There are several levels at which decisions may be taken. In each of these, there is the figure of the "basic management team", one member of which will be on the business side and one on the risk management side. All loan approvals must be the result of a joint decision. As with retail customers, a set of exceptional circumstances has been specified for borrowers and sectors, and these are provided for in the Group's internal procedures.

As in the case of retail customers, operations are monitored using early warning tools. There are also procedures to ensure that the borrower's security and guarantees are constantly being reviewed and validated.

### **Businesses (construction/real estate development)**

Real estate assets and real estate developer loans are handled by the bank's Asset Transformation and Industrial and Real Estate Investees division. This division is organisationally structured to focus on the specialised management of assets of this type based on knowledge of the situation and development of the real-estate market. Managing the risks in this portfolio is the responsibility of the bank's Asset Risk unit, part of the Risk Management division.

Risk assessments are carried out by teams of specialised analysts who operate in conjunction with the Real Estate Investment Divisions to ensure that a risk management perspective is combined with a view based on direct contact with customers.

Factors influencing the decision include the rating of both the developer and the project together with a series of other supplementary considerations such as the financial position and net worth of the developer, revenue and cash flow projections, any business plans relating to the project and, most particularly, an in-depth study of current credit risks whether related to completed developments, land holdings or other assets.

There is a scale of maximum LTV ratios defined internally by the Group based on the purpose of the financing, quality of the developer and an internal appraisal of the development.

Decision-making powers and discretions are assigned according to the specific types of asset portfolio handled within this business segment, which may be related to new projects, sales, purchases or action plans. All these different circumstances are provided for in the entity's internal rules and procedures.

Loans are subject to the kind of continuous monitoring that asset management necessarily implies. For completed developments, monitoring will focus on sales or rental figures; for developments under construction, the state of progress of the work. A system of continuous control is established to check that commitments are being adhered to and, as with non-real estate businesses, procedures are in place for the continuous review and validation of the guarantees provided.

#### **Other matters**

Banco Sabadell Group is an active participant in the capital markets and has a number of funding programmes in operation (see Note 4.4.2.4). As one element of its funding strategy, Banco de Sabadell, S.A. is an issuer of mortgage covered bonds. Covered bonds are issued backed by the bank's portfolio of mortgage loans that meet the eligibility criteria set forth in Royal Decree 716/2009, which provides rules on the mortgage market and mortgage finance in Spain. The Group has control procedures in place to monitor its entire portfolio of mortgage loans and credit (one of which involves maintaining special accounting records of all mortgage loans and credit — and any assets that replace them — used to back issues of covered bonds and mortgage bonds, as well as records of any associated financial derivatives). There are also procedures in place to verify that all loans and other assets meet the eligibility criteria for use as collateral in issues of covered bonds, and to ensure that bond issues are kept within their maximum limits at all times. These procedures are all regulated by current mortgage market regulations.

## Schedule 4 – Information on issuers of territorial bonds and on the special accounting record of territorial bonds

Details of the data from the special accounting record of territorial bonds of the issuing entity Banco Sabadell, referred to in the sole additional provision of Royal Decree 579/2014, required by Bank of Spain Circular 4/2015, are given below:

### A) Lending operations

Details of the aggregate nominal values of loans and credit in public administrations at 31 December 2017 covering issues of asset-backed securities, their eligibility and the extent to which they qualify as such for territorial bond hedging purposes are presented in the following table:

Thousand euro			
<b>2017</b>			
	<b>Total</b>	<b>Residents in Spain</b>	<b>Residents in other countries in the European Economic Area</b>
Central Governments	167,305	167,305	-
Regional Governments or Governments in Autonomous Communities	1,182,839	1,182,839	-
Local Governments	557,573	557,573	-
Social Security Funds	44	44	-
<b>Total loans and credit portfolio</b>	<b>1,907,761</b>	<b>1,907,761</b>	<b>-</b>

Thousand euro			
<b>2016</b>			
	<b>Total</b>	<b>Residents in Spain</b>	<b>Residents in other countries in the European Economic Area</b>
Central Governments	278,620	278,620	-
Regional Governments or Governments in Autonomous Communities	1,206,406	1,206,406	-
Local Governments	739,233	739,233	-
Social Security Funds	-	-	-
<b>Total loans and credit portfolio</b>	<b>2,224,259</b>	<b>2,224,259</b>	<b>-</b>

## B) Funding operations

Information on issuances carried out and collateralised using the bank's portfolio of loans and credit to general governments is provided in the following table, disclosed by residual maturity and according to whether the sale was by public offering or otherwise:

<small>Thousand euro</small>		
<b>Nominal value</b>	<b>2017</b>	<b>2016</b>
<b>Territorial bonds issued</b>	<b>900,000</b>	<b>900,000</b>
<i>Of which: Not recognised on liabilities side of the balance sheet</i>	<i>900,000</i>	<i>900,000</i>
<b>Issued through public offering</b>	-	-
Time to maturity up to one year	-	-
Time to maturity from one to two years	-	-
Time to maturity from two to three years	-	-
Time to maturity from three to five years	-	-
Time to maturity from five to ten years	-	-
Time to maturity more than ten years	-	-
<b>Other issues</b>	<b>900,000</b>	<b>900,000</b>
Time to maturity up to one year	-	-
Time to maturity from one to two years	900,000	-
Time to maturity from two to three years	-	900,000
Time to maturity from three to five years	-	-
Time to maturity from five to ten years	-	-
Time to maturity more than ten years	-	-

The over-collateralisation ratio (the aggregate nominal value of the portfolio of loans and credit to general governments backing the issue of territorial bonds divided by the nominal value of issued territorial bonds) for Banco de Sabadell, S.A. stood at 212 % at 31 December 2017 (247% at 31 December 2016).

As required by Royal Decree 579/2014, the Board of Directors represents that it is responsible for ensuring that the bank has a set of policies and procedures in place relating to the financing activities of public entities to assure compliance with regulations governing the issuance of these securities (see Note 4 on financial risk management).

In terms of credit risk, in particular, the Board of Directors confers powers and discretions to its Executive Committee, which then sub-delegates authority at each level of decision-making. The internal procedures set up to handle the origination and monitoring of the assets that make up the Group's loans and receivables and particularly assets with public entities, which back the Group's territorial covered bond issues.

## Schedule 5 – Details of outstanding subordinate assets and liabilities of the Group

### Debt securities issued

The breakdown of the Group's issues at 31 December 2017 and 2016 is as follows:

Thousand euro							
Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Maturity date	Issue currency	Target of offering
		31/12/2017	31/12/2016				
Banco Gallego, S.A. (*)	28/10/2013	186	186	2.00%	29/12/2019	Euro	Retail
Banco de Sabadell, S.A.	10/03/2014	409	1,495	EURIBOR 6M + 3,50	10/03/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/03/2014	1,833	2,604	EURIBOR 6M + 3,50	10/03/2020	Euro	Institutional
Banco de Sabadell, S.A.	18/03/2014	5,000	5,000	EURIBOR 3M + 1,35	18/03/2019	Euro	Institutional
Banco de Sabadell, S.A.	18/03/2014	11,500	11,500	EURIBOR 3M + 1,65	18/03/2019	Euro	Institutional
Banco de Sabadell, S.A.	10/04/2014	348	1,109	4.30%	10/04/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/04/2014	563	1,994	EURIBOR 6M + 3,50	10/04/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/05/2014	388	1,270	4.18%	10/05/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/05/2014	445	1,309	4.22%	10/05/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/05/2014	1,128	4,455	EURIBOR 6M + 3,50	10/05/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/05/2014	2,268	3,180	4.42%	10/05/2020	Euro	Institutional
Banco de Sabadell, S.A.	10/05/2014	3,046	4,452	EURIBOR 6M + 3,50	10/05/2020	Euro	Institutional
Banco de Sabadell, S.A.	13/05/2014	20,000	20,000	EURIBOR 3M + 0,90	13/05/2019	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2014	444	1,309	3.39%	10/06/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2014	875	2,577	3.63%	10/06/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2014	428	1,284	EURIBOR 6M + 2,75	10/06/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2014	592	1,972	EURIBOR 6M + 3,00	10/06/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2014	1,545	2,216	EURIBOR 6M + 2,75	10/06/2020	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2014	2,103	3,005	EURIBOR 6M + 3,00	10/06/2020	Euro	Institutional
Banco de Sabadell, S.A.	27/06/2014	20,000	20,000	EURIBOR 3M + 0,85	27/06/2019	Euro	Institutional
Banco de Sabadell, S.A.	10/07/2014	836	1,643	3.52%	10/07/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/07/2014	1,330	2,613	3.61%	10/07/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/07/2014	2,276	4,904	EURIBOR 6M + 2,75	10/07/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/07/2014	3,051	5,705	EURIBOR 6M + 2,75	10/07/2020	Euro	Institutional
Banco de Sabadell, S.A.	10/08/2014	1,607	3,157	3.64%	10/08/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/08/2014	884	1,736	3.73%	10/08/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/08/2014	2,029	4,184	EURIBOR 6M + 2,75	10/08/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/08/2014	2,710	4,458	EURIBOR 6M + 2,75	10/08/2020	Euro	Institutional
Banco de Sabadell, S.A.	10/09/2014	944	1,853	3.71%	10/09/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/09/2014	1,088	2,289	EURIBOR 6M + 2,75	10/09/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/10/2014	1,441	1,922	EURIBOR 6M + 2,35	10/10/2020	Euro	Institutional
Banco de Sabadell, S.A.	10/11/2014	762	1,705	3.34%	10/11/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/11/2014	2,494	5,630	EURIBOR 6M + 2,35	10/11/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/11/2014	2,652	3,681	EURIBOR 6M + 2,35	10/11/2020	Euro	Institutional
Banco de Sabadell, S.A.	10/12/2014	2,743	5,985	EURIBOR 6M + 2,35	10/12/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/12/2014	982	1,934	3.19%	10/12/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/12/2014	3,031	4,512	EURIBOR 6M + 2,35	10/12/2020	Euro	Institutional
Banco de Sabadell, S.A.	16/10/2015	-	300,000	-	16/01/2017	Euro	Retail
Banco de Sabadell, S.A.	26/11/2015	-	300,000	-	26/05/2017	Euro	Retail
Banco de Sabadell, S.A.	03/02/2016	-	300,000	-	03/05/2017	Euro	Retail
Banco de Sabadell, S.A.	05/04/2016	-	300,000	-	05/07/2017	Euro	Retail
Banco de Sabadell, S.A.	14/06/2016	300,000	300,000	0.60%	14/06/2018	Euro	Retail
Banco de Sabadell, S.A.	26/07/2016	316,371	316,371	0.50%	26/07/2018	Euro	Retail
Banco de Sabadell, S.A.	20/09/2018	256,479	256,479	0.40%	20/09/2018	Euro	Retail
Banco de Sabadell, S.A.	05/12/2016	500,000	500,000	0.65%	05/03/2020	Euro	Retail
Banco de Sabadell, S.A.	12/12/2016	15,000	15,000	MAX(EURIBOR 3M; 0,5%)	12/12/2019	Euro	Retail
Banco de Sabadell, S.A.	29/12/2016	500,000	500,000	0.30%	29/06/2018	Euro	Institutional
Banco de Sabadell, S.A.	07/03/2017	591,066	-	0.40%	07/03/2019	Euro	Retail
Banco de Sabadell, S.A.	24/04/2017	342,017	-	0.40%	24/04/2019	Euro	Retail
Banco de Sabadell, S.A.	21/06/2017	464,764	-	0.40%	21/06/2019	Euro	Retail
Banco de Sabadell, S.A.	03/07/2017	10,000	-	MAX(EURIBOR 3M + 0,30; 0,3%)	04/07/2022	Euro	Retail
Banco de Sabadell, S.A.	28/07/2017	26,800	-	MAX(EURIBOR 3M; 0,60%)	28/07/2022	Euro	Retail
Banco de Sabadell, S.A.	28/09/2017	10,000	-	MAX(EURIBOR 3M + 0,30; 0,3%)	28/09/2022	Euro	Retail
Banco de Sabadell, S.A. Subscribed by Group companies	05/12/2017	1,000,000 (27,951)	- (9,820)	0.88%	05/03/2023	Euro	Institutional
<b>Total straight bonds</b>		<b>4,408,507</b>	<b>3,226,858</b>				

(\*) Companies merged with Banco Sabadell.

Thousand euro

Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Maturity date	Issue currency	Target of offering
		31/12/2017	31/12/2016				
Banco Guipuzcoano, S.A. (*)	18/04/2007	25,000	25,000	1.70%	18/04/2022	Euro	Institutional
CAM Global Finance, S.A.U.	04/06/2008	100,000	100,000	ref . underlying assets	04/06/2018	Euro	Institutional
Banco de Sabadell, S.A.	25/07/2012	3,000	3,000	ref . underlying assets	25/07/2022	Euro	Retail
Banco de Sabadell, S.A.	10/10/2012	-	1,425	-	10/10/2017	Euro	Retail
Banco de Sabadell, S.A.	20/12/2012	3,000	3,000	ref . underlying assets	20/12/2019	Euro	Retail
Banco de Sabadell, S.A.	16/05/2013	5,000	5,000	ref . underlying assets	16/05/2018	Euro	Retail
Banco de Sabadell, S.A.	27/05/2014	5,000	5,000	ref . underlying assets	27/05/2019	Euro	Retail
Banco de Sabadell, S.A.	14/07/2014	10,000	10,000	ref . underlying assets	15/07/2024	Euro	Retail
Banco de Sabadell, S.A.	14/07/2014	3,000	3,000	ref . underlying assets	14/07/2021	Euro	Retail
Banco de Sabadell, S.A.	16/07/2014	5,000	5,000	ref . underlying assets	16/07/2019	Euro	Retail
Banco de Sabadell, S.A.	24/07/2014	4,000	4,000	ref . underlying assets	24/07/2019	Euro	Retail
Banco de Sabadell, S.A.	18/12/2014	-	5,000	-	18/12/2019	Euro	Retail
Banco de Sabadell, S.A.	03/02/2015	7,000	7,000	ref . underlying assets	03/02/2020	Euro	Retail
Banco de Sabadell, S.A.	15/04/2015	4,000	4,000	ref . underlying assets	15/04/2020	Euro	Retail
Banco de Sabadell, S.A.	15/04/2015	8,000	8,000	ref . underlying assets	15/04/2020	Euro	Retail
Banco de Sabadell, S.A.	06/07/2015	1,800	1,800	ref . underlying assets	06/07/2020	Euro	Retail
Banco de Sabadell, S.A.	24/07/2015	39,998	39,998	ref . underlying assets	24/07/2018	Euro	Retail
Banco de Sabadell, S.A.	18/12/2015	-	8,200	-	18/12/2020	Euro	Retail
Banco de Sabadell, S.A.	12/02/2016	13,500	13,500	ref . underlying assets	12/02/2021	Euro	Retail
Banco de Sabadell, S.A.	15/03/2016	10,500	10,500	ref . underlying assets	15/03/2021	Euro	Retail
Banco de Sabadell, S.A.	01/04/2016	13,200	13,200	ref . underlying assets	01/04/2022	Euro	Retail
Banco de Sabadell, S.A.	01/04/2016	10,000	10,000	ref . underlying assets	01/04/2022	Euro	Retail
Banco de Sabadell, S.A.	13/05/2016	11,600	11,600	ref . underlying assets	13/05/2021	Euro	Retail
Banco de Sabadell, S.A.	01/06/2016	6,000	6,000	ref . underlying assets	03/06/2019	Euro	Retail
Banco de Sabadell, S.A.	17/06/2016	75,000	75,000	ref . underlying assets	17/06/2019	Euro	Retail
Banco de Sabadell, S.A.	20/06/2016	-	8,000	-	20/06/2017	Euro	Retail
Banco de Sabadell, S.A.	21/06/2016	8,500	8,500	ref . underlying assets	21/06/2019	Euro	Retail
Banco de Sabadell, S.A.	23/06/2016	19,000	19,300	ref . underlying assets	23/06/2021	Euro	Retail
Banco de Sabadell, S.A.	30/11/2016	45,000	45,000	ref . underlying assets	30/11/2021	Euro	Retail
Subscribed by Group companies		(1,031)	(1,859)				
<b>Total structured bonds</b>		<b>435,067</b>	<b>457,164</b>				

(\*) Companies merged with Banco Sabadell.

Thousand euro

Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Maturity date	Issue currency	Target of offering
		31/12/2017	31/12/2016				
Banco CAM, S.A. (*)	09/03/2012	-	1,059,050	-	09/03/2017	Euro	Institutional
Subscribed by Group companies		-	-				
<b>Total ordinary government guarantee bonds</b>		<b>-</b>	<b>1,059,050</b>				

(\*) Companies merged with Banco Sabadell.

Thousand euro

Issuing entity	Date of issue	Amount		Interest rate term		Maturity date	Issue currency	Target of offering
		31/12/2017	31/12/2016	31/12/2017	31/12/2016			
Banco de Sabadell, S.A. (ofic. Londres) (*)	18/12/2015	346,500	246,089	0.12%	0.25%	Various	Euro	Institutional
Banco de Sabadell, S.A. (**)	02/03/2017	5,075,495	6,024,080	0.18%	0.29%	Various	Euro	Institutional
Subscribed by Group companies		(2,242,895)	(2,331,669)					
<b>Total promissory notes</b>		<b>3,179,100</b>	<b>3,938,500</b>					

(\*) Promissory notes (ECP).

(\*\*) Prospectus for € 7.000.000 thousand, extendable to € 9.000.000 thousand, filed with the Spanish National Securities Exchange Commission (CNMV).



Thousand euro

Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Maturity date	Issue currency	Target of offering
		31/12/2017	31/12/2016				
Banco de Sabadell, S.A.	24/01/2007	-	1,500,000	-	24/01/2017	Euro	Institutional
Banco de Sabadell, S.A.	20/06/2007	-	300,000	-	20/06/2017	Euro	Institutional
Banco de Sabadell, S.A.	08/05/2009	100,000	100,000	EURIBOR 3M + 1	08/05/2021	Euro	Institutional
Banco de Sabadell, S.A.	31/07/2009	-	200,000	-	31/07/2017	Euro	Institutional
Banco de Sabadell, S.A.	18/09/2009	150,000	150,000	EURIBOR 3M + 0,90	18/09/2018	Euro	Institutional
Banco CAM, S.A. (*)	27/04/2010	30,000	30,000	4.60%	31/07/2020	Euro	Institutional
Banco de Sabadell, S.A.	10/12/2010	150,000	150,000	EURIBOR 3M + 2,35	10/12/2020	Euro	Institutional
Banco de Sabadell, S.A.	11/01/2011	100,000	100,000	EURIBOR 3M + 2,60	11/01/2019	Euro	Institutional
Banco Guipuzcoano, S.A. (*)	19/01/2011	100,000	100,000	EURIBOR 3M + 2,75	19/01/2019	Euro	Institutional
Banco de Sabadell, S.A.	07/06/2011	200,000	200,000	EURIBOR 3M + 2,25	07/06/2019	Euro	Institutional
Banco de Sabadell, S.A.	13/07/2011	50,000	50,000	EURIBOR 3M + 2,60	13/07/2021	Euro	Institutional
Banco de Sabadell, S.A.	12/12/2011	150,000	150,000	EURIBOR 3M + 3,10	12/12/2021	Euro	Institutional
Banco de Sabadell, S.A.	05/10/2012	95,000	95,000	EURIBOR 3M + 4,80	05/10/2022	Euro	Institutional
Banco de Sabadell, S.A.	28/12/2012	200,000	200,000	EURIBOR 3M + 4,15	28/12/2020	Euro	Institutional
Banco de Sabadell, S.A.	23/01/2013	1,000,000	1,000,000	3.375%	23/01/2018	Euro	Institutional
Banco de Sabadell, S.A.	09/12/2013	200,000	200,000	EURIBOR 3M+ 1,60	09/12/2021	Euro	Institutional
Banco de Sabadell, S.A.	26/09/2014	250,000	250,000	EURIBOR 3M + 0,70	26/09/2022	Euro	Institutional
Banco de Sabadell, S.A.	03/10/2014	38,000	38,000	EURIBOR 3M + 0,68	03/10/2023	Euro	Institutional
Banco de Sabadell, S.A.	12/11/2014	1,350,000	1,350,000	0.88%	12/11/2021	Euro	Institutional
Banco de Sabadell, S.A.	26/11/2014	-	1,000,000	-	26/11/2018	Euro	Institutional
Banco de Sabadell, S.A.	05/12/2014	100,000	100,000	EURIBOR 3 M + 0,40	05/12/2022	Euro	Institutional
Banco de Sabadell, S.A.	29/01/2015	1,250,000	1,250,000	EURIBOR 12 M + 0,232	29/01/2019	Euro	Institutional
Banco de Sabadell, S.A.	23/04/2015	1,500,000	1,500,000	EURIBOR 12 M + 0,08	23/04/2019	Euro	Institutional
Banco de Sabadell, S.A.	04/05/2015	250,000	250,000	EURIBOR 3 M + 0,13	04/05/2023	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2015	750,000	750,000	0.38%	10/06/2020	Euro	Institutional
Banco de Sabadell, S.A.	18/06/2015	1,500,000	1,500,000	EURIBOR 12 M + 0,05	18/06/2020	Euro	Institutional
Banco de Sabadell, S.A.	03/07/2015	50,000	50,000	EURIBOR 3 M + 0,20	03/07/2023	Euro	Institutional
Banco de Sabadell, S.A.	20/07/2015	1,500,000	1,500,000	EURIBOR 12 M + 0,05	20/07/2020	Euro	Institutional
Banco de Sabadell, S.A.	16/09/2015	1,000,000	1,000,000	EURIBOR 12 M + 0,07	16/09/2020	Euro	Institutional
Banco de Sabadell, S.A.	03/11/2015	1,000,000	1,000,000	0.63%	03/11/2020	Euro	Institutional
Banco de Sabadell, S.A.	26/01/2016	550,000	550,000	EURIBOR 3M + 0,80	26/01/2024	Euro	Institutional
Banco de Sabadell, S.A.	24/05/2016	50,000	50,000	EURIBOR 3M + 0,535	24/05/2024	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2016	1,000,000	1,000,000	0.63%	10/06/2024	Euro	Institutional
Banco de Sabadell, S.A.	20/10/2016	1,000,000	1,000,000	0.13%	20/10/2023	Euro	Institutional
Banco de Sabadell, S.A.	15/12/2016	-	1,000,000	-	15/12/2020	Euro	Institutional
Banco de Sabadell, S.A.	21/12/2016	500,000	500,000	EURIBOR 12M + 0,27	21/12/2021	Euro	Institutional
Banco de Sabadell, S.A.	29/12/2016	250,000	250,000	0.97%	27/12/2024	Euro	Institutional
Banco de Sabadell, S.A.	26/04/2017	1,100,000	-	1.00%	26/04/2027	Euro	Institutional
Banco de Sabadell, S.A.	21/07/2017	500,000	-	0.89%	21/07/2025	Euro	Institutional
Subscribed by Group companies		(7,913,800)	(9,556,900)				
<b>Total covered bonds</b>		<b>10,099,200</b>	<b>10,856,100</b>				

(\*) Companies merged with Banco Sabadell.

Thousand euro

Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Maturity date	Issue currency	Target of offering
		31/12/2017	31/12/2016				
Banco de Sabadell, S.A.	23/04/2015	500,000	500,000	EURIBOR 12M + 0,13	23/04/2019	Euros	Institutional
Banco de Sabadell, S.A.	16/12/2015	400,000	400,000	EURIBOR 12M + 0,33	16/12/2019	Euros	Institutional
Subscribed by Group companies		(900,000)	(900,000)				
<b>Total covered bonds</b>		-	-				

Thousand euro

Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Maturity date	Issue currency	Target of offering
		31/12/2017	31/12/2016				
TSB Banking Group Plc (*)	07/12/2017	563,552	-	LIBOR 3M + 0,24	07/12/2022	Pound sterling	Institutional
Subscribed by Group companies		-	-				
<b>Total covered bonds</b>		<b>563,552</b>	-				

(\*) Companies merged with Banco Sabadell.

## Securitisations

The following table shows the bonds issued by securitisation funds of assets pending depreciation at 31 December 2017 and 2016, respectively:

Thousand euro

Year	Type of assets securitised	Quotation	Issue		Outstanding balance of liabilities		Yield
			Number of securities	Amount	2017	2016	
2004	TDA CAM 3,FTA	(A)	12,000	1,200,000	92,354	117,948	EURIBOR 3M + (between 0,23% and 0,70%)
2004	GC SABADELL 1, F.T.H.	(A)	12,000	1,200,000	101,069	134,309	EURIBOR 3M + (between 0,06% and 0,78%)
2004	FTPyme TDA CAM 2 F.T.A	(A) (C)	1,968	196,800	-	8,748	EURIBOR 3M + (between 0% and 0,70%)
2005	TDA CAM 4,FTA	(A)	20,000	2,000,000	208,778	255,169	EURIBOR 3M + (between 0,09% and 0,24%)
2005	TDA CAM 5,FTA	(A)	20,000	2,000,000	222,355	250,566	EURIBOR 3M + (between 0,12% and 0,35%)
2005	TDA 23, FTA	(A)	8,557	289,500	-	24,747	EURIBOR 3M + (between 0,09% and 0,75%)
2006	TDA CAM 6 F.T.A	(A)	13,000	1,300,000	150,333	171,566	EURIBOR 3M + (between 0,13% and 0,27%)
2006	EMPRESAS HIPO TDA CAM 3 F.T.A	(A) (C)	5,750	575,000	-	21,079	EURIBOR 3M + (between 0,18% and 0,80%)
2006	TDA CAM 7 F.T.A	(A)	15,000	1,500,000	178,462	202,119	EURIBOR 3M + (between 0,14% and 0,30%)
2006	CAIXA PENEDES 1 TDA, FTA	(A)	10,000	1,000,000	71,738	82,962	EURIBOR 3M + (between 0,14% and 0,55%)
2006	TDA 26-MIXTO, FTA	(A)	6,783	435,500	-	5,079	EURIBOR 3M + (between 0,14% and 3,50%)
2006	FTPyme TDA CAM 4 F.T.A	(A)	11,918	1,191,800	79,910	103,915	EURIBOR 3M + (between 0,02% and 4%)
2007	TDA CAM 8 F.T.A	(A)	17,128	1,712,800	166,212	188,620	EURIBOR 3M + (between 0,13% and 3,50%)
2007	CAIXA PENEDES PYMES 1 TDA, FTA	(A)	7,900	790,000	300	9,183	EURIBOR 3M + (between 0,19% and 0,80%)
2007	TDA CAM 9 F.T.A	(A)	15,150	1,515,000	197,550	220,748	EURIBOR 3M + (between 0,12% and 3,50%)
2007	TDA 29, FTA	(A)	8,128	452,173	-	116,097	EURIBOR 3M + (between 0,20% and 3,50%)
2007	CAIXA PENEDES 2 TDA, FTA	(A)	7,500	750,000	-	-	EURIBOR 3M + (between 0,30% and 1,75%)
2008	IM SABADELL RMBS 2, F.T.A.	(A) (C)	14,000	1,400,000	-	-	EURIBOR 3M + (between 0,45% and 1,75%)
2008	FTPyme TDA CAM 7 F.T.A	(A) (C)	10,000	1,000,000	-	-	EURIBOR 3M + (between 0,30% and 1,50%)
2008	CAIXA PENEDES FTGENCAT 1 TDA, FTA	(A)	5,700	570,000	-	-	EURIBOR 3M + (between 0,35% and 1,75%)
2008	TDA CAM 11 F.T.A	(A) (C)	13,812	1,381,200	-	-	EURIBOR 3M + (between 0,40% and 3,50%)
2008	IM SABADELL RMBS 3, F.T.A.	(A) (C)	14,400	1,440,000	-	-	EURIBOR 3M + (between 0,40% and 1,25%)
2009	TDA CAM 12 F.T.A	(A)	15,960	1,596,000	-	-	EURIBOR 3M + (between 0,40% and 3,50%)
2014	CAPE FUNDING 2014-1 PLC (*)	(C)	3	3,315,420	-	2,235,915	£ LIBOR 3M + 0.6%
2015	DUNCAN FUNDING 2015-1 PLC (*)	(B)	20,912	2,940,691	527,816	601,347	EURIBOR 3M +0,48% and £ LIBOR 3M +(between 0% and 1,5%)
2016	DUNCAN FUNDING 2016-1 PLC (*)	(B)	30,120	4,354,356	397,294	595,000	EURIBOR 3 M +0,40% and £ LIBOR 3 M +(between 0,77% and 2,5%)
2016	IM SABADELL PYME 10, F.T.	(A)	17,500	1,750,000	-	-	EURIBOR 3M + (between 0,75% and 0,90%)
2017	TDA SABADELL RMBS4, F.T.	(A)	60,000	6,000,000	-	-	EURIBOR 3M + (between 0,50% and 0,65%)
2017	IM SABADELL PYME 11, F.T.	(A)	19,000	1,900,000	150,000	-	EURIBOR 3M + (between 0,75% and 0,90%)
<b>Subtotal</b>					<b>2,544,173</b>	<b>5,345,117</b>	

(\*) TSB securitisation funds in effect. The funds held in Cape Funding 2014-1 PLC were drawn in full in November.

(A) Issues quoted on AIAF (Spanish Brokers' Association) fixed income market.

(B) Issues quoted on the LSE market.

(C) Securitisation funds liquidated during 2017.

## Subordinated liabilities

Subordinated liabilities issued by the Group at 31 December 2017 and 2016 are as follows:

Thousand euro

Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Maturity date/ cancellation	Issue currency	Target of offering
		31/12/2017	31/12/2016				
CAM International Issues, S.A.U. (*)	26/04/2007	-	66,050	-	4/26/2017	Euros	Institutional
Banco de Sabadell, S.A.	26/04/2010	424,600	424,600	6.250%	4/26/2020	Euros	Institutional
Banco de Sabadell, S.A.	25/02/2011	-	40,400	-	11/21/2017	Euros	Institutional
Banco de Sabadell, S.A. (**)	28/10/2013	-	17,680	-	10/28/2017	Euros	Institutional
TSB Banking Group Plc	01/05/2014	433,935	449,672	5.750%	06/05/2021	Libras esterlinas	Institutional
Banco de Sabadell, S.A.	06/05/2016	500,000	500,000	5.625%	06/05/2026	Euros	Institutional
Subscribed by Group companies		(26,700)	(35,760)				
<b>Total subordinated bonds</b>		<b>1,331,835</b>	<b>1,462,642</b>				

(\*) Currently merged with Banco de Sabadell, S.A.

(\*\*) Convertible subordinated bonds.

Thousand euro

Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Maturity date/ cancellation	Issue currency	Target of offering
		31/12/2017	31/12/2016				
Banco de Sabadell, S.A.	20/09/2006	-	18,400	-	12/20/2017	Euros	Institutional
Banco de Sabadell, S.A. (*)	18/05/2017	750,000	-	6.500%	5/18/2022	Euros	Institutional
Banco de Sabadell, S.A. (*)	23/11/2017	400,000	-	6.125%	11/23/2022	Euros	Institutional
Subscribed by Group companies		-	-				
<b>Total preference shares</b>		<b>1,150,000</b>	<b>18,400</b>				

(\*) Perpetual issuance. Reported as date of maturity/termination of first call option.

The issues included in subordinated liabilities, for the purposes of credit priority, are ranked below all of the Group's unsecured creditors.

For the purpose of complying with the requirements of IAS 7, the table below shows the reconciliation of liabilities derived from funding activities, identifying the components that have entailed their movements:

<b>Total subordinated liabilities 31/12/2016</b>	<b>1,481,042</b>
New issuances (*)	1,150,000
Amortised (*)	(124,850)
Capitalisation	(17,680)
Exchange rate	(15,737)
Change in those subscribed by Group companies	9,060
<b>Total subordinated liabilities 31/12/2017</b>	<b>2,481,835</b>

(\*) See cash flow statement

## Schedule 6 – Other risk information

### Credit risk exposure

#### Loans and advances to customers broken down by activity and type of guarantee

The breakdown of the heading “*Loans and advances - Customers*” by activity and guarantee, excluding advances not classed as loans, at 31 December 2017 and 2016, respectively, is as follows:

	2017							
	TOTAL	Of which: Secured on real estate	Of which: other financial collateral	Collateralised loans. Carrying amount based on the last valuation available. Loan to value				
				40% or less	Over 40% and less than or equal to 60%	Over 60% and less than or equal to 80%	Over 80% and less than or equal to 100%	Over 100%
<b>General governments</b>	9,802,135	50,981	8,963	9,554	26,553	19,800	24	4,013
<b>Other financial companies and individual entrepreneurs (financial business activity )</b>	3,355,667	304,495	11,125	43,973	151,308	78,950	12,425	28,964
<b>Non-financial companies and individual entrepreneurs (non-financial business activity)</b>	51,614,091	14,465,696	5,959,639	5,450,336	5,063,969	3,372,490	1,769,468	4,769,072
Real estate construction and development (including land)	5,505,009	3,205,020	1,319,307	833,687	1,049,651	604,155	473,793	1,563,041
Civil engineering construction	805,568	63,450	51,238	28,783	24,464	13,459	8,189	39,793
Other purposes	45,303,514	11,197,226	4,589,094	4,587,866	3,989,854	2,754,876	1,287,486	3,166,238
Large companies	19,246,033	1,455,937	1,191,051	567,034	506,788	420,870	248,620	903,676
SMES and individual entrepreneurs	26,057,481	9,741,289	3,398,043	4,020,832	3,483,066	2,334,006	1,038,866	2,262,562
<b>Rest of households</b>	77,452,450	69,228,253	389,659	14,180,152	19,478,490	21,021,346	8,565,037	6,372,887
Housing	69,765,811	68,764,278	167,496	14,067,294	19,329,811	20,824,378	8,461,523	6,248,768
Consumer loans	6,412,559	358,098	112,257	93,172	112,475	130,887	61,669	72,152
Other purposes	1,274,080	105,877	109,906	19,686	36,204	66,081	41,845	51,967
<b>TOTAL</b>	<b>142,224,343</b>	<b>84,049,425</b>	<b>6,369,386</b>	<b>19,684,015</b>	<b>24,720,320</b>	<b>24,492,586</b>	<b>10,346,954</b>	<b>11,174,936</b>
<b>MEMORANDUM ITEM</b>	5,598,948	3,556,115	536,656	657,191	818,657	791,768	662,169	1,162,986
<b>Refinancing, refinanced and restructured loans</b>								

Thousand euro

	2016							
	TOTAL	Of which: Secured on real estate	Of which: other financial collateral	Collateralised loans. Carrying amount based on the last valuation available. Loan to value				
				40% or less	Over 40% and less than or equal to 60%	Over 60% and less than or equal to 80%	Over 80% and less than or equal to 100%	Over 100%
<b>General governments</b>	9,672,203	63,328	29,611	33,797	26,686	21,300	10,914	242
<b>Other financial companies and Individual entrepreneurs (financial business activity )</b>	1,529,964	225,431	11,544	129,186	61,213	32,120	418	14,038
<b>Non-financial companies and Individual entrepreneurs (non-financial business activity)</b>	54,865,311	21,039,638	2,118,596	8,682,983	5,619,744	3,279,982	1,764,821	3,810,704
Real estate construction and development (including land)	7,384,262	6,414,054	59,769	1,873,838	1,312,792	794,888	564,358	1,927,947
Civil engineering construction	929,939	109,506	5,157	47,865	30,444	12,022	10,183	14,149
Other purposes	46,551,110	14,516,078	2,053,670	6,761,280	4,276,508	2,473,072	1,190,280	1,868,608
Large companies	23,147,491	2,212,883	1,014,578	1,982,462	300,686	326,487	341,261	276,565
SMES and individual entrepreneurs	23,403,619	12,303,195	1,039,092	4,778,818	3,975,822	2,146,585	849,019	1,592,043
<b>Rest of households</b>	78,337,895	71,880,048	171,628	16,989,062	24,219,106	21,953,567	6,810,869	2,079,072
Housing	67,015,350	66,723,129	15,227	15,008,921	22,647,654	20,966,329	6,422,914	1,692,538
Consumer loans	7,513,943	3,819,744	44,510	1,517,874	1,177,020	738,124	246,145	185,091
Other purposes	3,808,602	1,337,175	111,891	462,267	394,432	249,114	141,810	201,443
<b>TOTAL</b>	<b>144,405,373</b>	<b>93,208,445</b>	<b>2,331,379</b>	<b>25,835,028</b>	<b>29,926,749</b>	<b>25,286,969</b>	<b>8,587,022</b>	<b>5,904,056</b>
<b>MEMORANDUM ITEM</b>	7,599,200	5,944,077	106,074	1,349,978	1,539,868	1,450,836	820,973	888,496
<b>Refinancing, refinanced and restructured loans</b>								

In terms of risks with LTV >80%, which mainly correspond to transactions from acquired institutions or business operations in which, as a supplement to the valuation of the operation, a mortgage guarantee is available to hedge such risks. Similarly, there are other additional reasons for approval, which mainly correspond to solvent borrowers with a proven payment capacity, as well as customers with a good profile who contribute additional guarantees (personal guarantees and/or pledges) to the mortgage guarantees already considered in the LTV ratio.

### Refinancing and restructuring operations

The outstanding balance of refinanced and restructured loans as at 31 December 2017 and 2016 is as follows:

Thousand euro							
2017							
	Credit institutions	General governments	Other financial companies and individual entrepreneurs (financial business activities)	Non-financial companies and individual entrepreneurs (non-financial business activity)	<i>Of which: finance for construction and real estate development (including land)</i>	Rest of households	Total
<b>TOTAL</b>							
<b>Unsecured</b>							
Number of transactions	-	17	1,485	18,579	2,208	50,332	<b>70,413</b>
Gross carrying amount	-	11,694	66,256	2,320,530	502,404	456,378	<b>2,854,858</b>
<b>With financial collateral</b>							
Number of transactions	-	5	70	12,464	3,104	25,731	<b>38,270</b>
Gross carrying amount	-	439	15,361	1,848,443	402,286	2,123,692	<b>3,987,935</b>
<b>Impairment adjustments</b>	-	2,613	13,739	900,329	301,944	327,166	<b>1,243,847</b>
<b>Of which doubtful risk</b>							
<b>Unsecured</b>							
Number of transactions	-	13	25	9,706	2,016	27,361	<b>37,105</b>
Gross carrying amount	-	9,170	14,263	1,335,529	427,225	276,460	<b>1,635,422</b>
<b>With financial collateral</b>							
Number of transactions	-	4	9	7,494	2,615	14,270	<b>21,777</b>
Gross carrying amount	-	440	14,692	1,047,340	300,708	1,162,091	<b>2,224,563</b>
<b>Specific coverage</b>	-	2,613	13,575	861,480	298,760	303,457	<b>1,181,125</b>
<b>TOTAL</b>							
Number of operations	-	22	1,555	31,043	5,312	76,063	<b>108,683</b>
Gross amount	-	12,133	81,617	4,168,973	904,690	2,580,070	<b>6,842,793</b>
Impairment adjustments	-	2,613	13,739	900,329	301,944	327,166	<b>1,243,847</b>
<b>Additional information: finance classified as non-current assets and disposal groups classified as held for sale</b>	-	-	-	-	-	-	-

Thousand euro

2016

	Credit institutions	General governments	Other financial companies and individual entrepreneurs (financial business activities)	Non-financial companies and individual entrepreneurs (non-financial business activity)	Of which: finance for construction and real estate development (including land)	Rest of households	Total
<b>TOTAL</b>							
<b>Unsecured</b>							
Number of transactions	-	-	56	19,308	700	60,132	79,496
Gross carrying amount	-	-	134,220	1,403,486	152,090	214,648	1,752,354
<b>With financial collateral</b>							
Number of transactions	-	28	23	20,241	7,609	51,912	72,204
Gross carrying amount	-	21,259	12,253	3,929,309	1,412,073	3,548,530	7,511,351
<b>Impairment adjustments</b>	-	865	255	1,240,631	558,242	422,435	1,664,186
<b>Of which doubtful risk</b>							
<b>Unsecured</b>							
Number of transactions	-	-	11	5,219	381	24,434	29,664
Gross carrying amount	-	-	417	602,180	136,516	89,514	692,111
<b>With financial collateral</b>							
Number of transactions	-	9	12	11,373	6,342	20,735	32,129
Gross carrying amount	-	3,125	689	2,388,137	1,112,891	1,669,943	4,061,894
<b>Specific coverage</b>	-	865	228	1,150,073	550,584	380,629	1,531,795
<b>TOTAL</b>							
Number of operations	-	28	79	39,549	8,309	112,044	151,700
Gross amount	-	21,259	146,473	5,332,795	1,564,163	3,763,178	9,263,705
Impairment adjustments	-	865	255	1,240,631	558,242	422,435	1,664,186
<b>Additional information: finance classified as non-current assets and disposal groups classified as held for sale</b>	-	-	-	-	-	-	-

The value of the guarantees received to ensure collection associated with refinancing and restructuring operations, broken down into collateral and other guarantees, at 31 December 2017 and 2016 year-end, are as follows:

Thousand euro

<b>Guarantees received</b>	<b>2017</b>	<b>2016</b>
Value of collateral	3,884,087	5,817,830
<i>Of which: guarantees doubtful risks</i>	<i>2,040,788</i>	<i>2,621,019</i>
Value of other collateral	650,696	653,986
<i>Of which: guarantees doubtful risks</i>	<i>205,177</i>	<i>250,968</i>
<b>Total value of guarantees received</b>	<b>4,534,783</b>	<b>6,471,816</b>



Detailed movements of the balance of refinancing and restructuring operations during 2017 and 2016 are as follows:

Thousand euro	2017	2016
Opening balance	9,263,705	14,816,307
(+) Refinancing and restructuring in the period	1,179,598	1,687,111
<i>(+) Memorandum item: impact recognised in profit and loss account for the period</i>	<i>96,622</i>	<i>89,471</i>
(-) Debt amortisations	(1,529,500)	(1,790,243)
(-) Foreclosure	(295,542)	(551,942)
(-) Derecognised from the balance sheet (reclassified as write-off)	(161,109)	(175,353)
(+)/(-) Other changes (*)	(1,614,359)	(4,722,175)
<b>Balance at the end of the year</b>	<b>6,842,793</b>	<b>9,263,705</b>

(\*) Includes operations which are no longer identified as refinancing, refinanced or restructured, as they comply with requirements for their reclassification into standard exposures given that they exceed the cure period (see Note 1.3.4).

The table below shows the value of operations which, after refinancing or restructuring, have been classified as doubtful exposures during 2017 and 2016:

Thousand euro	2017	2016
<b>General governments</b>	<b>394</b>	<b>707</b>
<b>Other corporate borrowers and individual entrepreneurs</b>	<b>244,101</b>	<b>444,792</b>
<i>Of which: Finance for construction and real estate development</i>	<i>52,155</i>	<i>124,975</i>
<b>Other individual borrowers</b>	<b>205,198</b>	<b>349,306</b>
<b>Total</b>	<b>449,693</b>	<b>794,805</b>

The average probability of default on current refinancing and restructuring operations per activity at 31 December 2017 and 2016 is as follows:

%	2017	2016
<b>Central governments (*)</b>	-	-
<b>Other corporate borrowers and individual entrepreneurs</b>	<b>8</b>	<b>11</b>
<i>Of which: Finance for construction and real estate development</i>	<i>7</i>	<i>12</i>
<b>Other individual borrowers</b>	<b>10</b>	<b>12</b>

(\*) Authorisation has not been granted for the use of internal models in the calculation of capital requirements.

Average probability of default calculated at September 2017.

The PD of refinancing operations has been reduced since December 2016, owing to the entry into force of Circular 4/2016 in October 2016.

Thereafter, distressed refinancings are gradually classified as subjective doubtful loans as stricter criteria than before are applied. The result is a performing refinanced population with an improved credit quality and therefore a lower PD.

## Concentration risk

### Geographic exposure

#### Global

The breakdown of risk concentration by activity and at global level at 31 December 2017 and 2016 is as follows:

Thousand euro

	2017				
	TOTAL	Spain	Rest of European Union	America	Rest of the world
<b>Credit institutions</b>	<b>33,301,907</b>	<b>18,525,878</b>	<b>13,118,641</b>	<b>1,121,174</b>	<b>536,214</b>
<b>General Governments</b>	<b>32,278,166</b>	<b>17,848,223</b>	<b>13,076,483</b>	<b>1,265,606</b>	<b>87,854</b>
Central Governments	26,641,501	12,574,456	13,076,483	932,383	58,179
Rest	5,636,665	5,273,767	-	333,223	29,675
<b>Other financial institutions</b>	<b>5,809,643</b>	<b>4,875,460</b>	<b>463,407</b>	<b>419,712</b>	<b>51,064</b>
<b>Non-financial companies and individual entrepreneurs</b>	<b>60,959,366</b>	<b>50,935,258</b>	<b>3,519,954</b>	<b>5,959,932</b>	<b>544,222</b>
Real estate construction and development	6,341,800	5,688,531	17,564	548,302	87,403
Civil engineering construction	1,592,291	1,567,467	14,798	7,762	2,264
Other purposes	53,025,275	43,679,260	3,487,592	5,403,868	454,555
Large companies	24,968,944	17,122,231	2,875,366	4,731,480	239,867
SMEs and individual entrepreneurs	28,056,331	26,557,029	612,226	672,388	214,688
<b>Non-profit institutions serving households (NPISH)</b>	<b>78,472,832</b>	<b>39,820,667</b>	<b>37,131,213</b>	<b>474,989</b>	<b>1,045,963</b>
Housing	69,779,706	34,981,757	33,727,534	165,500	904,915
Consumer loans	6,394,650	3,540,223	2,422,644	300,970	130,813
Other purposes	2,298,476	1,298,687	981,035	8,519	10,235
<b>TOTAL</b>	<b>210,821,914</b>	<b>132,005,486</b>	<b>67,309,698</b>	<b>9,241,413</b>	<b>2,265,317</b>

Thousand euro

	2016				
	TOTAL	Spain	Rest of European Union	America	Rest of the world
<b>Credit institutions</b>	<b>18,269,730</b>	<b>8,058,200</b>	<b>8,463,915</b>	<b>1,208,778</b>	<b>538,837</b>
<b>General governments</b>	<b>32,794,943</b>	<b>19,758,603</b>	<b>9,533,956</b>	<b>3,425,625</b>	<b>76,759</b>
Central Governments	25,016,113	14,395,295	9,403,079	1,179,130	38,609
Rest	7,778,830	5,363,308	130,877	2,246,495	38,150
<b>Other financial institutions</b>	<b>3,761,100</b>	<b>2,700,955</b>	<b>525,918</b>	<b>481,114</b>	<b>53,113</b>
<b>Non-financial companies and individual entrepreneurs</b>	<b>64,159,247</b>	<b>51,874,700</b>	<b>3,429,712</b>	<b>8,211,138</b>	<b>643,697</b>
Real estate construction and development	7,647,180	7,008,309	87,631	505,737	45,503
Civil engineering construction	1,879,036	1,820,929	23,810	22,712	11,585
Other purposes	54,633,031	43,045,462	3,318,271	7,682,689	586,609
Large companies	24,658,629	16,496,530	2,424,411	5,408,744	328,944
SMES and individual entrepreneurs	29,974,402	26,548,932	893,860	2,273,945	257,665
<b>Non-profit institutions serving households (NPISH)</b>	<b>78,609,080</b>	<b>39,866,067</b>	<b>36,253,458</b>	<b>1,614,775</b>	<b>874,780</b>
Housing	67,015,350	31,112,369	33,598,901	1,579,745	724,335
Consumer loans	7,515,541	5,764,952	1,603,144	17,097	130,348
Other purposes	4,078,189	2,988,746	1,051,413	17,933	20,097
<b>TOTAL</b>	<b>197,594,100</b>	<b>122,258,525</b>	<b>58,206,959</b>	<b>14,941,430</b>	<b>2,187,186</b>

*By autonomous communities*

The risk concentration broken down by activity, at the level of Spanish autonomous communities and at global level at 31 December 2017 and 31 December 2016, respectively, is as follows:

Thousand euro

	2017									
	TOTAL	AUTONOMOUS REGIONS								
	Andalusia	Aragón	Asturias	Ileairc Islands	Canary Islands	Cantabria	Castilla-La Mancha	Castilla y León	Catalonia	
<b>Credit institutions</b>	18,525,878	13,607	698	13,551	601	652	644,705	346	840	558,932
<b>General Governments</b>	17,848,223	204,913	104,168	202,122	81,582	41,909	27,476	41,709	430,272	1,001,741
Central Governments	12,574,456	-	-	-	-	-	-	-	-	-
Rest	5,273,767	204,913	104,168	202,122	81,582	41,909	27,476	41,709	430,272	1,001,741
<b>Other financial institutions</b>	4,875,460	10,586	1,990	3,808	4,008	1,285	304	861	10,595	1,122,616
<b>Non-financial companies and individual entrepreneurs</b>	50,935,258	2,898,298	921,245	1,642,346	1,631,870	1,113,424	261,101	565,772	1,302,141	15,045,796
Real estate construction and development	5,688,531	603,106	88,607	111,348	139,393	109,371	18,292	63,792	64,207	1,269,408
Civil engineering construction	1,567,467	40,495	30,975	43,360	8,607	2,804	4,325	9,498	25,817	375,306
Other purposes	43,679,260	2,254,697	801,663	1,487,638	1,483,870	1,001,249	238,484	492,482	1,212,117	13,401,082
Large companies	17,122,231	652,075	235,516	514,926	448,014	286,005	93,985	118,991	363,629	4,594,027
SMEs and individual entrepreneurs	26,557,029	1,602,622	566,147	972,712	1,035,856	715,244	144,499	373,491	848,488	8,807,055
<b>Non-profit institutions serving households (NPISH)</b>	39,820,667	2,650,641	486,787	1,242,662	1,517,518	596,319	112,123	567,103	706,408	14,396,666
Housing	34,981,757	2,314,848	421,615	1,028,818	1,382,754	471,402	98,099	504,462	596,971	12,686,662
Consumer loans	3,540,223	258,140	44,365	148,761	97,892	111,921	10,111	46,229	78,128	1,237,708
Other purposes	1,298,687	77,653	20,807	65,083	36,872	12,996	3,913	16,412	31,309	472,296
<b>TOTAL</b>	<b>132,005,486</b>	<b>5,778,045</b>	<b>1,514,888</b>	<b>3,104,489</b>	<b>3,235,579</b>	<b>1,753,589</b>	<b>1,045,709</b>	<b>1,175,791</b>	<b>2,450,256</b>	<b>32,125,751</b>

Thousand euro

	2017									
	AUTONOMOUS REGIONS									
	Extremadura	Galicia	Madrid	Murcia	Navarra	Valencia	Basque Country	La Rioja	Ceuta & Melilla	
<b>Credit institutions</b>	50	17,170	16,726,676	3,722	71	101,015	442,922	269	51	
<b>General Governments</b>	50,349	114,106	1,290,498	41,876	129,386	844,593	581,604	78,558	6,905	
Central Governments	-	-	-	-	-	-	-	-	-	
Rest	50,349	114,106	1,290,498	41,876	129,386	844,593	581,604	78,558	6,905	
<b>Other financial institutions</b>	260	7,513	3,606,420	8,607	729	64,586	31,134	59	99	
<b>Non-financial companies and individual entrepreneurs</b>	151,374	2,005,562	12,862,583	1,402,548	594,790	4,929,443	3,393,948	194,937	18,080	
Real estate construction and development	9,234	99,479	1,517,101	463,061	23,695	917,968	164,449	25,285	735	
Civil engineering construction	3,858	92,607	716,017	9,219	9,993	53,199	140,757	628	2	
Other purposes	138,282	1,813,476	10,629,465	930,268	561,102	3,958,276	3,088,742	169,024	17,343	
Large companies	27,635	501,448	5,928,947	228,750	273,057	1,201,734	1,614,793	37,911	788	
SMEs and individual entrepreneurs	110,647	1,312,028	4,700,518	701,518	288,045	2,756,542	1,473,949	131,113	16,555	
<b>Non-profit institutions serving households (NPISH)</b>	126,429	757,265	4,722,715	2,613,091	160,680	7,975,707	1,053,146	74,680	60,727	
Housing	105,937	594,254	4,095,427	2,369,195	130,075	7,160,409	902,941	61,102	56,786	
Consumer loans	17,267	120,073	461,450	175,816	24,185	590,054	104,843	10,133	3,147	
Other purposes	3,225	42,938	165,838	68,080	6,420	225,244	45,362	3,445	794	
<b>TOTAL</b>	<b>328,462</b>	<b>2,901,616</b>	<b>39,208,892</b>	<b>4,069,844</b>	<b>885,656</b>	<b>13,915,344</b>	<b>5,502,754</b>	<b>348,503</b>	<b>85,862</b>	

Thousand euro

	2016									
	TOTAL	AUTONOMOUS REGIONS								
		Andalusia	Aragón	Asturias	Balearic Islands	Canary Islands	Cantabria	Castilla-La Mancha	Castilla y León	Catalonia
<b>Credit institutions</b>	8,058,200	159,408	268	21,191	660	530	67,007	667	810	963,535
<b>General Governments</b>	19,758,603	262,488	102,732	198,955	77,310	46,294	27,866	34,531	455,564	908,625
Central Governments	14,395,295	-	-	-	-	-	-	-	-	-
Rest	5,363,308	262,488	102,732	198,955	77,310	46,294	27,866	34,531	455,564	908,625
<b>Other financial institutions</b>	2,700,955	3,485	573	2,568	1,192	336	243	10,912	6,356	1,103,938
<b>Non-financial companies and individual entrepreneurs</b>	51,874,700	3,022,132	920,867	1,783,544	1,744,371	918,666	248,723	772,935	1,344,358	15,452,306
Real estate construction and development	7,008,309	809,916	131,480	162,490	168,889	121,984	20,999	87,377	76,785	1,516,773
Civil engineering construction	1,820,929	66,313	33,551	62,007	9,993	3,569	4,935	10,701	29,719	457,671
Other purposes	43,045,462	2,145,903	755,836	1,559,047	1,565,489	793,113	222,789	674,857	1,237,854	13,477,862
Large companies	16,496,530	623,660	202,157	505,496	606,523	274,833	106,154	309,685	356,569	4,218,630
SMEs and individual entrepreneurs	26,548,932	1,522,243	553,679	1,053,551	958,966	518,280	116,635	365,172	881,285	9,259,232
<b>Non-profit institutions serving households (NPISH)</b>	39,866,067	2,676,893	491,153	1,251,325	1,547,361	601,614	113,166	603,886	696,765	13,926,972
Housing	31,112,369	2,120,396	385,655	932,183	1,244,639	438,654	86,041	477,313	545,996	10,843,832
Consumer loans	5,764,952	394,163	79,137	208,159	194,390	130,065	20,591	85,630	101,401	2,184,199
Other purposes	2,988,746	162,334	26,361	110,983	108,332	32,895	6,534	40,943	49,368	898,941
<b>TOTAL</b>	<b>122,258,525</b>	<b>6,124,406</b>	<b>1,515,593</b>	<b>3,257,583</b>	<b>3,370,894</b>	<b>1,567,440</b>	<b>457,005</b>	<b>1,422,931</b>	<b>2,503,853</b>	<b>32,355,376</b>

Thousand euro

	2016								
	AUTONOMOUS REGIONS								
	Extremadura	Galicia	Madrid	Murcia	Navarra	Valencia	Basque Country	La Rioja	Ceuta & Melilla
<b>Credit institutions</b>	57	16,192	6,257,400	5,194	96	140,057	425,039	59	30
<b>General Governments</b>	51,105	111,799	1,395,725	50,704	135,033	801,309	648,641	46,504	8,123
Rest	51,105	111,799	1,395,725	50,704	135,033	801,309	648,641	46,504	8,123
<b>Other financial institutions</b>	105	4,410	1,331,397	3,860	388	144,341	86,757	-	94
<b>Non-financial companies and individual entrepreneurs</b>	142,876	1,788,990	12,409,279	1,655,492	566,155	5,476,742	3,408,825	196,008	22,431
Real estate construction and development	12,010	114,673	1,399,907	673,205	25,821	1,429,989	218,541	33,275	4,195
Civil engineering construction	4,013	119,996	802,568	9,541	9,767	66,475	129,163	947	-
Other purposes	126,853	1,554,321	10,206,804	972,746	530,567	3,980,278	3,061,121	161,786	18,236
Large companies	40,352	368,535	5,699,514	205,117	213,023	1,124,970	1,606,150	34,866	296
SMEs and individual entrepreneurs	86,501	1,185,786	4,507,290	767,629	317,544	2,855,308	1,454,971	126,920	17,940
<b>Non-profit institutions serving households (NPISH)</b>	124,839	733,164	4,702,056	2,732,930	162,883	8,414,576	962,429	71,437	52,618
Housing	96,037	514,363	3,809,902	2,029,706	119,493	6,592,794	773,925	55,165	46,275
Consumer loans	22,327	157,083	525,936	427,443	24,594	1,082,532	110,169	12,132	5,001
Other purposes	6,475	61,718	366,218	275,781	18,796	739,250	78,335	4,140	1,342
<b>TOTAL</b>	<b>318,982</b>	<b>2,654,555</b>	<b>26,095,857</b>	<b>4,448,180</b>	<b>864,555</b>	<b>14,977,025</b>	<b>5,531,691</b>	<b>314,008</b>	<b>83,296</b>

## Sovereign risk exposure

The breakdown, by type of financial instrument, of the exposure to sovereign risk, applying the criteria required by the European Banking Authority (EBA), at 31 December 2017 and 31 December 2016, is as follows:

Thousand euro

Sovereign risk exposure by country (*)	2017										
	Sovereign debt securities					Loans and advances to customers (**)	Derivatives		Total	Other exposures (***)	%
	Held for Trading	Short positions	Available-for-sale	Loans and receivables	Held until maturity		Direct exposure	Indirect exposure			
Spain	43,319	(69,854)	5,026,477	-	2,595,434	10,504,135	-	274	18,099,785	(4,199)	55.9%
Italy	-	-	2,832,605	-	6,793,888	-	-	18,930	9,645,423	-	29.8%
United States	-	-	170,746	-	-	3	-	-	170,749	-	0.5%
United Kingdom	-	-	1,940,311	-	-	13	-	-	1,940,324	-	6.0%
Portugal	-	-	55,254	-	1,074,046	-	-	(502)	1,128,798	-	3.5%
Mexico	-	-	175,375	-	480,532	-	-	-	655,907	-	2.0%
Rest of the world	-	-	529,086	-	135,566	68,400	-	-	733,052	-	2.3%
<b>Total</b>	<b>43,319</b>	<b>(69,854)</b>	<b>10,729,854</b>	<b>-</b>	<b>11,079,466</b>	<b>10,572,551</b>	<b>-</b>	<b>18,702</b>	<b>32,374,038</b>	<b>(4,199)</b>	<b>100.0%</b>

(\*) Sovereign exposure positions shown in accordance with EBA criteria.

(\*\*) Includes those available under credit transactions and other contingent risks (699 million euros at 31 December 2017).

(\*\*\*) Relates to commitments for cash purchases and sales of financial assets.

Thousand euro

Sovereign risk exposure by country (*)	2016										
	Sovereign debt securities					Loans and advances to customers (**)	Derivatives		Total	Otras exposiciones (***)	%
	Held for Trading	Short positions	Available-for-sale	Loans and receivables	Held until maturity		Direct exposure	Indirect exposure			
Spain	932,175	(59,891)	8,461,114	320,667	-	10,080,456	-	13,352	19,747,873	99,927	57.4%
Italy	502,026	-	2,711,220	-	2,818,518	-	-	4,026	6,035,790	2,362,526	24.3%
United States	-	-	1,323,396	-	-	93,665	-	30,720	1,447,781	265,456	5.0%
United Kingdom	-	-	2,187,458	-	-	19	-	-	2,187,477	-	6.3%
Portugal	-	-	-	-	1,106,401	-	-	-	1,106,401	-	3.2%
Mexico	-	-	201,802	-	550,184	-	-	-	751,986	-	2.2%
Rest of the world	10,332	-	324,489	-	123,088	125,818	-	-	583,727	(1)	1.7%
<b>Total</b>	<b>1,444,533</b>	<b>(59,891)</b>	<b>15,209,479</b>	<b>320,667</b>	<b>4,598,191</b>	<b>10,299,957</b>	<b>-</b>	<b>48,099</b>	<b>31,861,035</b>	<b>2,727,908</b>	<b>100.0%</b>

(\*) Sovereign exposure positions shown in accordance with EBA criteria.

(\*\*) Includes those available under credit transactions and other contingent risks (544 million euros at 31 December 2016).

(\*\*\*) Relates to commitments for cash purchases and sales of financial assets.

## Exposure to construction and real estate development

Details of financing intended for construction and real estate development and its coverage are as follows: The loans and credits shown have been classified in terms of their intended purpose, and not by the debtor's statistical classification of economic activities in the European Community (NACE). This implies, for example, that if a debtor is: (a) a real estate company, but uses the financing for a purpose other than real estate construction or development, it is not included in this table; or (b) a company whose principal activity is not construction or real estate, but where the loan is used for the financing of properties intended for real estate development, it is included in the table:

€ million

	2017				
	Gross carrying amount	Of which: APS (*)	Excess value of the collateral	Of which: APS (*)	Impairment adjustments (**)
<b>Finance for construction and real-estate development (including land)(business in Spain)</b>	<b>5,694</b>	<b>1,855</b>	<b>1,809</b>	<b>882</b>	<b>660</b>
<i>Of which: doubtful</i>	<i>1,363</i>	<i>-</i>	<i>579</i>	<i>-</i>	<i>641</i>

(\*) Exposure for which, by applying the Asset Protection Scheme (see Note 2), the credit risk has been transferred. Corresponds to 80% of the total value of the exposure.

(\*\*) Allowances for the exposure for which the bank retains the credit risk. Does not include allowances for exposures with transferred risk.

€ million

	2016				
	Gross carrying amount	Of which: APS (*)	Excess value of the collateral	Of which: APS (*)	Impairment adjustments (**)
<b>Finance for construction and real-estate development (including land)(business in Spain)</b>	<b>7,762</b>	<b>3,008</b>	<b>2,602</b>	<b>1,301</b>	<b>1,183</b>
<i>Of which: doubtful</i>	<i>2,387</i>	<i>-</i>	<i>759</i>	<i>-</i>	<i>1,136</i>

(\*) Exposure for which, by applying the Asset Protection Scheme (see Note 2), the credit risk has been transferred. Corresponds to 80% of the total value of the exposure.

(\*\*) Allowances for the exposure for which the bank retains the credit risk. Does not include allowances for exposures with transferred risk.

€ million

Memorandum item	Gross carrying amount	
	2017	2016
Written-off assets (*)	208	136

€ million

Memorandum item	Amount	Amount
	2017	2016
Loans and advances to customers, excluding General Governments (business in Spain) (carrying amount)	93,238	93,865
Total assets (total operations) (carrying amount)	221,348	212,508
Value adjustments and provisions for exposures classed as standard (total operations)	525	880

(\*) Refers to financing aimed at construction and real estate development reclassified as write-offs during the year.



The breakdown of financing intended for construction and real estate development for operations registered by credit institutions (business in Spain) is as follows:

€ million				
	Gross carrying amount 2017	Of which: APS	Gross carrying amount 2016	Of which: APS
<b>Unsecured</b>	<b>1,124</b>	<b>286</b>	<b>701</b>	<b>62</b>
<b>With collateral</b>	<b>4,571</b>	<b>1,570</b>	<b>7,061</b>	<b>2,945</b>
Buildings and other finished constructions	2,451	860	4,820	1,717
Housing	1,715	646	3,487	1,281
Rest	736	214	1,333	436
Buildings and other constructions In progress	891	116	380	245
Housing	785	100	343	222
Rest	106	15	37	23
Land	1,229	594	1,861	984
Consolidated urban land	1,061	475	1,555	805
Other land	169	119	306	179
<b>Total</b>	<b>5,694</b>	<b>1,855</b>	<b>7,762</b>	<b>3,008</b>

The figures shown do not show the total value of guarantees received, but rather the net book value of the associated exposure.

Guarantees received associated with financing intended for construction and real estate development are shown hereafter, for both periods:

€ million		
Guarantees received	2017	2016
Value of collateral	3,638	4,141
<i>Of which: guarantees doubtful risks</i>	632	1,068
Value of other collateral	1,245	1,127
<i>Of which: guarantees doubtful risks</i>	38	64
<b>Total value of guarantees received</b>	<b>4,883</b>	<b>5,268</b>

The breakdown of lending to households for the acquisition of property for transactions recorded by credit institutions (business in Spain) is as follows:

	2017		
	Gross carrying amount	Of which: APS	Of which: doubtful
<b>Loans for property purchase</b>	<b>32,609</b>	<b>619</b>	<b>1,786</b>
Without mortgage guarantee	1,147	42	234
With mortgage guarantee	31,462	577	1,552

	2016		
	Gross carrying amount	Of which: APS	Of which: doubtful
<b>Loans for property purchase</b>	<b>33,697</b>	<b>693</b>	<b>2,052</b>
Without mortgage guarantee	199	1	4
With mortgage guarantee	33,497	692	2,047

The table below shows the breakdown of secured mortgage loans granted to households for the purchase of housing by the percentage of the last available valuation amount represented by the total risk for transactions recorded by credit institutions (business in Spain):

	2017		
	Gross amount	Of which: APS	Of which: doubtful
<b>LTV ranges</b>	<b>31,462</b>	<b>577</b>	<b>1,552</b>
LTV <= 40%	5,613	48	116
40% < LTV <= 60%	7,491	106	192
60% < LTV <= 80%	7,944	123	301
80% < LTV <= 100%	4,718	106	324
LTV > 100%	5,696	194	619

	2016		
	Gross amount	Of which: APS	Of which: doubtful
<b>LTV ranges</b>	<b>33,497</b>	<b>692</b>	<b>2,047</b>
LTV <= 40%	5,837	51	161
40% < LTV <= 60%	7,736	119	258
60% < LTV <= 80%	9,490	184	456
80% < LTV <= 100%	6,729	170	570
LTV > 100%	3,705	168	602



Lastly, the table below gives details of foreclosed assets of companies in the consolidated group for transactions recorded by credit institutions in Spain:

€ million

	2017			
	Gross carrying amount	Value adjustments	Gross amount (*)	Value adjustments (*)
<b>Real estate assets deriving from financing of construction and real estate development</b>	<b>6,062</b>	<b>2,743</b>	<b>5,479</b>	<b>3,126</b>
Finished buildings	3,037	887	2,681	1,119
Housing	1,572	355	1,302	505
Rest	1,465	533	1,379	614
Buildings under construction	349	135	289	165
Housing	295	112	245	137
Rest	54	24	44	28
Land	2,675	1,720	2,509	1,843
Building land	921	534	832	603
Other land	1,754	1,186	1,677	1,240
<b>Real estate assets deriving from home loan mortgages</b>	<b>1,961</b>	<b>584</b>	<b>1,914</b>	<b>872</b>
<b>Rest of real-estate assets received in payment of debts</b>	-	-	-	-
<b>Foreclosed capital instruments or received in payment of debts</b>	<b>5</b>	<b>5</b>	-	-
<b>Equity instruments of entities holding foreclosed assets or received in payment of debts</b>	-	-	-	-
<b>Financing to entities holding foreclosed assets or received in payment of debts</b>	-	-	-	-
<b>Total real-estate portfolio</b>	<b>8,028</b>	<b>3,331</b>	<b>7,393</b>	<b>3,998</b>

(\*) Problematic real-estate assets including properties outside of national territory, considering the hedging in the original financing and the credit risk transferred upon application of the APS.

€ million

	2016			
	Gross carrying amount	Value adjustments	Gross amount (*)	Value adjustments (*)
<b>Real estate assets deriving from financing of construction and real estate development</b>	<b>7,842</b>	<b>3,026</b>	<b>7,116</b>	<b>3,438</b>
Finished buildings	3,241	855	2,788	1,086
Housing	1,729	425	1,377	576
Rest	1,512	430	1,412	510
Buildings under construction	564	176	477	212
Housing	467	140	389	171
Rest	97	36	88	41
Land	4,037	1,995	3,851	2,140
Building land	1,564	721	1,455	820
Other land	2,473	1,274	2,396	1,320
<b>Real estate assets deriving from home loan mortgages</b>	<b>1,999</b>	<b>599</b>	<b>1,918</b>	<b>859</b>
<b>Rest of real-estate assets received in payment of debts</b>	-	-	-	-
<b>Foreclosed capital instruments or received in payment of debts</b>	<b>30</b>	<b>1</b>	-	-
<b>Equity instruments of entities holding foreclosed assets or received in payment of debts</b>	-	-	-	-
<b>Financing to entities holding foreclosed assets or received in payment of debts</b>	-	-	-	-
<b>Total real-estate portfolio</b>	<b>9,871</b>	<b>3,626</b>	<b>9,035</b>	<b>4,297</b>

(\*) Problematic real-estate assets including properties outside of national territory, considering the hedging in the original financing and the credit risk transferred upon application of the APS.

Given that for part of these assets, the risk of loss of value is transferred by the Asset Protection Scheme, the table below shows the reconciliation with the amount corresponding to problematic real estate assets, including amounts outside of Spain.

€ million

	2017		
	Gross Value	Netcarrying value	Value adjustments
<b>Total operations national territory</b>	<b>8,023</b>	<b>4,697</b>	<b>3,326</b>
Total operations outside of national territory and others	23	20	3
Credit risk transferred upon application of APS	(1,322)	(1,322)	-
Hedging of the original funding	669	-	669
<b>Total</b>	<b>7,393</b>	<b>3,395</b>	<b>3,998</b>

€ million

	2016		
	Gross Value	Netcarrying value	Value adjustments
<b>Total operations national territory</b>	<b>9,841</b>	<b>6,216</b>	<b>3,625</b>
Total operations outside of national territory and others	49	45	4
Credit risk transferred upon application of APS	(1,523)	(1,523)	-
Hedging of the original funding	668	-	668
<b>Total</b>	<b>9,035</b>	<b>4,738</b>	<b>4,297</b>

## Schedule 7 – Annual banking report

### INFORMATION REQUIRED UNDER ARTICLE 89 OF DIRECTIVE 2013/36/EU OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 26 JUNE 2013

This information has been prepared pursuant to Article 89 of Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directive 2006/48/EC and Directive 2006/49/EC, and the transposition thereof into Spanish national legislation in accordance with Article 87 and Transitional Provision 12 of Law 10/2014 of 26 June on the organisation, supervision and solvency of credit institutions published in the Official State Gazette of 27 June 2014.

In accordance with the above regulations the following information is presented on a consolidated basis and corresponds to the end of the 2017 accounting year:

Thousand euro

	Turnover	No. full time equivalent employees	Gross income before tax	Corporate income tax
Spain	4,331,651	16,668	643,538	21,071
United Kingdom	1,222,940	7,491	135,878	(48,428)
United States	96,602	166	49,143	(17,935)
Rest	86,079	524	19,694	2,218
<b>Total</b>	<b>5,737,272</b>	<b>24,849</b>	<b>848,253</b>	<b>(43,075)</b>

At 31 December 2017, income from the Group's assets calculated by dividing the consolidated gains/(losses) during the year between total assets amounts to 0.36%.

This information is available in Schedule I to these Group consolidated annual accounts for the year ended 31 December 2017, in which the companies operating in each jurisdiction are listed, including among other details their corporate names, geographical location and line of business.

As can be seen in Schedule 1, the main activity carried out by the Group in the different jurisdictions in which it operates is banking, and fundamentally business and retail banking through an extensive range of products and services for large and medium-sized enterprises, SMEs, retailers and sole proprietors, professional groups, other individuals and Bancassurance.

For the purposes of this information, business turnover is regarded as the gross income recognised on the consolidated income statement for December 2017. Data on full-time equivalent staff have been obtained from the workforce of each company/country at the end of 2017.

The amount of public subsidies and aid received is not material.

According to the information included in section IV.7 of the Report by the special committee for the fostering of transparency and security in markets and listed companies, dated 8 January 2003, José Oliu Creus, Chairman of the Board of Directors, Jaime Guardiola Romojaro, CEO, and Tomás Varela Muiña, Chief Financial Officer – General Manager, hereby vouch for the accuracy and integrity of the consolidated annual accounts submitted on the date hereof to be presented to the Board of Directors, certifying that these consolidated annual accounts include the accounting statements of all national and international investees within the scope of consolidation, in accordance with applicable trade and accounting regulations.

The accounts hereby certified are printed on class 8 series State paper, on the 236 pages preceding this text.

José Oliu Creus  
Chairman of the Board of Directors

Jaime Guardiola Romojaro  
CEO for Banco Sabadell

Tomás Varela Muiña  
CFO  
General Manager

## **CONSOLIDATED DIRECTORS' REPORT FOR 2017**

This report has been prepared in line with the recommendations contained in the Guidelines for the preparation of directors' reports by listed companies, published by the Spanish National Securities Market Commission (CNMV) in July 2013.

### **CONTENTS**

1. Governance structure and strategy overview
2. Business performance and results
3. The environment and other social matters
4. Human Resources
5. Liquidity and capital resources
6. Risks.
7. Post balance sheet events
8. Expected future developments
9. Research, development and innovation
10. Treasury shares sales and buybacks
11. Other relevant information

## GOVERNANCE STRUCTURE AND STRATEGY OVERVIEW

### 1.1. Organisation structure

The Group is organised into the following business units:

- Banking Business Spain includes the following business units for customers:
  - Commercial Banking: this is the largest single business line in the Group; it focuses on offering financial products and services to large and medium-sized enterprises, SMEs, retailers and sole proprietors, individuals and professional groups, consumer finance and Bancassurance.

Sabadell is the reference brand which operates in the majority of the Spanish market. It also operates under the following brands;

- SabadellHerrero in Asturias and Leon.
  - SabadellGuipuzcoano in Basque Country, Navarre and La Rioja.
  - SabadellGallego in Galicia.
  - SabadellSolbank in the Canary Islands, Balearic Islands, and coastal regions in the South and the Levante region.
  - ActivoBank focuses its activity on customers who operate exclusively over the internet and/or by phone.
- Corporate Banking; this unit offers products and services to large enterprises and financial institutions, both national and international. Its activities encompass corporate banking, structured finance, and trade finance & IFI.
  - Markets and Private Banking: this unit offers savings and investment management services to Banco Sabadell customers, including the analysis of investment options, market trading, active asset management and custody services. It comprises the following businesses, which are managed on an integrated basis: SabadellUrquijo Private Banking, the investment, products and analysis unit, Treasury and Capital Markets, and Securities Trading and Custody.
  - Asset Transformation manages the bank's real estate balance sheet with an overall perspective of the entire transformation process, providing services to the real estate portfolio of the Group and of third parties, with a business vocation and added value.
  - Banking Business United Kingdom: The TSB franchise includes retail business conducted in the United Kingdom, which includes current and savings accounts, personal loans, credit cards and mortgages.
  - Other Geographies: this heading mostly comprises Mexico, overseas branches and representative offices that offer all types of banking and financial services related to Corporate Banking, Private Banking and Commercial (Retail and Business) Banking. This activity is mainly carried out in Mexico through Sabadell Capital Sofom e Institución de Banca Múltiple, in the United States through Banco Sabadell Miami Branch and Sabadell Securities, and in EMEA in Banco Sabadell London, Banco Sabadell France, Banco Sabadell Casablanca and Banco Sabadell Andorra.

Banco Sabadell is the parent company of a group of companies which at 31 December 2017 numbered a total of 165, of which 141 are considered part of the group and 24 are associates (at 31 December 2016, they numbered 159, of which 127 were considered Group companies and 32 were associates).

The Board of Directors is the highest decision-making body of the company and its consolidated group, as it is responsible under the law and the Articles of Association for managing and representing the bank. The Board of Directors is essentially set up as an oversight and control instrument, delegating the management of ordinary business to the executive bodies and the management team.

The Board of Directors is governed by clear-cut and transparent governance regulations, specifically the Articles of Association and the Regulations of the Board of Directors in accordance with corporate governance standards.

Its responsibilities include:

- a) approving the company's general strategies;
- b) appointing and, if appropriate, discharging directors in the various subsidiaries;
- c) identifying the company's main risks and implementing and monitoring the appropriate internal control and reporting systems;
- d) setting policies on the reporting and disclosure of information to shareholders, the markets and the general public;
- e) setting policies on the treasury portfolio in accordance with any guidelines laid down at the Annual General Meeting;
- f) approving the Annual Report on Corporate Governance;
- g) authorising transactions between the company and its directors and significant shareholders that may pose a conflict of interest; and
- h) generally deciding on business and financial transactions that are of particular importance for the company.

The composition of the Board of Directors at 31 December 2017 is as follows:

<u>Composition of the Board</u>	
	<b>Position</b>
José Oliu Creus	Chairman
José Javier Echenique Landiribar	Deputy Chairman
Jaime Guardiola Romojaro	CEO for Banco Sabadell
Anthony Frank Elliott Ball	Director
Aurora Catá Sala	Director
Pedro Fontana García	Director
María Teresa Garcia-Milà Lloveras	Director
George Donald Johnston	Director
José Manuel Lara García	Director
David Martínez Guzmán	Director
José Manuel Martínez Martínez	Director
José Ramón Martínez Sufrategui	Director
José Luis Negro Rodríguez	Director-General Manager
Manuel Valls Morató	Director
David Vegara Figueras	Director
Miquel Roca i Junyent	Non-voting Secretary
María José García Beato	Non-voting Deputy Secretary

The Board of Directors has implemented a series of clear-cut and transparent rules and regulations on corporate governance, which are in line with Spanish regulations on corporate governance. The majority of the Board members (12 of 15) are non-executive directors, including 10 independent directors.

At present, there are five Delegated Committees in operation to which the Board of Directors delegates functions by making use of the powers conferred to it in the Articles of Association; meetings of the committees are also attended by members of the General Management.

These Delegated Committees are:

- The Executive Committee
- The Audit and Control Committee
- The Appointments Committee
- The Remuneration Committee
- The Risk Committee

The composition of these Delegated Committees at 31 December 2017 is shown in the table below:

Composition of Committees					
Position	Executive	Audit Control	Appointments	Remuneration	Risk
Chairman	José Oliu Creus	Manuel Valls Morató	Aurora Catá Sala	Aurora Catá Sala	David Vegara Figueras
Member	José Javier Echenique Landiribar	Pedro Fontana García	Anthony Frank Elliott Ball	Anthony Frank Elliott Ball	Maria Teresa Garcia-Milà Lloveras
Member	Jaime Guardiola Romojaró	Maria Teresa Garcia-Milà Lloveras	María Teresa Garcia-Milà Lloveras	Maria Teresa Garcia-Milà Lloveras	George Donald Johnston
Member	José Manuel Martínez Martínez	José Manuel Lara García	-	George Donald Johnston	Manuel Valls Morató
Member	José Luis Negro Rodríguez	José Ramón Martínez Sufrategui	-	-	-
Non-voting Secretary	María José García Beato	Miquel Roca i Junyent	Miquel Roca i Junyent	María José García Beato	María José García Beato
Number of meetings in 2017	35	6	11	12	11

### Executive Committee

The Executive Committee is responsible for coordinating the bank's Executive Division, adopting to this end any resolutions and decisions within the scope of the powers conferred to it by the Board of Directors, for monitoring the bank's ordinary activity. Any decisions adopted during Committee meetings are reported to the Board of Directors, without prejudice to any other functions assigned to the Executive Committee in the Articles of Association and the Regulations of the Board of Directors.

### Audit and Control Committee

The Audit and Control Committee is responsible for functions established by Law, including:

- reporting to the General Meeting on all issues raised by shareholders that are within its remit;
- monitoring the effectiveness of the Company's internal controls, any Internal Audit carried out and the risk management systems, including those for fiscal risks, in place, and discussing with account auditors or auditing firms any significant internal control weaknesses identified in the course of the audit;
- overseeing the preparation and presentation of statutory financial information;
- making recommendations to the Board of Directors, for submission at the Annual General Meeting, on the appointment of external account auditors and their terms of engagement, the scope of their professional mandate and, if applicable, the renewal or non-renewal of their engagement; reviewing compliance with the auditing agreement and ensuring that the opinion on the annual accounts and the key findings of the auditor's report are expressed in a clear and precise way;



e) advising on the annual accounts and the quarterly and half-yearly financial statements and any prospectuses required to be filed with the regulatory or supervisory authorities; monitoring regulatory compliance and ensuring that generally accepted accounting principles have been correctly applied, and reporting on any proposed amendments to those principles;

f) establishing the appropriate relations with external auditors to receive information about any issues that might jeopardise their independence, to be reviewed by the Committee, and any others related to the process of performing the audit functions or in the audit rules;

g) advising on any issues referred to the Committee by the Board of Directors that are within its remit;

h) any other matters for which the Committee is responsible by law or under the Articles of Association or any regulations made in accordance therewith, or under any generally applicable rules on corporate governance.

Pursuant to its Regulations, the Audit and Control Committee performs functions related to the process of financial reporting and internal control systems, functions related to account auditing, functions related to economic and financial information, functions related to internal audit services and functions related to compliance with regulatory provisions, legal requirements and good governance codes, specifically:

a) overseeing compliance with the law, internal regulations and regulatory provisions concerning Company activities;

b) assessing the sufficiency and compliance of the Regulations of the Annual General Meeting, the Regulations of the Board of Directors, the Company's Code of Conduct and, particularly, the Internal Code of Conduct for Trading on the Securities Market;

c) reviewing compliance with the company's rules on corporate governance and submitting recommendations for improvement to the Board as it sees fit; and

d) supervising the corporate governance report to be approved by the Board of Directors and included in the annual report.

### **Appointments Committee**

The Appointments Committee shall have, as a minimum, the following basic responsibilities, without prejudice to any other functions assigned to the Appointments Committee by Law, in the Articles of Association, the Board of Directors and the Regulations of the Board of Directors:

a) make recommendations to the Board of Directors on the appointment of independent directors for their co-opted appointment or for their subjection to the decision reached at the Annual General Meeting, in addition to any proposals for re-electing or discharging these directors;

b) submit the proposals for the appointment of the remaining directors for their co-opted appointment or for their subjection to the decision reached at the Annual General Meeting, in addition to any proposals for re-electing or discharging these directors;

c) ensure compliance with the qualitative composition of the Board of Directors, in accordance with Article 53 of the Articles of Association;

d) evaluate the suitability, skills, knowledge and experience necessary for members of the Board of Directors;

e) submit the proposals for the appointment and discharge of officers and of the Designated Group;

f) report on the basic terms of the contracts with executive directors and officers;

- g) examine and organise succession plans for the Chairman of the Board of Directors and of the bank's chief executive and, as appropriate, make proposals to the Board;
- h) establish an objective for gender diversity in the Board of Directors and prepare ideas on how to reach this objective.

### **Remuneration Committee**

The Remuneration Committee shall have, as a minimum, the following basic responsibilities, without prejudice to any other functions assigned to the Remuneration Committee by Law, in the Articles of Association, the Board of Directors and the Regulations of the Board of Directors:

- a) propose to the Board of Directors the remuneration policy of the directors;
- b) propose to the Board of Directors the remuneration policy of the General Managers and those performing Senior Management functions who report directly to the Board, Executive Committee members or CEOs, and the individual remuneration and other contractual terms of the Executive Directors, ensuring their compliance;
- c) regularly review the remuneration policy;
- d) report on the schemes for remuneration in the form of shares and/or options;
- e) regularly review the general principles in matters of remuneration, and the remuneration schemes of all employees, weighing their alignment with these principles;
- f) ensure that remuneration is transparent;
- g) ensure that any potential conflicts of interest do not jeopardise the independence of external consultants;
- h) verify the information on remuneration contained in the various corporate documents, including the Directors' Remuneration Report.

### **Risk Committee**

The Risk Committee shall have, as a minimum, the following basic responsibilities, without prejudice to any other functions assigned to the Risk Committee by Law, in the Articles of Association, the Board of Directors and the Regulations of the Board of Directors:

- a) supervising the implementation of the Risk Appetite Framework;
- b) determining and making recommendations to the full Board on annual levels of investment in the real estate market, as well as criteria and volumes applicable to all different types of such investments;
- c) reporting to the full Board on the performance of its functions, in accordance with this Article and any other applicable legal or statutory provisions;
- d) making quarterly reports to the full Board on the levels of risks taken, investments carried out and on their evolution, as well as on any possible repercussions on the Group's income caused by interest rate fluctuations and their adjustment to their VAR approved by the Board;
- e) monitoring and detecting any ruptures of the approved tolerance thresholds, ensuring the activation of the corresponding contingency plans established to this effect;
- f) reporting to the Remuneration Committee on whether the employees' Remuneration Schemes are consistent with the bank's risk, capital and liquidity levels.

## **1.2. Business model, main objectives achieved and actions implemented**

The development of the Group's business is geared towards profitable growth that generates value for shareholders through a business diversification strategy based on profitability, efficiency and service quality, with a conservative risk profile within the framework of ethical and professional codes and taking into account the interests of different stakeholders.

The bank's management model is focused on long-term customer retention, through on-going efforts designed to build customer loyalty by taking initiatives and being proactive in its relationship with customers. The bank has a comprehensive offering of products and services, a qualified work force, an IT platform that supports growth and a constant focus on the pursuit for quality.

Since the onset of the financial crisis, Spain's banking sector has been going through an unprecedented process of consolidation. Higher levels of capital, stricter provisioning requirements, the economic recession and pressure from capital markets are some of the factors that have driven Spanish entities to merge and thus expand their footprint, maximise efficiency and improve their balance sheets.

During the last decade, Banco Sabadell has expanded its geographical footprint and increased its market share in Spain through several acquisitions, the largest of which was Banco CAM in 2012, which enabled it to significantly expand its balance sheet. In 2013 Banco Sabadell was able to undertake further corporate actions on economically acceptable terms in a context of banking sector restructuring. Following the acquisition of the Penedès branch network, Banco Gallego and Lloyds España in 2015, Banco Sabadell is well positioned to grow organically and to benefit from the economic recovery in Spain and a future interest rate hike.

Acquisitions and organic growth in recent years have enabled Banco Sabadell to strengthen its position in some of Spain's most prosperous regions (e.g. Catalonia, Valencia and the Balearic Islands) and to increase its market share in other key areas. Based on the most recent information available, Banco Sabadell's market share in Spain stands at 7.9% in lending and 6.8% in deposits (November 2017). Furthermore, Banco Sabadell stands out in products such as trade credit, with a market share of 9.8% (November 2017), business loans with a market share of 11.0% (September 2017), mutual funds with a market share of 6.3% (November 2017), securities trading with a market share of 12.2% (December 2017) and POS turnover with a market share of 15.3% (September 2017).

Banco Sabadell maintains its distinction in terms of quality with respect to the sector, and holds first place in the ranking that measures customer experience (net promoter score) for large enterprises and SMEs.

In terms of international business, Banco Sabadell has always been exemplary. This has not changed in 2017 and Sabadell has continued being present in strategic areas and has helped companies in their international activity, reaching market shares of 32.1% and 14.5% in export and import documentary credit, respectively (December 2017). Over the last few years, Banco Sabadell has expanded its international footprint, and its main milestones have been: the acquisition of British bank TSB and the entry into the Mexican market, after obtaining a licence to operate in this country as a commercial bank. This year, it has sold Sabadell United Bank, its retail banking subsidiary in the US, for USD 1,025M, although it continues to perform its Corporate Banking and international Private Banking activities through its American branch in Florida. Despite this, as at December 2017, 31% of the Group's loans and credit was generated overseas (25% in the United Kingdom and 6% in the Americas and other geographies).

TSB has focused on the implementation of its current business plan on one hand, and migration and technological integration on the other. Going forward, the high market share of Banco Sabadell in the SMEs sector in Spain, together with its international experience, will be a sound added-value tool to support TSB in the provision of efficient and high-quality services for SMEs also in the United Kingdom.

In 2017, Banco Sabadell Group has strengthened its balance sheet position, maintaining its successful NPA reduction strategy, reducing them by €3,400 million, allowing it to achieve an NPL coverage ratio of 49.8%, not including provisions associated with mortgage floor clauses.

Banco Sabadell carries out its business in an ethical and responsible manner, guiding its commitment to society in a way that its activity has a positive impact on people and the environment. All of the people that form part of the organisation apply the principles and policies of corporate social responsibility, whilst also guaranteeing the quality and transparency in customer service.

In addition to complying with applicable rules, Banco Sabadell has a set of policies, internal rules and codes of conduct that guarantee this ethical and responsible behaviour throughout the organisation, which address all of the Group's activity.

Within the Risk Appetite Framework, the control and monitoring of these matters is carried out through two committees. The Corporate Ethics Committee, which ensures the Group's compliance with all of the codes of conduct of the securities market and with the general code of conduct, the Internal Control Body, in which all of the Group's companies are represented and are liable parties, and which ensures compliance with anti-money laundering, counter-terrorist financing and the control of international sanctions.

The mission of the Compliance Division is to promote and endeavour to reach the highest degrees of compliance with the legislation in force and the professional ethics of the Group, minimise the possibility of non-compliance and ensure that any instances of non-compliance are identified, reported and diligently resolved and that the appropriate preventive measures are adopted in the event that these are not already in place. It is also directly responsible for the implementation of a number of processes that are classified as high risk, including anti-money laundering, counter-terrorist financing, the control of international sanctions, the control of market abuse practices, the oversight of compliance with the Internal Code of Conduct and the control of the investor protection regulation (MiFID) and consumer protection regulations.

In addition to the foregoing, in 2016 the Corporate Social Responsibility Committee was set up, chaired by the General Secretary, which is responsible for promoting and coordinating the Group's CSR strategy, policies and projects geared towards Banco Sabadell's commitment to its customers, employees, environment and society. The bank is a member of a number of international initiatives and has obtained multiple certificates and qualifications.

## **2 – BUSINESS PERFORMANCE AND RESULTS**

### **2.1. Economic and financial environment**

2017 has been affected by the political and geopolitical environment and the steps taken by the major central banks towards monetary normalisation. The year began with a change in government in the US and subsequently the spotlight fell on Europe, with the beginning of Brexit negotiations and elections in France, the UK and Germany. The strengthening of the global economy and a somewhat higher rate of inflation than in recent years contributed towards the confirmation by central banks in the main developed economies of this intention to initiate or continue with a gradual reversal of the extremely accommodating policies adopted in recent years. In this scenario, financial markets have performed well throughout the year, amidst growing complacency.

Political events in the various regions have captured the attention of financial markets, although with isolated and limited impacts on the latter.

In the United Kingdom, the government officially requested its withdrawal from the European Union (EU) by triggering Article 50. Brexit negotiations began in June with positions that were quite far apart, despite the UK accepting the schedule set out by the EU. An agreement was reached to first address the terms of the withdrawal in order to then address, in a second stage, the shape that the new trade relationship between the UK and the EU will take. The UK Prime Minister moderated her stance with respect to the three priority aspects of the first stage of negotiations: the divorce bill, rights of expatriated citizens and the Irish border. This helped pave the way towards a preliminary withdrawal agreement, and opened the door to the second stage of negotiations. In domestic terms, T. May's leadership capabilities were called into question following the loss of her party's absolute majority in the snap elections held in June, the limited support within her own party and Cabinet, the resignation of three ministers due to a failure to respect codes of conduct and the increase in popularity of the leader of the Labour Party, J. Corbyn.

In the rest of Europe, elections in France and Germany particularly stood out. In France, the presidential elections were preceded by considerable political noise, in the face of corruption scandals involving one of the key candidates and the possibility of M. Le Pen, the candidate of the eurosceptic party the National Front, securing a victory. The liberal E. Macron, a pro-European, was eventually victorious. In Germany, A. Merkel's party was the most voted party in the general elections, although it failed to secure an absolute majority, which is making it difficult to form a government. In Spain, the political environment became more complex as a result of the sovereignty process in Catalonia. Lastly, in the regional elections held in December, Ciudadanos was the political party that received the most votes and seats, while the parliamentary majority of pro-independence parties was reaffirmed.

In the United States, D. Trump adopted a less aggressive and more pragmatic tone than in the run-up to his presidency. He did not formally accuse China of currency manipulation, nor did he withdraw from NAFTA. A number of the most controversial policies that he intended to implement have been stalled owing to a lack of consensus in his own party or of the judicial powers, whilst the main achievement has been the approval of the tax reform. At the same time, the internal rift in the Republican Party has been made evident, and it also suffered significant defeats in the elections held in certain states in November, reducing its already narrow majority in the Senate. Domestic political noise has been exacerbated by the investigation into the links between Russia and Trump's electoral campaign, which has led to the resignation of several ministers and advisors. In the geopolitical arena, the increase in tensions between the US and North Korea attracted media attention during the second half of the year, although its impact on financial markets was limited and concentrated in Asian assets.

As regards economic activity, growth has become more robust and in sync with the major developed economies throughout the year. In the euro area, the economy has registered high growth rates, with a greater balance between the various components than in previous years. In the US, activity has continued to be solid, and has proven resilient to the impacts of the summer hurricanes. The unemployment rate has thus been reduced to levels not seen since the early 2000s. In Japan, the economy has continued to perform well, supported by the positive economic situation in Asia. The exception to this environment has been the UK, which has experienced modest economic growth, hindered by uncertainty associated with Brexit negotiations.

Emerging economies have left behind the worst stage of the economic adjustment that they have experienced in the past few years. Growth in China has exceeded governmental objectives, and authorities have placed emphasis on regulatory efforts and the reduction of financial risks. Trump has not followed through with his threat of a trade war with China and has instead shown a level of rapprochement with the Asian country in exchange for its cooperation in the conflict with North Korea. In Brazil, the reformist momentum has supported the start of the country's economic recovery. In Mexico, GDP growth has been better than expected following the arrival of Trump, largely thanks to the positive performance of foreign trade. In the interim, US, Mexico and Canada have initiated discussions to renegotiate the free trade agreement between the three countries, and aim to reach an agreement by March 2018.

Inflation has been higher than in 2016 in the main developed economies, although it has remained below the objectives of the monetary policy, with the exception of the UK, in which it clearly surpassed these objectives. During the first months of the year there was an upturn in inflation in all economies, supported by the favourable base effect of oil prices, reaching maximums last seen in 2012-2013. Since then, performance has been varied. In the euro area, inflation slid downwards, whilst in the US it was hindered by a number of transitional factors. In the UK, inflation continued its sharp upturn, supported by the devaluation of the pound as a result of Brexit negotiations and May's political weakness.

Oil prices reached maximums last seen in mid-2015, supported by the extension of production cuts by the OPEC and other oil producing countries to the end of 2018. To this was added the slow-down in the growth of crude oil supplies from the US, robust demand data and geopolitical instability in the Middle East.

The Spanish economy has maintained significant dynamism, and has once again stood out in a positive light within the euro area with a growth of c.3.0% for the third consecutive year. With respect to the labour market, the unemployment rate has fallen to levels last seen at the end of 2008. In terms of foreign trade, current accounts will have ended the year with a surplus for the fifth consecutive year. The development of public accounts has so far been compatible with the compliance of the deficit target. The real estate market has confirmed its recovery, although the extent of this recovery is disparate across regions. Lastly, the domestic political environment led to a downward adjustment of growth forecasts for 2018 by the government.

Global financial markets have performed well in a context of growing complacency and have been hindered only occasionally by certain political and geopolitical episodes. Volatility levels have reached historic minima in the majority of assets. Financial conditions have continued to be lax despite hikes in the Fed funds rate. In this context, a number of international bodies have warned of an increase in risks, particularly outside of the non-banking financial sector.

Central banks in the main developed economies have been taking steps towards the normalisation of their monetary policies. The ECB initiated the change of approach of its monetary policy in June, by ruling out further cuts to the benchmark rate and showing fewer concerns regarding risks associated with activity. In October it changed its asset purchase programme. It thereby extended the duration of the programme until at least September 2018, although it will reduce its monthly purchase rate from €60bn to €30bn as of January 2018. The ECB insisted that it would make no changes to interest rates for a prolonged period of time, even beyond the end of the asset purchase programme. In the UK, Bank of England increased its reference rate to 0.50%, thereby undoing the cut implemented following the Brexit referendum. The central bank justified its decision by citing high inflation and a record low unemployment rate. In the US, the Fed hiked its Fed funds rate on three occasions, to 1.25%-1.50%, and showed its intention to implement a further three hikes in 2018. It also began to reduce its balance sheet in line with the details of the plan published months earlier. It was also revealed that Powell, currently a member of the Board of Governors of the Fed, will be the new Chairman, once Yellen withdraws from his position on the Board in February 2018. Lastly, Bank of Japan has been reducing its purchases of public debt although it has made no official statement regarding this change.

Yields of long-term government bonds in the main developed economies have remained at reduced levels with no definite trend. Throughout the year, political events, actions taken by central banks and inflation have been the main factors affecting asset performance. In the US, political noise, together with Trump's difficulties in implementing his electoral programme and the moderation and unexpected falls in inflation rates were the main catalysts. In the final quarter of the year, the approval of the tax reform bill led to an upturn in yields. Yields on German government bonds were influenced by political noise surrounding elections in France in the beginning of the year and by the ECB's management of the initial stages of the normalisation of its monetary policy.

Risk premiums in countries in the European periphery have continued to be supported by the ECB's accommodating policy and, in particular, by its asset purchase programme. Spreads in Spain and Italy experienced an upturn during the first half of the year, influenced by the political noise surrounding the French elections. Once elections had been held, the Italian spread was reduced, further supported by the upgrade in the credit rating of its public debt. The Spanish risk premium was subject to volatility as a result of its domestic political situation. Risk premiums in Portugal and Greece experienced a significant decline, supported by upgrades in the credit rating of their public debt, the favourable economic environment and, in the case of Greece, positive news regarding its bailout programme. This context has allowed the country to carry out its first issuance of long-term public debt since 2014. In the case of Portugal, Standard & Poor's and Fitch once again classed the country's public debt as investment grade.

In currency markets, the year has been characterised by the appreciation of the euro against the dollar and the pound. In its currency pair with the dollar, the euro reached maximum levels not seen since the end of 2014, after breaking the fluctuation range that had been maintained during the last two and a half years. The single currency was mainly supported by political noise in the US and the consolidation of the economic recovery of the euro area. The sterling pound has been devalued against the euro to minima last seen in 2011, hindered by the various political events related to Brexit and domestic politics. Bank of England's monetary policy has attempted to contain the weakness of the currency. Lastly, the yen showed significant volatility in its currency pair with the dollar. The Japanese currency was supported by the favourable economic situation in the country, political noise in the US and an increase in geopolitical tensions with North Korea in the summer.

Equity markets have recorded significant revaluations in the main developed economies, reaching historic maximums in some of these. In Italy and Spain, the positive performance of their banking sectors constituted a supporting factor. Political and geopolitical events have only momentarily hindered asset performance, in a context of growing complacency in financial markets.

Lastly, financial markets in emerging countries generally exhibited positive performance throughout the year. Risk premiums have benefited from: (i) the easing of concerns regarding the development of activity in China, (ii) the less aggressive stance adopted by Trump, (iii) the devaluation of the dollar, (iv) the outlook of a smooth normalisation of the monetary policy in developed countries and (v) oil prices that have reached the highest levels in over two years.

## 2.2. Key financial and non-financial indicators

The key figures for the bank, including financial and non-financial data of critical importance for the management of the bank, are set out below:

		2017	2016	Change (%) YoY
<b>Income statement (in million euros)</b>				
	<b>(A)</b>			
Net interest income		3,802.4	3,837.8	(0.9)
Gross income		5,737.3	5,470.7	4.9
Pre-provisions income		2,612.1	2,411.5	8.3
Profit attributed to the Group		801.5	710.4	12.8
<b>Balance sheet (in million euros)</b>				
	<b>(B)</b>			
Total assets		221,348	212,508	4.2
Gross performing loans		137,522	140,557	(2.2)
Gross lending to customers		147,325	150,095	(1.8)
On-balance sheet funds		159,095	160,948	(1.2)
<i>Of which: on-balance sheet customer funds</i>		<i>132,096</i>	<i>133,457</i>	<i>(1.0)</i>
Mutual funds		27,375	22,594	21.2
Pension funds and insurance products sold by the Group		13,951	14,360	(2.8)
Funds under management		204,420	201,554	1.4
Equity		13,222	13,083	1.1
Own funds		13,426	12,926	3.9
<b>Profitability and efficiency (%)</b>				
	<b>(C)</b>			
ROA		0.38%	0.35%	
RORWA		1.03%	0.83%	
ROE		6.10%	5.59%	
ROTE		7.27%	6.72%	
Cost-to-income		50.15%	48.68%	
<b>Risk management</b>				
	<b>(D)</b>			
Doubtful loans (in million euros)		7,925	9,746	
Total problematic assets (in million euros)		15,318	18,781	
Loan loss ratio (%)		5.14	6.14	
NPL coverage ratio (%) (excl. floor clauses)		45.7	47.3	
NPA coverage ratio (%) (excl. floor clauses)		49.8	47.4	
<b>Capital management</b>				
	<b>(E)</b>			
Risk-weighted assets (RWAs) (in million euros)		77,638	86,070	
Phase-in Common Equity Tier 1 (%)	(1)	13.4	12.0	
Phase-in Tier I (%)	(2)	14.3	12.0	
Phase-in Total Capital ratio (%)	(3)	16.1	13.8	
Phase-in leverage ratio (%)		4.97	4.74	
<b>Liquidity management</b>				
	<b>(F)</b>			
Loan to deposit ratio (%)		104.3	105.1	
<b>Shareholders and shares (figures at year-end)</b>				
	<b>(G)</b>			
Number of shareholders		235,130	260,948	
Average number of shares (in million)		5,570	5,452	
Share price (euro)		1,656	1,323	
Market capitalisation (in million euros)		9,224	7,213	
Net attributed earnings per share (EPS)(euro)		0.14	0.13	
Book value per share (euro)		2.41	2.37	
Price/book value		0.69	0.56	
PER (share price / EPS)		11.85	10.15	
<b>Other data</b>				
	<b>(H)</b>			
Branches		2,473	2,767	
Employees		25,845	25,945	

(A) This section sets out key components of the income statement for the last two years.

(B) The purpose of these key figures is to provide a general overview of year-on-year changes in the main items on the Group's consolidated balance sheet, focusing particularly on data related to lending and customer funds.

(C) These ratios have been included to give a meaningful indication of profitability and efficiency in the last two years.



- (D) This section gives some key balances related to risk and risk management within the Group, as well as the most significant ratios related to risk.
  - (E) These ratios have been included to give a meaningful indication of capital adequacy in the last two years.
  - (F) This section has been included to give a meaningful indication of liquidity in the last two years.
  - (G) This section provides information related to the share price and other stock market ratios and indicators.
- 
- (1) Core capital / risk-weighted assets (RWA).
  - (2) Tier 1 capital / risk-weighted assets (RWA).
  - (3) Total capital / risk-weighted assets (RWA).

### **2.3. Financial review**

#### **Balance sheet and income statement**

During 2017, the Group has reached an agreement to sell 100% of its shares in Mediterráneo Vida, Sociedad Anónima de Seguros y Reaseguros. It has also reached an agreement to sell shares representing 100% of the share capital of its subsidiary Sabadell United Bank, N.A. to the US bank Iberiabank Corporation and closed a deal for the sale of 100% of the share capital of HI Partners Holdco Value Added, S.A.U. by the subsidiary Hotel Investment Partners, S.L. The Mortgage Enhancement portfolio (a segmented portfolio of mortgage assets that was assigned to TSB to drive profits) was also returned to Lloyds in 2017, having achieved its purpose. The success of TSB's business model has enabled the agreement to be terminated one year ahead of schedule.

Banco Sabadell and its group ended 2017 with net attributed profit of €801.5 million (€711.2 million excluding TSB).

Positive performance of the ordinary business, control of recurring operating expenses, judicious management of customer spreads and the continuous reduction of problematic assets were the main factors behind Banco Sabadell's business performance in 2017.

## Balance sheet

At the end of 2017, total assets for Banco Sabadell and its group amounted to €221,348 million (€173,203 million excluding TSB), compared with the 2016 year-end figures of €212,508 million (€168,787 million excluding TSB).

Million euro

	2017	2016	Change (%) year-on-year
Cash and cash balances at central banks and other demand deposits	26,363	11,688	125.5
Financial assets held for trading	1,573	3,484	(54.9)
Financial assets designated at fair value through profit or loss	40	35	13.5
Available-for-sale financial assets	13,181	18,718	(29.6)
Loans and receivables	149,551	150,384	(0.6)
Debt securities	574	919	(37.5)
Loans and advances	148,977	149,466	(0.3)
Investments held to maturity	11,172	4,598	143.0
Investments in joint ventures and associates	576	381	51.2
Tangible assets	3,827	4,476	(14.5)
Intangible assets	2,246	2,135	5.2
Other assets	12,821	16,608	(22.8)
<b>Total assets</b>	<b>221,348</b>	<b>212,508</b>	<b>4.2</b>
Financial liabilities held for trading	1,431	1,976	(27.6)
Financial liabilities designated at fair value through profit or loss	40	35	13.5
Financial liabilities measured at amortised cost	204,045	192,011	6.3
Deposits	177,326	162,909	8.8
Central banks	27,848	11,828	135.4
Credit institutions	14,171	16,667	(15.0)
Customers	135,307	134,415	0.7
Debt securities issued	23,788	26,534	(10.3)
Other financial liabilities	2,932	2,568	14.1
Provisions	318	306	3.7
Other liabilities	2,293	5,097	(55.0)
<b>Total liabilities</b>	<b>208,127</b>	<b>199,425</b>	<b>4.4</b>
Own funds	13,426	12,926	3.9
Accumulated other comprehensive income	(265)	107	-
Minority interests (non-controlling interests)	61	50	23.2
<b>Net equity</b>	<b>13,222</b>	<b>13,083</b>	<b>1.1</b>
<b>Total equity and total liabilities</b>	<b>221,348</b>	<b>212,508</b>	<b>4.2</b>
Guarantees given	8,727	8,529	2.3
Contingent commitments given	24,079	25,209	(4.5)
<b>Total off balance sheet items</b>	<b>32,806</b>	<b>33,738</b>	<b>(2.8)</b>

Gross performing loans amounted to €137,522 million at 2017 year-end (€102,119 million excluding TSB). Year-on-year, they decreased by -2.2% (-3.9% excluding TSB), and the reduction of doubtful loans was -18.7% (-18.8% excluding TSB). Secured mortgage loans form the largest single component of gross loans and receivables, amounting to €84,267 million at 31 December 2017, representing over 61% of total gross performing loans.

Excluding the impacts of Sabadell United Bank, Mediterráneo Vida and the early call of TSB's mortgage enhancement portfolio, as at 2016 year-end performing loans amounted to €134,288 million, therefore 2017 represents a year-on-year increase of 2.4%

Million euro

	2017	2016	Change (%) year-on-year	Ex TSB 2017	Ex TSB 2016	Change (%) year-on-year
Loans and credit secured with mortgages	84,267	88,431	(4.7)	52,259	56,692	(7.8)
Loans and credit secured with other collateral	2,315	2,263	2.3	2,315	2,263	2.3
Trade credit	5,802	5,530	4.9	5,802	5,530	4.9
Finance leases	2,316	2,169	6.8	2,316	2,169	6.8
Loans on demand and miscellaneous	42,822	42,165	1.6	39,427	39,651	(0.6)
<b>Gross performing loans</b>	<b>137,522</b>	<b>140,557</b>	<b>(2.2)</b>	<b>102,119</b>	<b>106,305</b>	<b>(3.9)</b>
Doubtful assets (customers)	7,867	9,642	(18.4)	7,723	9,478	(18.5)
Accrual adjustments	(66)	(112)	(41.2)	(100)	(142)	(29.9)
<b>Gross lending to customers excluding repos</b>	<b>145,323</b>	<b>150,087</b>	<b>(3.2)</b>	<b>109,742</b>	<b>115,640</b>	<b>(5.1)</b>
Repos	2,001	8	-	2,001	8	-
<b>Gross lending to customers</b>	<b>147,325</b>	<b>150,095</b>	<b>(1.8)</b>	<b>111,743</b>	<b>115,648</b>	<b>(3.4)</b>
Allowances for loan losses and country risk	(3,727)	(4,921)	(24.3)	(3,646)	(4,835)	(24.6)
<b>Loans and advances to customers</b>	<b>143,598</b>	<b>145,174</b>	<b>(1.1)</b>	<b>108,097</b>	<b>110,813</b>	<b>(2.5)</b>

The evolution of doubtful assets has shown improvement throughout 2017. Quarter-on-quarter changes in these assets excl. TSB (NPLs plus real estate assets not covered by the Asset Protection Scheme) were as follows:

Million euro

	2017				2016			
	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q
Ordinary net inflows	(261)	(541)	(203)	(339)	(457)	(969)	(333)	(474)
Change in real estate assets	(67)	(51)	(154)	(1,370)	(41)	71	(158)	(73)
<b>Ordinary net inflows + properties</b>	<b>(328)</b>	<b>(592)</b>	<b>(357)</b>	<b>(1,709)</b>	<b>(498)</b>	<b>(898)</b>	<b>(491)</b>	<b>(547)</b>
Write-offs	178	61	152	66	213	70	144	101
<b>QoQ ordinary change in balance of doubtful and real estate assets</b>	<b>(506)</b>	<b>(653)</b>	<b>(509)</b>	<b>(1,775)</b>	<b>(711)</b>	<b>(968)</b>	<b>(635)</b>	<b>(648)</b>

The reduction in NPLs was reflected in a loan loss ratio of 5.14% at the end of 2017, compared with 6.14% at the end of 2016 – a fall of -100 basis points. The NPL coverage ratio at 31 December 2017 was 48.3%, compared with 51.6% one year earlier.

At the end of 2017, on-balance sheet customer funds amount to €132,096 million (€97,686 million excluding TSB), compared with €133,457 million at the end of 2016 (€99,123 million excluding TSB), representing a 1.0% decline (1.4% excluding TSB). Without considering the impacts of Sabadell United Bank, Mediterráneo Vida and the early call of TSB's Mortgage Enhancement portfolio, at 2016 year-end on-balance sheet customer funds amounted to €129,562 million (€95,229 million excluding TSB), representing a year-on-year increase of 2.0% (2.6% excluding TSB).

Total off -balance sheet customer funds amounted to €45,325 million, an 11.6% increase year-on-year. Within this chapter, particularly worthy of note was the uninterrupted growth in assets in Collective Investment Undertakings (CIUs), which at 31 December 2017, stood at €27,375 million, a 21.2% increase compared to 2016 year-end, and asset management, which amounted to €3,999 million, representing a 9.5% increase compared to 2016 year-end.

Issued debt securities (borrowing operations and other marketable securities and subordinated liabilities) amounted to €23,788 million at 2017 year-end (€21,845 million excluding TSB), compared with €26,534 million (€22,618 million excluding TSB) at 31 December 2016.

Total funds under management at 31 December 2017 amounted to €204,420 million (€166,447 million excluding TSB), compared with €201,554 million at 31 December 2016 (€162,550 million excluding TSB), representing an increase during 2017 of 1.4% (an increase of 2.4% excluding TSB). Without considering the impacts of Sabadell United Bank, Mediterráneo Vida and the early call of TSB's Mortgage Enhancement portfolio, at 2016 year-end total funds under management amounted to €197,469 million (€158,465 million excluding TSB), representing a year-on-year increase of 3.5% (5.0% excluding TSB).

Million euro

	2017	2016	Change (%) year-on-year	Ex TSB 2017	Ex TSB 2016	Change (%) year-on-year
<b>On-balance sheet customer funds (*)</b>	<b>132,096</b>	<b>133,457</b>	<b>(1.0)</b>	<b>97,686</b>	<b>99,123</b>	<b>(1.4)</b>
Customer deposits	135,307	134,415	0.7	99,277	99,326	-
Current and savings accounts	98,020	92,011	6.5	68,039	62,624	8.6
Deposits with agreed maturity	32,425	40,154	(19.2)	27,996	35,207	(20.5)
Assets sold under repurchase agreements	4,750	2,072	129.2	3,119	1,303	139.4
Accrual adjustments and hedges using derivatives	113	178	(36.6)	123	192	(36.0)
Borrowing operations and other marketable securities	21,250	24,987	(15.0)	19,764	21,555	(8.3)
Subordinated liabilities (**)	2,537	1,546	64.1	2,081	1,063	95.7
<b>On-balance sheet funds</b>	<b>159,095</b>	<b>160,948</b>	<b>(1.2)</b>	<b>121,122</b>	<b>121,944</b>	<b>(0.7)</b>
Mutual funds	27,375	22,594	21.2	27,375	22,594	21.2
Equity investment funds	1,929	1,313	46.9	1,929	1,313	46.9
Mixed investment funds	6,490	4,253	52.6	6,490	4,253	52.6
Fixed income investment funds	4,488	4,773	(6.0)	4,488	4,773	(6.0)
Guaranteed investment funds	3,829	4,057	(5.6)	3,829	4,057	(5.6)
Real estate investment funds	125	88	42.0	125	88	42.0
Venture capital investment funds	38	21	77.7	38	21	77.7
Investment companies	2,192	2,065	6.1	2,192	2,065	6.1
UCITS schemes sold but not managed	8,283	6,022	37.5	8,283	6,022	37.5
Asset management	3,999	3,651	9.5	3,999	3,651	9.5
Pension funds	3,987	4,117	(3.2)	3,987	4,117	(3.2)
Individuals	2,476	2,621	(5.5)	2,476	2,621	(5.5)
Corporates	1,498	1,481	1.1	1,498	1,481	1.1
Associates	13	15	(13.0)	13	15	(13.0)
Insurance products sold	9,965	10,243	(2.7)	9,965	10,243	(2.7)
<b>Off balance sheet funds</b>	<b>45,325</b>	<b>40,606</b>	<b>11.6</b>	<b>45,325</b>	<b>40,606</b>	<b>11.6</b>
<b>Funds under management</b>	<b>204,420</b>	<b>201,554</b>	<b>1.4</b>	<b>166,447</b>	<b>162,550</b>	<b>2.4</b>

(\*) Includes customer deposits (ex-repos) and other liabilities placed by the branch network: mandatory convertible bonds, non-convertible Banco Sabadell bonds, promissory notes and others.

(\*\*) These are subordinated liabilities of debt securities.

## Income statement

Million euro

	2017	2016	Change (%) year-on-year	Ex TSB 2017	Ex TSB 2016	Change (%) year-on-year
Interest and similar income	4,839.6	5,170.1	(6.4)	3,605.9	3,820.5	(5.6)
Interest and similar charges	(1,037.3)	(1,332.3)	(22.1)	(837.1)	(1,033.6)	(19.0)
<b>Net interest income</b>	<b>3,802.4</b>	<b>3,837.8</b>	<b>(0.9)</b>	<b>2,768.8</b>	<b>2,786.9</b>	<b>(0.6)</b>
Return on capital instruments	7.3	10.0	(27.7)	7.1	10.0	(29.7)
Share of profit/(loss) of companies accounted for by equity method	308.7	74.6	313.9	308.7	74.6	313.9
Net fees and commissions	1,223.4	1,148.6	6.5	1,127.8	1,022.8	10.3
Net trading income	614.1	609.7	0.7	504.5	556.2	(9.3)
Exchange differences (net)	8.4	16.9	(50.1)	8.4	16.9	(50.1)
Other operating income and expenses	(227.0)	(226.9)	0.1	(211.3)	(209.1)	1.1
<b>Gross income</b>	<b>5,737.3</b>	<b>5,470.7</b>	<b>4.9</b>	<b>4,514.0</b>	<b>4,258.3</b>	<b>6.0</b>
Staff expenses	(1,573.6)	(1,663.1)	(5.4)	(1,178.9)	(1,235.6)	(4.6)
Recurrents	(1,546.9)	(1,595.1)	(3.0)	(1,163.0)	(1,186.4)	(2.0)
Non-recurring	(26.6)	(68.0)	(60.8)	(15.8)	(49.3)	(67.9)
Other general administrative expenses	(1,149.4)	(1,000.3)	14.9	(614.8)	(581.0)	5.8
Recurrents	(1,116.7)	(981.2)	13.8	(614.8)	(581.0)	5.8
Non-recurring	(32.7)	(19.1)	71.5	-	-	-
Depreciation	(402.2)	(395.9)	1.6	(329.6)	(323.2)	2.0
<b>Pre-provisions income</b>	<b>2,612.1</b>	<b>2,411.5</b>	<b>8.3</b>	<b>2,390.8</b>	<b>2,118.4</b>	<b>12.9</b>
Insolvency provisions and other impairments	(1,225.2)	(550.7)	122.5	(1,136.4)	(522.5)	117.5
Other provisions and impairments	(971.1)	(876.5)	10.8	(971.1)	(876.5)	10.8
Capital gains on asset sales and other revenue	432.6	35.1	-	425.9	39.5	-
Negative goodwill	-	-	-	-	-	-
<b>Profit/(loss) before tax</b>	<b>848.3</b>	<b>1,019.4</b>	<b>(16.8)</b>	<b>709.1</b>	<b>758.9</b>	<b>(6.6)</b>
Corporate income tax	(43.1)	(303.6)	(85.8)	5.8	(222.4)	-
<b>Consolidated profit/(loss) for the year</b>	<b>805.2</b>	<b>715.9</b>	<b>12.5</b>	<b>714.9</b>	<b>536.5</b>	<b>33.2</b>
Profit/(loss) attributed to minority interests	3.7	5.4	(31.5)	3.7	5.4	(31.5)
<b>Profit attributed to the Group</b>	<b>801.5</b>	<b>710.4</b>	<b>12.8</b>	<b>711.2</b>	<b>531.1</b>	<b>33.9</b>
Memorandum item:						
Average total assets	214,356	206,265	3.9	168,418	163,326	3.1
Earnings per share (euro)	0.14	0.13		0.13	0.09	

Net interest income in 2017 amounted to €3,802.4 million, a -0.9% decrease compared to the net interest income obtained in the previous year. Excluding TSB, net interest income amounted to €2,768.8 million at 2017 year-end, a -0.6% decrease compared with the previous year. Considering a constant scope of consolidation, this item increased by 4.9% year-on-year (2.9% excluding TSB).

In cumulative average terms, the net interest margin as a percentage of average total assets stood at 1.77% (1.86% in 2016). The decrease in average returns on average total assets, despite the increase in the customer spread (due mainly to lower funding costs of customer deposits) was due to many factors, mainly the lower returns on fixed-income.

Thousand euro

	2017			2016			Change			Effect	
	Average balance	Profit/(loss)	Rate %	Average balance	Profit/(loss)	Rate %	Average balance	Profit/(loss)	Rate %	Volume	Days
Cash, central banks and credit in	18,512,411	2,925	0.02	11,336,212	31,117	0.27	7,176,199	(28,192)	(33,404)	5,312	(100)
Lending to customers	136,937,930	4,102,112	3.00	138,202,184	4,361,287	3.16	(1,264,254)	(259,175)	(232,728)	(18,442)	(8,005)
Fixed-income portfolio	28,809,194	494,316	1.72	26,336,187	657,223	2.50	2,473,007	(162,907)	(187,182)	25,446	(1,171)
<b>Subtotal</b>	<b>184,259,535</b>	<b>4,599,353</b>	<b>2.50</b>	<b>175,874,583</b>	<b>5,049,627</b>	<b>2.87</b>	<b>8,384,952</b>	<b>(450,274)</b>	<b>(453,314)</b>	<b>12,316</b>	<b>(9,276)</b>
Equity portfolio	1,079,233	-	-	1,004,437	-	-	74,796	-	-	-	-
Tangible and intangible fixed as:	4,268,271	-	-	4,030,891	-	-	237,380	-	-	-	-
Other assets	24,749,190	88,612	0.36	25,355,276	84,242	0.33	(606,086)	4,370	-	4,370	-
<b>Total Lending</b>	<b>214,356,229</b>	<b>4,687,965</b>	<b>2.19</b>	<b>206,265,187</b>	<b>5,133,869</b>	<b>2.49</b>	<b>8,091,042</b>	<b>(445,904)</b>	<b>(453,314)</b>	<b>16,686</b>	<b>(9,276)</b>
Credit institutions	28,553,497	(29,558)	(0.10)	18,046,159	(78,374)	(0.43)	10,507,338	48,816	44,696	33,947	(29,827)
Customer deposits	138,258,332	(266,315)	(0.19)	134,792,258	(525,031)	(0.39)	3,466,074	258,716	226,128	1,423	31,165
Capital markets	26,020,323	(386,885)	(1.49)	30,214,256	(585,759)	(1.94)	(4,193,933)	198,874	110,473	86,693	1,708
<b>Subtotal</b>	<b>192,832,152</b>	<b>(682,758)</b>	<b>(0.35)</b>	<b>183,052,673</b>	<b>(1,189,164)</b>	<b>(0.65)</b>	<b>9,779,479</b>	<b>506,406</b>	<b>381,297</b>	<b>122,063</b>	<b>3,046</b>
Other liabilities	8,438,119	(202,837)	(2.40)	10,280,237	(106,953)	(1.04)	(1,842,118)	(95,884)	-	(95,884)	-
Own funds	13,085,958	-	-	12,932,277	-	-	153,681	-	-	-	-
<b>Total funds</b>	<b>214,356,229</b>	<b>(885,595)</b>	<b>(0.41)</b>	<b>206,265,187</b>	<b>(1,296,117)</b>	<b>(0.63)</b>	<b>8,091,042</b>	<b>410,522</b>	<b>381,297</b>	<b>26,179</b>	<b>3,046</b>
<b>Total ATAs</b>	<b>214,356,229</b>	<b>3,802,370</b>	<b>1.77</b>	<b>206,265,187</b>	<b>3,837,752</b>	<b>1.86</b>	<b>8,091,042</b>	<b>(35,382)</b>	<b>(72,017)</b>	<b>42,865</b>	<b>(6,230)</b>

Financial income or costs deriving from the application of negative interest rates are recorded in line with the nature of the associated asset or liability. The credit institutions item under liabilities includes negative interest from balances of liability headings of credit institutions, the most significant of which is income from TLTRO II.

Dividends charged and earnings from companies consolidated under the equity method together amount to €315.9 million, compared with €84.6 million in 2016. This income mainly includes results from the insurance and pension business and net fees charged by BanSabadell Vida for the reinsurance contract with Swiss Re Europe during the third quarter of 2017.

Income from net fees and commissions amounted to €1,223.4 million (€1,127.8 million excluding TSB), increasing by 6.5% year-on-year (10.3% excluding TSB). This growth has come about in consequence of the positive performance of both service fees, which increased by 11.5% (16.2% excluding TSB) and asset management fees, which increased by 8.6% with respect to the preceding year.

Net trading income amounted to €614.1 million (€504.5 million excluding TSB), including the early call of TSB's Mortgage Enhancement portfolio during the second quarter. During 2016, net trading income amounted to €609.7 million (€556.2 million excluding TSB), including €109.5 million in gains on the sale of 100% of Visa Europe shares.

Net earnings on exchange differences amounted to €8.4 million, compared with €16.9 million in 2016.

Other operating income and expenses amounted to €-227.0 million (€-211.3 million excluding TSB), compared with €-226.9 million (€-209.1 million excluding TSB) in 2016. Particularly worthy of note in this heading are contributions to the Deposit Guarantee Fund, which include TSB's contribution to the Financial Services Compensation Scheme, of €-98.3 million (€-94.9 million in the preceding year), capital contributions associated with the conversion of deferred tax assets into credit eligible for the Spanish Tax Authority of €-54.7 million (€-57.0 million during the previous year) and the contribution to the Tax on Deposits of Credit Institutions (IDEC) of €-28.1 million (€-27.6 million in the preceding year).

Operating expenses (staff and general) during 2017 amounted to €2,723.0 million (€1,793.6 million excluding TSB), of which €59.3 million are attributable to non-recurrent items (€15.8 million excluding TSB). During 2016, operating expenses amounted to €2,663.3 million (€1,816.7 million excluding TSB), and included €87.1 million in non-recurrent items (€49.3 million excluding TSB). This year-on-year increase corresponds to TSB's one-off technology expenses which were already forecast.

The cost-to-income ratio during 2017 stood at 50.15% (42.10% excluding TSB), compared with 48.68% (42.66% excluding TSB) in 2016. It should be noted that in 2017 this ratio excludes the impacts of the revenue from the early call of TSB's Mortgage Enhancement portfolio and the net fee charged by BanSabadell Vida for the reinsurance contract with Swiss Re Europe.

As a result of the foregoing, pre-provisions income at 2017 year-end amounted to €2,612.1 million (€2,390.8 million excluding TSB), compared with €2,411.5 million in 2016 (€2,118.4 million excluding TSB), representing an increase of 8.3% (12.9% excluding TSB), mainly due to the net fee charged by BanSabadell Vida for the reinsurance contract with Swiss Re Europe.

Total provisions and impairments amounted to €-2,196.4 million (€-2,107.6 million excluding TSB), compared with €-1,427.1 million in 2016 (€-1,399.0 million excluding TSB). This increase in 2017 is due mainly to the extraordinary gains generated by recent corporate transactions that have been used to increase provisions.

Gains on asset sales amounted to €432.6 million (€35.1 million during the preceding year) and mainly included net gains on the sale of Sabadell United Bank, the sale of Mediterráneo Vida and the sale of 100% of the capital in HI Partners Holdco Value Added, S.A.U. by the subsidiary Hotel Investment Partners, S.L. (HIP). In 2016, they include mainly gross gains of €52 million on the sale of the stake held in Dexia Sabadell.

After deducting income tax and minority interests, net profit attributed to the Group amounted to €801.5 million at the end of 2017, a 12.8% increase compared with the previous year. Excluding TSB, net profit attributable to the Group amounted to €711.2 million at 2017 year-end, a 33.9% increase compared 2016 year-end.

## **2.4. Business review**

The key financial figures associated with the Group's largest business units are shown hereafter, in line with the segment reporting described in Note 39 to these consolidated annual accounts.

### **Banking business Spain**

Net profit as at December 2017 amounted to €1,566.1 million, a year-on-year increase of 47.0% due to the 3.8% increase in core revenue and sales of businesses carried out during the year, although gross operating income also increased to €4,125.8 million, representing an 8.1% increase year-on-year.

Net interest income stood at €2,528.2 million, a 0.6% increase compared to 2016 year-end.

Net fees and commissions stood at €1,075.9 million, 12.1% higher than in the previous year due to the positive performance of service fees and asset management fees.

Net trading income and income from exchange differences amounted to €541.1 million.

Administrative expenses and depreciations amounted to €-1,755.6 million, a -1.5% decline compared to the same quarter in the previous year.

Provisions and impairments amounted to €-867.4 million due to extraordinary provisions allocated during the year.

Capital gains on the sale of assets and other income amounted to €383.7 million and included gains on the sale of Mediterráneo Vida and Sabadell United Bank.

Million euro

	2017	2016	Change (%) year-on-year
<b>Net interest income</b>	<b>2,528</b>	<b>2,513</b>	<b>0.6</b>
Profit/(loss) for equity method and dividends	313	82	279.9
Net fees and commissions	1,076	960	12.1
Net trading income and exchange differences	541	600	(9.8)
Other operating income/expenses	(332)	(340)	(2.4)
<b>Gross income</b>	<b>4,126</b>	<b>3,815</b>	<b>8.1</b>
Administrative expenses and depreciations	(1,756)	(1,783)	(1.5)
<b>Operating income</b>	<b>2,370</b>	<b>2,032</b>	<b>16.6</b>
Provisions and impairments	(867)	(570)	52.2
Gains/(losses) on asset derecognition and others	384	40	864.5
<b>Profit/(loss) before taxes</b>	<b>1,887</b>	<b>1,502</b>	<b>25.6</b>
Income tax	(321)	(431)	(25.6)
<b>Profit/(loss) after taxes</b>	<b>1,566</b>	<b>1,071</b>	<b>46.2</b>
Profit/(loss) attributable to minority interests	-	5	(106.7)
<b>Profit/(loss) attributable to the Group</b>	<b>1,566</b>	<b>1,065</b>	<b>47.0</b>
ROE (earnings divided by average own funds)	17.8%	19.4%	
Cost-to-income (administrative expenses divided by gross income)	39.1%	43.4%	
Loan loss ratio (%)	5.7%	6.6%	
NPL coverage ratio (%)	45.6%	43.2%	

Loans and advances to customers (excluding ATAs) amounted to €93,394 million and grew by 1.5% year-on-year.

On-balance sheet customer funds increased by 3.0% year-on-year, with a significant growth of sight accounts. Off-balance sheet funds increased by 11.8%, with a strong growth in mutual funds.

Million euro

	2017	2016	Change (%) year-on-year
<b>Assets</b>	<b>142,521</b>	<b>130,092</b>	<b>9.6</b>
Customer lending (net) excluding repos	93,394	92,059	1.5
<b>Liabilities</b>	<b>133,370</b>	<b>121,709</b>	<b>9.6</b>
On-balance sheet customer funds	92,558	89,835	3.0
Wholesale Funding Capital Markets	20,168	20,930	(3.6)
<b>Allocated capital</b>	<b>9,151</b>	<b>8,382</b>	<b>9.2</b>
<b>Off-balance sheet customer funds</b>	<b>44,265</b>	<b>39,603</b>	<b>11.8</b>
<b>Other indicators</b>			
Employees	15,775	16,001	(1.4)
Branches	1,880	2,119	(11.3)

Within banking business in Spain, note should be taken of the most significant business areas, about which information is given on the evolution of results and key figures.



### ***Commercial Banking***

The Group's largest business line is Commercial Banking, which focuses its activity on providing a range of financial products and services for large and medium-sized enterprises, SMEs and retailers, private customers (including private banking, personal banking and mass markets), non-residents and professional groups, with a degree of specialisation to allow tailored services to be offered to customers in line with their requirements, whether via experts throughout its multi-brand branch network or via other channels intended to support the customer relationship and give access to remote banking services.

Net profit as at December 2017 amounted to €886.0 million, representing a year-on-year growth of 8.3% considering the sales of Mediterráneo Vida and Exel Broker, the net fee charged by BanSabadell Vida for the reinsurance contract with Swiss Re Europe and the extraordinary increase in provisions and impairments. Gross income, which stood at €3,202.4 million, recorded an increase of 9.4%. Core revenue of €3,120.2 million increased by 2.2%, and by 4.0% considering a constant scope of consolidation (excluding Mediterráneo Vida and Exel Broker).

Net interest income stood at €2,278.9 million, remaining stable compared to 2016 year-end. Considering a constant scope of consolidation, this item increased by 1.7%.

Results calculated using the equity method and dividends include the net fee charged by BanSabadell Vida for the reinsurance contract with Swiss Re Europe.

Net fees and commissions stood at €841.3 million, 10.5% higher than in the previous year due to the positive performance of sight account and credit card fees.

Net trading income and income from exchange differences include the impacts of the sales of bad debt portfolios.

Administrative expenses and depreciations amounted to €-1,467.6 million, a -0.8% decline compared to the same period in the previous year.

Provisions and impairments amounted to €-631.5 million due to extraordinary provisions allocated during the year.

The gains and losses on derecognised assets and others heading includes the gains of Mediterráneo Vida and Exel Broker.

Million euro

	2017	2016	Change (%) year-on-year
<b>Net interest income</b>	<b>2,279</b>	<b>2,292</b>	<b>(0.6)</b>
Profit/(loss) for equity method and dividends	304	52	484.6
Net fees and commissions	841	761	10.5
Net trading income and exchange differences	(37)	20	(285.0)
Other operating income/expenses	(185)	(198)	(6.6)
<b>Gross income</b>	<b>3,202</b>	<b>2,927</b>	<b>9.4</b>
Administrative expenses and depreciations	(1,468)	(1,480)	(0.8)
<b>Operating income</b>	<b>1,734</b>	<b>1,447</b>	<b>19.8</b>
Provisions and impairments	(632)	(317)	99.4
Gains/(losses) on asset derecognition and others	22	15	-
<b>Profit/(loss) before taxes</b>	<b>1,124</b>	<b>1,145</b>	<b>(1.8)</b>
Income tax	(238)	(327)	(27.2)
<b>Profit/(loss) after taxes</b>	<b>886</b>	<b>818</b>	<b>8.3</b>
Profit/(loss) attributable to minority interests	-	-	-
<b>Profit/(loss) attributable to the Group</b>	<b>886</b>	<b>818</b>	<b>8.3</b>
ROE (earnings divided by average own funds)	21.3%	18.2%	
Cost-to-income (administrative expenses divided by gross income)	45.0%	49.6%	
Loan loss ratio (%)	6.4%	7.7%	
NPL coverage ratio (%)	40.5%	39.7%	

Net lending has increased by +0.5%, on-balance sheet funds have remained stable and off-balance sheet funds have increased by +7.7%, mainly due to the increase in Investment Funds.

Million euro

	2017	2016	Change (%) year-on-year
<b>Assets</b>	<b>158,697</b>	<b>161,286</b>	<b>(1.6)</b>
Customer lending (net) excluding repos	75,121	74,760	0.5
<b>Liabilities</b>	<b>154,718</b>	<b>156,922</b>	<b>(1.4)</b>
On-balance sheet customer funds	79,475	79,543	(0.1)
<b>Allocated capital</b>	<b>3,979</b>	<b>4,365</b>	<b>(8.8)</b>
<b>Off-balance sheet customer funds</b>	<b>23,691</b>	<b>21,989</b>	<b>7.7</b>
<b>Other indicators</b>			
Employees	11,427	11,865	-
Branches	1,868	2,105	-

### **Corporate Banking**

Corporate Banking offers financial solutions and advisory services to large companies and financial institutions, both national (Spanish) and international. Its activities encompass corporate banking, structured finance, and trade finance & IFI.

Net profit as at December 2017 amounted to €139.5 million, representing a year-on-year increase of 7.7%, mainly due to the decline in provisions and impairments. Gross income of €302 million increased by 1.0%. Excluding the sales recognised under net trading income in 2016, this increase would be of 5.0%. Core revenue, which stood at €309.0 million, recorded an increase of 6.8%.

Net interest income, which stood at €192.3 million, increased year-on-year by 9.1%.

Net fees and commissions stood at €116.7 million, 3.5% higher than in the previous year due to higher fees and commissions on syndicated loans.

Net trading income and exchange differences declined by -81.3%, as extraordinary gains on sales of loan portfolios were recognised in 2016.

Administrative expenses and depreciations amounted to €-33.5 million, and remained stable with respect to the same period in the previous year.

Provisions and impairments amounted to €-68.6 million, representing a reduction of -13.7%.

Million euro

	2017	2016	Change (%) year-on-year
<b>Net interest income</b>	<b>192</b>	<b>176</b>	<b>9.1</b>
Profit/(loss) for equity method and dividends	-	-	-
Net fees and commissions	117	113	3.5
Net trading income and exchange differences	3	16	(81.3)
Other operating income/expenses	(10)	(6)	66.7
<b>Gross income</b>	<b>302</b>	<b>299</b>	<b>1.0</b>
Administrative expenses and depreciations	(33)	(33)	-
<b>Operating income</b>	<b>269</b>	<b>266</b>	<b>1.1</b>
Provisions and impairments	(69)	(80)	(13.7)
Gains/(losses) on asset derecognition and others	-	-	-
<b>Profit/(loss) before taxes</b>	<b>200</b>	<b>186</b>	<b>7.5</b>
Income tax	(60)	(56)	7.1
<b>Profit/(loss) after taxes</b>	<b>140</b>	<b>130</b>	<b>7.7</b>
Profit/(loss) attributable to minority interests	-	-	-
<b>Profit/(loss) attributable to the Group</b>	<b>140</b>	<b>130</b>	<b>7.7</b>
ROE (earnings divided by average own funds)	16.2%	15.4%	
Cost-to-income (administrative expenses divided by gross income)	11.1%	11.1%	
Loan loss ratio (%)	4.1%	5.5%	
NPL coverage ratio (%)	94.0%	75.5%	

Net lending declined slightly by -0.9%, and on-balance sheet funds increased by 71% due to sight accounts and fixed-term deposits, while off-balance sheet funds increased by +15.4%, mainly due to employment pension schemes.

Million euro

	2017	2016	Change (%) year-on-year
<b>Assets</b>	<b>15,879</b>	<b>13,255</b>	<b>19.8</b>
Customer lending (net) excluding repos	8,773	8,850	(0.9)
<b>Liabilities</b>	<b>15,069</b>	<b>12,377</b>	<b>21.8</b>
On-balance sheet customer funds	5,555	3,526	57.5
<b>Allocated capital</b>	<b>810</b>	<b>878</b>	<b>(7.7)</b>
<b>Off-balance sheet customer funds</b>	<b>623</b>	<b>540</b>	<b>15.4</b>
<b>Other indicators</b>			
Employees	140	150	-
Branches	2	2	-

### ***Markets and Private Banking***

Markets and Private Banking offers and designs products and services with a high added-value with a view to achieving a high rate of return for the customer, increasing and diversifying the customer base and ensuring the consistency of investment processes through a rigorous analysis and with high-quality management, while taking the customer relationship model towards a multichannel level.

Net profit as at December 2017 amounted to €96.0 million, representing a 14.3% increase year-on-year. Gross income, standing at €245.1 million, increased by 6.1% and core revenue, standing at €245.8 million, increased by 9.8%.

Net interest income amounted to €57.8 million, and increased year-on-year by 28.9%, due to the good results obtained in Treasury and Capital Markets.

Net fees and commissions stood at €188 million, 5.6% higher than in the previous year due to higher fees and commissions on mutual funds and securities.

Administrative expenses and depreciations amounted to €-105.4 million, declining by -6.3%.

Provisions and impairments amounted to €-2.7 million.

Million euro

	2017	2016	Change (%) year-on-year
<b>Net interest income</b>	<b>58</b>	<b>45</b>	<b>28.9</b>
Profit/(loss) for equity method and dividends	-	-	-
Net fees and commissions	188	178	5.6
Net trading income and exchange differences	1	10	(90.0)
Other operating income/expenses	(2)	(2)	-
<b>Gross income</b>	<b>245</b>	<b>231</b>	<b>6.1</b>
Administrative expenses and depreciations	(105)	(112)	(6.3)
<b>Operating income</b>	<b>140</b>	<b>119</b>	<b>17.6</b>
Provisions and impairments	(3)	-	-
Gains/(losses) on asset derecognition and others	-	-	-
<b>Profit/(loss) before taxes</b>	<b>137</b>	<b>119</b>	<b>15.1</b>
Income tax	(41)	(35)	17.1
<b>Profit/(loss) after taxes</b>	<b>96</b>	<b>84</b>	<b>14.3</b>
Profit/(loss) attributable to minority interests	-	-	-
<b>Profit/(loss) attributable to the Group</b>	<b>96</b>	<b>84</b>	<b>14.3</b>
ROE (earnings divided by average own funds)	38.2%	37.8%	
Cost-to-income (administrative expenses divided by gross income)	42.5%	47.8%	
Loan loss ratio (%)	0.5%	1.4%	
NPL coverage ratio (%)	71.0%	41.7%	

Net lending has increased by +17.4%, concentrated in private banking customers jointly managed by commercial banking and private banking (hereinafter, jointly managed customers), while on-balance sheet funds declined by -7.5% due to transfers to income from off-balance sheet funds, which increased by +22.4%, mainly due to the increase in Investment Funds.

Million euro

	2017	2016	Change (%) year-on-year
<b>Assets</b>	<b>8,858</b>	<b>9,210</b>	<b>(3.8)</b>
Customer lending (net) excluding repos	2,175	1,853	17.4
<b>Liabilities</b>	<b>8,631</b>	<b>8,988</b>	<b>(4.0)</b>
On-balance sheet customer funds	6,367	6,880	(7.5)
<b>Allocated capital</b>	<b>227</b>	<b>222</b>	<b>2.3</b>
<b>Off-balance sheet customer funds</b>	<b>17,213</b>	<b>14,064</b>	<b>22.4</b>
<b>Other indicators</b>			
Employees	531	533	-
Branches	10	12	-

## Banking business United Kingdom

Net profit in December 2017 amounted to €90.3 million, with a year-on-year decline of -49.8%, as in 2016 provisions and impairments were offset against the expected losses calculated in the preliminary PPA (Purchase Price Allocation) until the fourth quarter. However, core revenue increased by 6.5% considering a constant exchange rate and excluding the mortgage enhancement portfolio (constant scope of consolidation).

Net interest income declined by -1.6% due to exchange rate fluctuations and the early call of the mortgage enhancement portfolio. Considering a constant scope of consolidation, this growth stands at 10.4%

Net fees and commissions income fell by -24.0%, mainly due to the fees paid from aggregator accounts in service fees.

Net trading income includes the results of the early call of the mortgage enhancement portfolio. The sale of Visa Europe shares was recognised in 2016.

Gross income, standing at €1,223.3 million, increased by 0.9% and by 7.3% considering a constant scope of consolidation.

Administrative expenses and depreciations increased by 9.0% to €-1,002.0 million due to extraordinary technology expenses forecast in TSB.

Provisions and impairments amounted to €-88.8 million, more than in the previous year due to the PPA in 2016.

Million euro

	2017	2016	Change (%) year-on-year
<b>Net interest income</b>	<b>1,034</b>	<b>1,051</b>	<b>(1.6)</b>
Profit/(loss) for equity method and dividends	-	-	-
Net fees and commissions	96	126	(24.0)
Net trading income and exchange differences	110	54	104.5
Other operating income/expenses	(16)	(18)	(11.6)
<b>Gross income</b>	<b>1,223</b>	<b>1,213</b>	<b>0.9</b>
Administrative expenses and depreciations	(1,002)	(919)	9.0
<b>Operating income</b>	<b>221</b>	<b>293</b>	<b>(24.6)</b>
Provisions and impairments	(89)	(28)	-
Gains/(losses) on asset derecognition and others	7	(4)	-
<b>Profit/(loss) before taxes</b>	<b>139</b>	<b>261</b>	<b>(46.7)</b>
Income tax	(49)	(81)	(39.9)
<b>Profit/(loss) after taxes</b>	<b>90</b>	<b>180</b>	<b>(49.8)</b>
Profit/(loss) attributable to minority interests	-	-	-
<b>Profit/(loss) attributable to the Group</b>	<b>90</b>	<b>180</b>	<b>(49.8)</b>
ROE (earnings divided by average own funds)	5.8%	8.0%	
Cost-to-income (administrative expenses divided by gross income)	79.5%	69.8%	
Loan loss ratio (%)	0.4%	0.5%	
NPL coverage ratio (%)	55.9%	52.7%	

Net lending to customers amounted to €35,501 million, a 3.3% increase year-on-year due to the strong growth of mortgages and despite the early call of the Mortgage Enhancement portfolio that took place in June. Considering a constant scope of consolidation, this item increased by 14.2% compared with the previous year.

On-balance sheet customer funds amounted to €34,410 million and increased by 0.2%. Considering a constant scope of consolidation, this growth stands at 3.9%

Million euro			
	2017	2016	Change (%) year-on-year
<b>Assets</b>	<b>48,145</b>	<b>43,720</b>	<b>10.1</b>
Customer lending (net) excluding repos	35,501	34,361	3.3
<b>Liabilities</b>	<b>46,597</b>	<b>42,200</b>	<b>10.4</b>
On-balance sheet customer funds	34,410	34,334	0.2
Wholesale Funding Capital Markets	1,920	3,882	(50.5)
<b>Allocated capital</b>	<b>1,548</b>	<b>1,521</b>	-
<b>Off-balance sheet customer funds</b>	-	-	-
<b>Other indicators</b>			
Employees	8,287	8,060	2.8
Branches	551	587	(6.1)

### Other geographies

Other Geographies mostly comprises Mexico, overseas branches and representative offices that offer all types of banking and financial services of Corporate Banking, Private Banking and Commercial (Business and Retail) Banking.

Net profit as at December 2017 amounted to €88.6 million, a year-on-year decrease of -16.0% due to the sale of Sabadell United Bank. Without considering this sale, net profit increased by 25.4%.

Net interest income, which stood at €292.7 million, fell by -2.4%. Not considering the sale of Sabadell United Bank, net interest income grew by 21.8%, particularly driven by the growth in Mexico.

Net fees and commissions decreased by -22.4% due to lower fees on Securities and Investment Funds in Banco Sabadell Andorra and smaller corporate banking operations in Mexico.

Gross income, which stood at €358.0 million, recorded a decrease of -9.1%. Not considering the sale of Sabadell United Bank, gross income grew by 9.9%.

Administrative expenses and depreciations declined by -0.4%. Excluding the sale of Sabadell United Bank, they increased by 22.3%, primarily due to expenses associated with expansion in Mexico.

Million euro

	2017	2016	Change (%) year-on-year
<b>Net interest income</b>	<b>293</b>	<b>300</b>	<b>(2.4)</b>
Profit/(loss) for equity method and dividends	3	3	(2.0)
Net fees and commissions	50	64	(22.4)
Net trading income and exchange differences	9	23	(60.1)
Other operating income/expenses	3	3	-
<b>Gross income</b>	<b>358</b>	<b>394</b>	<b>(9.1)</b>
Administrative expenses and depreciations	(205)	(206)	(0.4)
<b>Operating income</b>	<b>153</b>	<b>188</b>	<b>(18.7)</b>
Provisions and impairments	(24)	(29)	(14.6)
Gains/(losses) on asset derecognition and others	1	-	-
<b>Profit/(loss) before taxes</b>	<b>130</b>	<b>160</b>	<b>(18.5)</b>
Income tax	(37)	(54)	(31.1)
<b>Profit/(loss) after taxes</b>	<b>93</b>	<b>106</b>	<b>(12.1)</b>
Profit/(loss) attributable to minority interests	4	-	-
<b>Profit/(loss) attributable to the Group</b>	<b>89</b>	<b>106</b>	<b>(16.0)</b>
ROE (earnings divided by average own funds)	8.8%	13.2%	
Cost-to-income (administrative expenses divided by gross income)	54.5%	49.1%	
Loan loss ratio (%)	0.9%	0.5%	
NPL coverage ratio (%)	113.0%	174.8%	

Net lending amounted to €8,836 million, a -26.9% decrease due to the sale of Sabadell United Bank. Not considering the sale of Sabadell United Bank, net lending grew by 9.2%, due to business in Mexico.

On-balance sheet customer funds amounted to €5,024 million and decreased by -44.9% due to the sale of Sabadell United Bank. Not considering the sale of Sabadell United Bank, on-balance sheet customer funds declined by -3.8%. Off-balance sheet customer funds amounted to €1,033 million, representing an increase of 4.5%.

Million euro

	2017	2016	Change (%) year-on-year
<b>Assets</b>	<b>15,298</b>	<b>20,740</b>	<b>(26.2)</b>
Customer lending (net) excluding repos	8,836	12,083	(26.9)
Real estate exposure (net)	23	22	3.5
<b>Liabilities</b>	<b>14,431</b>	<b>19,629</b>	<b>(26.5)</b>
On-balance sheet customer funds	5,024	9,116	(44.9)
<b>Allocated capital</b>	<b>866</b>	<b>1,111</b>	<b>(22.0)</b>
<b>Off-balance sheet customer funds</b>	<b>1,033</b>	<b>988</b>	<b>4.5</b>
<b>Other indicators</b>			
Employees	765	1,059	(27.8)
Branches	42	61	(31.1)

### Real Estate Asset Transformation

Real Estate Asset Transformation comprehensively manages abnormal risk and real estate exposure, and also sets out and implements the strategy of real estate investee companies, such as Solvia.

Net profit as at December 2017 amounted to €-943.4 million, affected by the extraordinary provisions of the previous quarter.



Net interest income amounted to €-52.1 million, a lower figure than in the previous year due to the reduction of the loan portfolio run-off.

Net trading income includes the impacts of the sales of bad debt portfolios.

Gross income amounted to €30.1 million, -38.4% less than in the previous year.

Administrative expenses and depreciations increased by 7.6% year-on-year to €-162.7 million due to the expansion of the servicer and the increase in the portfolio of hotels managed by Hotel Investment Partnership.

Provisions and impairments amounted to €-1,215.8 million due to extraordinary impairments carried out.

Gains on sales amounted to €-14.1 million and improved by 85.4% compared with the previous year. During the last two quarters of the year, gains of €8.5 million and €5.1 million respectively were recognised on sales of real estate assets.

Gains on the sale of assets during this quarter mainly included the sale of the subsidiary HI Partners Holdco Value Added, of Hotel Investment Partners.

Million euro

	2017	2016	Change (%) year-on-year
<b>Net interest income</b>	<b>(52)</b>	<b>(26)</b>	<b>98.8</b>
Profit/(loss) for equity method and dividends	(1)	(1)	(49.9)
Net fees and commissions	2	(1)	-
Net trading income and exchange differences	(37)	(50)	(25.7)
Other operating income/expenses	118	128	(7.6)
<b>Gross income</b>	<b>30</b>	<b>49</b>	<b>(38.4)</b>
Administrative expenses and depreciations	(163)	(151)	7.6
<b>Operating income</b>	<b>(133)</b>	<b>(102)</b>	<b>29.5</b>
Provisions and impairments	(1,216)	(801)	51.9
<i>Sales Results</i>	<i>(14)</i>	<i>(96)</i>	<i>(85.4)</i>
Gains/(losses) on asset derecognition and others	41	-	-
<b>Profit/(loss) before taxes</b>	<b>(1,307)</b>	<b>(903)</b>	<b>44.8</b>
Income tax	364	263	38.3
<b>Profit/(loss) after taxes</b>	<b>(943)</b>	<b>(640)</b>	<b>47.5</b>
Profit/(loss) attributable to minority interests	-	-	-
<b>Total profit/(loss) of the reported segments</b>	<b>(943)</b>	<b>(640)</b>	<b>47.5</b>
ROE (earnings divided by average own funds)	-	-	
Cost-to-income (administrative expenses divided by gross income)	-	-	
Loan loss ratio (%)	32.2%	31.7%	
NPL coverage ratio (%)	49.9%	54.2%	

The good management of real estate assets continues, net lending declined by -42.0% year-on-year and net real estate exposure declined by -28.5%.

Intra-group funding amounted to €12,627 million, -10.2% less than in the previous year.

Million euro			
	2017	2016	Change (%) year-on-year
<b>Assets</b>	<b>15,384</b>	<b>17,956</b>	<b>(14.3)</b>
Customer lending (net) excluding repos	3,865	6,663	(42.0)
Real estate exposure (net)	3,372	4,716	(28.5)
<b>Liabilities</b>	<b>13,728</b>	<b>15,886</b>	<b>(13.6)</b>
On-balance sheet customer funds	104	172	(39.7)
Intra-group financing	12,627	14,057	(10.2)
<b>Allocated capital</b>	<b>1,656</b>	<b>2,069</b>	<b>(20.0)</b>
<b>Off-balance sheet customer funds</b>	<b>27</b>	<b>15</b>	<b>83.0</b>
<b>Other indicators</b>			
Employees	1,018	825	23.4
Branches	-	-	-

### 3 - THE ENVIRONMENT AND OTHER SOCIAL MATTERS

#### 3.1 - The environment

##### Environmental policies, commitments and partnerships

Banco Sabadell as an environmental policy in place that embodies its commitment to the environment and the fight against climate change. This policy focuses on reducing the environmental impacts of the processes, facilities and services that are inherent to its activity, adequately managing the risks and opportunities relating to the business and also promoting the environmental commitment of persons with whom the bank has a relationship.

The bank is also a member of a number of global initiatives and commitments:

- A signatory of the United Nations Global Compact, thereby committing ourselves to adopting a preventive approach to environmental protection, promoting initiatives to foster environmental responsibility and supporting the development of technologies that do not harm the environment.
- A signatory of the Equator Principles: inclusion of Environmental, Social and Governance (ESG) in the funding of large-scale projects.
- A signatory of the Carbon Disclosure Project (CDP): as part of its commitment to actively combat climate change and publish an annual inventory of corporate emissions, verified by an external auditor in accordance with Standard ISAE 3000.
- A signatory of the United Nations Principles for Responsible Investment (PRI) in the “investment manager” category: inclusion of environmental, social and good governance criteria in investment policies and practices.
- It has been included into the index of sustainability index FTSE4Good Index Series, which has been designed to measure the performance of companies demonstrating strong environmental, social and governance (ESG) practices. One of the aspects it measures is the sustainable performance of investment products.
- It has 6 central service buildings that have been certified under the international standard for environmental management systems (EMS) ISO 14001. Our environmental management system has been adapted for the rest of the Group.
- It is a holder of the LEED NC (Leadership in Energy & Environmental Design for New Construction) certificate, with GOLD rating in sustainable construction obtained for its corporate headquarters in Sant Cugat del Vallés.
- Banco Sabadell is a partner in the European GreenBuilding Programme for the sustainable construction of the Group’s logistics centre and general archive in Polinyà.

- A collaborating partner of the Spanish Association of Renewable Energy Producers and a member of the Spanish Wind Energy Association.

### **Main areas of activity relating to the environment and their enforcement in combating climate change**

Through various areas of the organisation, Banco Sabadell meets its aims and commitments on the environment, contributing to the fight against climate change. At an operational level, global Group operations are subject to the legal requirements on environmental protection and health and safety in the workplace. Banco Sabadell has not been the subject of any fines, sanctions or penalties due to failure to comply with environmental legislation and regulations during the year. Banco Sabadell has also received no complaints regarding environmental impacts.

The main results for each area of activity are given below.

#### Lines of business related to the environment

Banco Sabadell promotes the development of a sustainable energy model through the funding of projects and direct investment in renewable energy.

In terms of funding, the bank's portfolio includes a variety of projects, including projects for the generation of renewable energy (wind energy, photovoltaic energy, solar thermal energy, biomass), biofuel projects, which include advisory and mediation services, the funding of energy efficient facilities through renting products that allow a number of projects to be funded, from public lighting projects to biomass boilers and cogeneration installations.

Another line of business related to sustainability and growth is the renting of sustainable transport (vehicles issuing 120 gr CO<sub>2</sub>/km or less).

As regards investment, Banco Sabadell makes direct investments in the equity capital of renewable energy generation projects. Most of this business is carried out through Sinia Renovables, a wholly-owned subsidiary. For the 2016-2019 period, Sinia Renovables has initiated an investment cycle of €150 million in capital for this type of assets, following the bank's internationalisation strategy and looking into investments in Spain, Mexico, United Kingdom and other countries in LATAM.

#### Equator Principles (structured finance and corporate loans)

Since 2011, Banco Sabadell has adopted the Equator Principles, a voluntary credit risk management framework, coordinated by the International Finance Corporation (IFC), a sister organisation of the World Bank, which aims to identify, assess and manage environmental and social risks relating to the funding of structured finance and corporate loans projects.

Since then, the bank has continued to apply the Equator Principles in all of its new structured finance projects valued at an amount greater than, or equal to, USD 10 million and corporate loans from USD 100 million. Projects are classified based on their level of risk and environmental and social impact as A, B or C, following the standard implemented by the IFC. A social and environment assessment is carried out for all projects classified as category A and B, which is then reviewed by an independent expert. This assessment not only addresses the risks and impacts, but also considers measures for an appropriate minimisation, mitigation and offsetting of these risks and impacts.

Every year, Banco Sabadell publishes a list of each of its projects associated with the Equator Principles in its report, which can be consulted through the bank's website.

### Own infrastructure: environmental management and ecoefficiency measures

Banco Sabadell regularly identifies significant aspects relating to its facilities and installations in order to minimise and mitigate potential environmental impacts. Every year, it works to improve the ecoefficiency of its facilities and to reduce the environmental impacts of the services it provides to customers, which is also in line with the fight against climate change. During the year, plans have continued to be implemented for waste treatment, consumables recycling and energy saving.

In relation to management systems and their respective scope of application, the bank has an environmental management system (SGA, for its acronym in Spanish) which has been in place since 2006 and follows the ISO 14001:2004 standard. 6 corporate centres have been certified under this standard, and the environmental management system has been adapted for use at all other Group work centres in Spain.

In terms of its infrastructure, the following areas of activity are described below.

#### **Reduction of carbon footprint**

- Inventory of CO2 emissions: In 2017, emissions have been reduced by 94.71%, mainly by purchasing and using electrical power generated from renewable sources.

#### **Energy management**

- Electrical power consumption: overall consumption of electrical power in Spain in 2017 declined by 8% (reaching 82,824 MWh in 2017). It should be noted that during this year, 99.96% of the bank's total electricity consumption came from renewable sources, as Banco Sabadell continues to contract renewable energy sources through Nexus Renovables, which provides, with a guarantee of 100% renewable sources, 99.93% of the bank's total electricity consumption. Some of the actions include the centralised lighting and air-conditioning system in specific areas of the corporate centres, the installation of motion sensor lighting systems and LED (Light Emitting Diode) lights and the installation of air-conditioning systems with energy recovery ventilation.

#### **Management and reduction of other consumption**

- Paper consumption: 24-hour service for customers through remote channels and digital platforms, the commercial use of digital tables that allow customers' signatures to be captured and the use of conventional paper certified as being manufactured without chlorine by the FSC (Forest Stewardship Council).
- Water consumption: water consumption in Spain is limited to sanitary uses and to some watering of gardens.

#### **Waste management**

The bank implements a number of initiatives to encourage paper recycling, systems for the selective collection and sorting of packaging waste, organic material and batteries, recycling of used toners and the management of technological waste through authorised waste managers.

In addition, computer equipment or furniture that is in good condition, acquired from offices or work centres during a closure or merger process, that is not required by the bank is donated to NGOs and local non-profit organisations.

With regard to waste water management, all our facilities and offices are connected to the public sewage network.

### **Pollution and its effects on health and safety**

All of Banco Sabadell's activities are carried out in urban centres, and all waste generated by Banco Sabadell is managed by authorised waste managers.

### **Environmental awareness**

In terms of environmental awareness and management, all Group employees have access to an online training course the completion of which is mandatory for staff at certified corporate centres. Through its internal platform, "Banco Sabadell Idea", employees have made contributions and put forward suggestions on how to improve various areas of the organisation, including environmental aspects and the fight against climate change. Some examples of ideas relating to sustainability include contributions to total or partial savings of paper and digitalisation (digital signature, contracts, virtual reports, etc.), energy savings (installation of solar panels in corporate centres, etc.) and the addition of more electric vehicles for employees (for renting, subsidised purchase, etc.) Use of the internal car pooling platform is encouraged.

It also encourages holding meetings through video-conference, the use of personal video-conferencing, pilot schemes for working from home and the use of virtual classrooms for areas such as learning and continuous training.

### **Value chain**

Banco Sabadell also keeps all its suppliers informed of the Group's environmental policy and integrates environmental and social responsibility into its supply chain in a number of ways.

In the Group-level procurement process, tenders or offers from suppliers with ISO 9001, ISO 14001/EMAS and/or EFQM certifications are looked on favourably.

Banco Sabadell's basic contract with suppliers includes specific clauses on compliance with environmental criteria, human rights and the Ten Principles of the United Nations Global Compact, as well as acceptance of the Supplier Code of Conduct. In particular, environmental requirements are included in specifications for products and services that have significant environmental impacts.

## **3.2 - Other social matters**

### **Social and environmental criteria in investment and funding**

Since 2011, Banco Sabadell has adopted the Equator Principles, an international voluntary credit risk management framework, which aims to identify, assess and manage environmental and social risks relating to the funding of structured finance projects (see previous section).

The full branch network has support information available in order to assess the environmental risk related to the sector or activity of the analysed companies. This assessment is also included in the record of transactions and in decision-making processes.

In terms of lending, both the pension fund management company, BanSabadell Pensiones EGFP SA and, since 2016, Aurica Capital, a venture capital company with equity interests in Spanish companies with projects for growth in foreign trade, follow the Principles of Responsible Investment in the asset management category. These principles include social, environmental and good governance criteria in management policies and practices.

Banco Sabadell encourages responsible investment and also offers its customers savings and investment products that contribute to charity projects such as Fondo de Inversión Sabadell Inversión Ética y Solidaria, F.I., Sociedad de Inversión Sabadell Urquijo Cooperación, S.I.C.A.V, S.A., the pension scheme Plan de Pensiones BS Ético y Solidario, P.P. and the pension scheme Plan de Pensiones BanSabadell 21 F.P, as well as to its staff through Fondo de Pensiones G.M. PENSIONES, F.P.

### **Housing and financial inclusion**

Banco Sabadell manages, through Sogeviso (Solvía Gestora de Vivienda Social), the social issue of housing in order to responsibly address situations of social exclusion faced by its most vulnerable mortgage borrowers.

During its second year, Sogeviso has continued to include a 'social contract' in all of its new rental agreements for social housing. This is a service through which a manager specialising in social matters can assist customers at risk of social exclusion. This service hinges on, on one hand, finding work (it puts vulnerable customers in contact with public services and offers them training, interview preparation and coaching on how to find work) and, on the other hand, the cooperation with general governments and third sector entities. Under this framework, social contracts already represent 50% of the bank's total rental agreements for social housing.

2017 has also seen the consolidation of the JoBS programme, which 2,464 people have benefited from since its launch in October 2016 until the end of the year, of whom 646 have since found employment. Through this programme, 3 agreements with companies from different sectors such as Manpower, Mullor and Fundació Formació i Treball have been signed.

Also during 2017, in order to limit the effects of over-indebtedness and facilitate the recovery of debts owed by debtors at risk of social exclusion, the bank has reiterated its commitment to the Code of Good Banking Practice, approving 198 mortgage loan restructuring operations. Furthermore, the bank has carried out 2,592 *datio-in-solutum* operations on a voluntary basis.

Since 2013, Banco Sabadell has been a member of the Convenio del Fondo Social de la Vivienda (FSV), an initiative implemented by the government of Spain to strengthen the protection of mortgage debtors. Sabadell has contributed to this initiative with 400 properties primarily aimed at customers who have lost their properties through payment in kind (*datio in solutum*) or repossessions since January 2008.

Furthermore, the bank has granted 101 properties to 48 non-profit institutions and foundations, intended to lend support to most disadvantaged social groups.

## **4 - HUMAN RESOURCES**

Human Resources aims to support the transformation of the organisation through a people agenda that is an integral part of its day-to-day business operations and its growth. Its key objective is to maximise the value-creating potential of Banco Sabadell's workforce by developing their talent, managing their expectations and fully leveraging their capabilities.

During 2017, the structure of the Human Resources Division has undergone a significant transformation, with the objective of strengthening and focusing its activities on the management of human capital, in line with the new strategic plan:

- Planning and anticipation of the future needs of the bank in terms of personnel.
- Proactive management oriented towards improving human capital.
- Cultural evolution and improvement of employee satisfaction.

## Key human resources data

Number of employees		
	2017	2016
Average equivalent workforce	26,171	26,022
Spanish workforce at year-end	16,764	16,771
Workforce at year-end	25,845	25,945
Turnover rate (%) (*)	1.57%	0.92%
Absenteeism (%) (**)	2.71%	2.60%
Hours of training per employee (***)	32.98	32.68

The average equivalent workforce is calculated based on the average number of employees at the end of each month.

(\*) Unwanted staff turnover: number of dismissals and voluntary extended leaves of absence divided by the average workforce x100.

(\*\*) This figure is of the absenteeism (workdays missed / total workdays \* 100).

(\*\*\*) In Spanish workforce

Number of employees			
	Men	Women	Total
National workforce	8,275	8,489	16,764
International workforce	3,192	5,889	9,081
By gender (%)	44.4%	55.6%	100.0%
Average age (*)	43.18	42.47	43.04
Average length of service	16.14	15.78	16.19

Data calculated based on Group workforce.

(\*) Only people over 18 are hired.

Number of employees			
	Men	Women	Total
Administrative staff	999	3,487	4,486
Technical staff	9,980	10,734	20,714
Management staff	488	157	645
<b>Total</b>	<b>11,467</b>	<b>14,378</b>	<b>25,845</b>

Data calculated based on Group workforce.

## Human resources management – policies and principles

Human Resources policy and the Ethics and Human Rights policy are grounded in respect for human dignity, fair and competitive remuneration, transparency and truthfulness in reporting, and lasting cooperation, in accordance with the standards of the International Labour Organisation (ILO).

### Recruitment policy

Banco Sabadell has a personnel selection process which ensures that objective criteria based on professionalism and suitability are applied in finding the right person for each job and career path. The Group seeks to ensure optimal professional development for its employees by encouraging them to excel and rewarding hard work. This mutual commitment is set out in the Banco Sabadell Group Code of Conduct.

In 2017, work has been made on a number of actions and projects to strengthen and improve its procedures for attracting and recruiting talent to take on higher volumes of recruitment, new profiles and geographic dispersion. These are the factors that are making it necessary to redesign and update the procedures, skills, technologies and capabilities used to attract the best candidates and provide them with a professionally rewarding experience.

To this end, and to make the internal recruitment service more dynamic, offer opportunities for career development and to favour internal movements of employees within the Group, the following measures have been taken:

- Proactive management of employee mobility. Different initiatives and projects have been launched to accompany and internally relocate Banco Sabadell professionals through plans such as the Employability plan. Currently, 160 participants have subscribed to the Employability Plan.
- Communication and visibility of the internal employee selection process: participation in different workshops and sessions to present the process, and a website has been launched specifically for professional opportunities. In this way, the process has been explained in more detail to ensure awareness of the same and to increase participation.

During 2017, 432 vacancies have been filled, 280 were filled internally and 152 externally.

This year, action has been taken to consolidate the young talent programmes (Internship, Young Talent and Talent Graduate Programmes). Ensuring the integration, participation and training of employees from these groups at the bank, through systematic and continuous monitoring by their tutors and mentors.

142 young people have been recruited through these programmes.

Significant efforts have also been made to be present in the main forums to attract young talent and build closer, stronger relationships with universities and business schools considered to be crucial for Banco Sabadell. The bank has taken part in different activities including networking sessions, stands and presentations to students: AFI, BGSE, CUNEF, Deusto, ESADE, JOBarcelona, UEM, UPC, IDEC amongst others.

These actions have also led to an improvement in external reputation indicators, including the achievement, once again, of a place in the Mercopersonas Top 25 (ranked number 21), the Spanish corporate reputation monitor, which measures the appeal of institutions as employers.

#### Equality, work-life balance and integration

Banco Sabadell guarantees gender equality and equal opportunities in all areas of its activity affecting its staff: recruitment, training, promotions and career development, salaries, work-life balance, etc. These principles are set out in the Banco Sabadell Group Equality Plan, the Human Resources policy and code of conduct.

#### *Gender equality*

With the bank's firm commitment, and in line with the objective set forth in the Equality Plan, which was signed by representatives of employees in 2010 (renewed in June 2016), this year 170 women have been promoted, representing 37.8% of the target set for 2020 (450 promotions nationally).

Note should also be taken of the achievement made with respect to the "*Acuerdo de Colaboración con el Ministerio de Sanidad, Servicios Sociales e Igualdad*" (Cooperation Agreement with the Ministry of Health, Social Services and Equity), which was signed in 2014 and sets a target of having 18% of managerial positions held by women by 2018. This objective has been successfully achieved prior to the indicated date, with women holding 22.27% of all managerial positions in Spain.

The new equality plan, in the same way as its previous version, aims to prevent all forms of discrimination in the work-place between women and men in the company, and sets out new lines of action, with perfected systems to monitor performance and evaluate objectives across all areas of activity corresponding to Human Resources.

%	2017	2016
Promotions given to women	50.35%	53.77%
Managerial positions held by women	24.34%	23.88%

Data calculated based on Group workforce.



### *Diversity and integration*

The Group promotes all types of employee diversity and encourages the integration of all of its partners in the workplace and non-discriminatory career development and recruitment processes.

The Group sets out actions relating to the suitability of positions in cases of functional diversity that require such actions, in line with the special sensitivity procedures of the occupational medicine service. The bank also assists employees with paperwork in their dealings with municipal, regional and national governments, thus helping to improve employees' well-being outside the strictly professional sphere. In compliance with Spain's General Disability Act, the bank pursues other measures such as buying services and supplies from special employment centres.

As at December 2017, the Group had 253 employees with some form of disability (263 at the end of 2016).

Functional diversity is not the only diversity that is managed in a unique way by the Group. Policies aimed at making the most of talent across generations have become particularly important during 2016, due to the evolution of the age pyramid in the Group.

A comprehensive study has been conducted of the generational situation of its workforce, identifying the complexity of experiences, skills, abilities and training in each generation represented by that workforce and devising proposals for improvement that take into account their main interests, needs, expectations and concerns.

### *Work-life balance*

Employees have at their disposal a series of social benefits agreed with the Group and union representatives in agreements on measures aimed at achieving a healthy work/life balance. The full workforce has been notified of these benefits and they can be consulted on the internal employee intranet, therefore they are widely known to the staff, who have been applying for and enjoying these benefits for a long time.

Benefits include time off from work, paid or unpaid (e.g. to nurse an infant); unpaid leave (for maternity or to care for a relative); leave in special circumstances (for studies, personal reasons, inter-country adoption); extension of paternity leave; and flexitime arrangements.

The Group also offers a wide range of measures aimed at improving the work/life balance of its workforce, by offering an option to contract services and purchase items through the employee portal, which gives employees an opportunity to save both money and time, as they receive the items in their workplace, saving transportation expenses and avoiding having to run errands outside of their working hours. The service offering also makes it easier for central services staff to run their personal errands.

In 2017, new measures to promote flexibility and the improvement of work-life balance have also been implemented, which include the possibility of buying additional holiday days and the gradual deployment of teleworking, which are particularly noteworthy measures.

### *Remuneration policy*

During 2017 the remuneration policy has been updated to adapt to the latest regulatory requirements in terms of remuneration, having established the following policies:

- Group Remuneration Policy
- Remuneration Policy Spain
- Code Staff Identification and Remuneration Policy
- Policy for the Remuneration of Senior Management

Banco Sabadell's compensation policy is based on the principles of internal fairness, external competitiveness, transparency, differentiation, flexibility, simplicity, confidentiality and communication, as prescribed by the Group's human resources policy.

The compensation policy is based on the degree of responsibility attaching to the position and on each employee's professional development. This determines Group practices with regard to increases in both fixed and variable remuneration. In total, 87.1% of the workforce in Spain had salaries which included variable remuneration as at December 2017 (88.47% at the end of 2016).

Other types of benefit are available to employees, including interest-free loans and grants to help with training or children's schooling.

In this regard, the launch, in October of the "My Benefits" (*Mis Beneficios*) portal is particularly noteworthy, in which all employees who have entered into an agreement with the Bank can view all of their benefits in a personalised manner, and they can also see if they are already enjoying their benefits or not.

### Workplace hazards

The Group has a policy of constantly striving to improve employees' health and working conditions.

As required by law, the bank has a health and safety plan setting out policy measures in this area. Each year it publishes a report on health and safety initiatives undertaken by the company, which is available on the internal employee intranet and the corporate website.

An initial risk assessment is performed on each new workplace and also on workplaces that have undergone refurbishment or alterations. A follow-up assessment is performed at a later date to evaluate individual workstations and common areas, facilities and aspects such as temperature, lighting, etc.

All Group staff and new employees receive information on workplace hazard prevention and are required to take an online course in health and safety at work. The training is supplemented by publications, such as ergonomics factsheets and equipment manuals, related to hazards which are specific to the bank's activities.

### **Employee development**

#### New learning model

In 2017, the Group has continued to promote the bank's learning model, which was launched in 2016 with the consolidation of Sabadell Campus and its multiple schools and spaces. The pillars of Banco Sabadell's training model play out in this project, and are based on innovation, personalised training, alignment with the business and efficiency.

During this year, the recognition and visibility of Sabadell Campus recognition has grown enormously, as employees accessed more than 137,000 online sessions.

	<b>2017</b>	<b>2016</b>
Employees who received training (%)	89%	98%
Investment in training per employee (euro)	591.2	371.8

Data for Spain.

#### *Consolidation of the Digital Space*

Sabadell Campus puts a space at the disposal of all its employees for them to develop their digital skills, with which it aims to help the digital transformation of all Banco Sabadell employees, and which is being very successful, with a high rate of participation.

#### *Growth of the Business School*

The Commercial School, which is fully focused towards offering training to overcome challenges in the branch network, has widened the scope of the contents and topics it offers. Over 11,000 employees have accessed this school.

### *Promotion of the Management School*

The Management School is an area of Sabadell Campus which offers content oriented towards reaching professional and personal goals through the development of skills, and it is the area which is most frequently accessed by employees (more than 9,500 employees accessed it in 2017).

Furthermore, the School has continued to promote the CMP programme (Corporate Management Programme, PCM for its acronym in Spanish). This programme includes networking with management, and project support. Project winners are offered the opportunity to join the bank.

### *Opening of all classes at the Technical-Financial School*

The Technical-Financial School aims to improve the financial culture of the entity, offers specialised training methods and places an attractive offering of content and learning methods at the disposal of all employees.

### *Language Space Offer*

As part of the ongoing objective to improve the level of foreign languages spoken and written by employees within the entity, they have access to the Languages Space in Sabadell Campus. This is a space in which employees can find information about the language learning options offered by the bank in line with each specific professional profile and requirement.

### *Growth of the internal tutoring team*

One of the main pillars of Banco Sabadell's new training model is the group of internal tutors. Tutors ciliate the management of knowledge and internal talent and they make it possible for training to be available in all regions when it is required. The internal tutor team is currently comprised of a group of almost 400 professionals, all of whom who have the necessary qualifications and are extremely professional.

### Leadership Management

The Talent Division has consolidated the management model with the objective of obtaining the most up-to-date information on current talent, and their potential, to ensure appropriate decision making, effective and efficient management of the development of our directors and pre-directors.

In 2016 a common Performance Management model was implemented for all of the Bank's employees, through a simplified process, anchored to the current year and aligned with the business, incorporating mechanisms (calibration) to promote rigour and enhance differentiation. This model has served as a basis for the implementation, in 2017, of a new global performance model for all of the geographies (Global Performance Management):

Models and tools to measure current, as well as potential future performance, have been implemented. Through multi-source processes information has been gathered to categorise our professionals into different types of talent, the results have been presented in different committees for decision making purposes (multicontributed) for their assignment and development. All of this has contributed to the transformation of the culture of talent management at the bank.

A new onboarding programme has been launched for Corporate Managers and Top 300, with the objective of guiding them through the inherent challenges of a new leadership role, and to help them prepare for the changing environment of the business. 61 managers have participated in this Programme during 2017.

## Communication, participation and the volunteer programme

### Communication

Banco Sabadell has numerous channels of communication between the different levels of the organisation to enhance internal communication and involve employees in the bank's goals.

The "Banco Sabadell Idea" platform allows employees to propose improvements in any area of the organisation. The platform is also an excellent communication channel through which employees can make queries and share experiences on products and processes. The ideas with the most votes and those which add the greatest value to the bank are considered by the persons in charge of the processes concerned and by members of a Decision Committee, who together reach a decision on their implementation. The ideas with most votes also receive a cash prize.

### Participation

Banco Sabadell respects and guarantees employees' basic rights, including freedom of association and collective bargaining, enshrined in Spanish law. These principles are set out in its code of conduct and human resources policy.

Union representatives represent the entire workforce, not just union members; accordingly, labour agreements apply to all employees at the level at which the negotiation was conducted (industry, group, company, etc.). All employees are given one month's notice of significant changes. Union elections are held every four years. Banco Sabadell's management meets periodically with the general secretaries of the various trade unions and the latter participate regularly in various committees (National Health and Safety Committee, Equal Opportunities Committee, Training Committee and the Pension Plan Oversight Committee). Workplaces with more than 50 workers have a works council. Workplaces with between 6 and 10 workers may elect a union representative.

During 2017 multiple actions have been developed as a result of employees responses to the work environment survey carried out in 2015. In this regard, a pulse survey was carried out for 4,570 employees during April 2017, the results of which showed clear signs of improvement in the majority of the model's pillars (Credibility, Impartiality, Respect and Pride) and a flat outlook for Comradeship.

In November, a global survey was carried out for all employees in Spain, and improvements have been observed in all of the pillars, with a particular emphasis on the items regarding the 4 areas of improvement proposed subsequent to the 2015 survey (communication by leaders, sense of unity, reconciliation and meritocracy). The Trust Index, a key indicator of the Great Place to Work model, has increased as 61% of the workforce believe that Banco Sabadell is an excellent place to work.

### Volunteer programme

The SabadellLife Portal publicises social action and corporate volunteer initiatives. The successes achieved year after year has led to a substantial increase in the number of volunteers and in the activities organised in 2017, many of which were proposed by the employees themselves.

Details of some of the most significant activities in 2017 are given below:

- Employee participation in three Oxfam Trailwalker events, representing the mobilisation of 384 participants and a total of €125,000 were raised to fund water supply projects in developing countries.
- EFEC 2017
- 5th Edition of the Financial Education in Catalanian Schools programme (*Educación Financiera en las Escuelas Catalu a*) programme, with the participation of a total of 179 volunteers, available in 321 schools throughout Catalonia.
- AEB "Your Finances, Your Future (*Tus Finanzas, tu futuro*) with the participation of 33 volunteers who have shared basic financial knowledge with students in their second and third years of compulsory secondary education (E.S.O for its acronym in Spanish).

- Solidarity Attitude (*Actitud Solidaria*), as part of the agreement between Banco Sabadell and the startup Worldcoo, more than 7 fund raising activities have been carried out amongst employees, raising a total amount of 45 thousand euros, used for projects such as "Beating childhood cancer" (*Vencer el Cancer Infantil*), Emergency in Mexico (Emergencia en México) or "Mediterranean Mission" (*Misión Mediterráneo*), supporting NGOs.

- BValue Programme-Ship2B Foundation

In collaboration with Ship2B Foundation and with the collaboration of Banco Sabadell Foundation, the BValue programme was launched, the objective of which is to help to professionalise and improve the value proposal of not-for-profit organisations in any area of activity.

Thirty Banco Sabadell employees have collaborated as mentors, in 4 face-to-face workshops which have been held in Barcelona and Madrid.

- Feina amb Cor

Accompaniment and care service led by Cáritas, which has the objective of incorporating persons who have been unemployed for long periods of time to re-join the labour market, these persons have family responsibilities and are aged older than 40. As part of this programme, 14 persons joined the branch network to carry out administrative and Customer Service tasks. 11 of these persons continue to carry out these functions. The remaining persons have found more stable employment.

## 5 – LIQUIDITY AND CAPITAL RESOURCES

### 5.1 Liquidity

The key aspects in the evolution of liquidity during the year at Group level have been as follows:

- The entity has continued to generate a liquidity gap in its commercial business, reducing total funding in wholesale markets.
- In 2017, the growing tendency of the generation of a customer funding gap observed in recent years has continued. The Loan to Deposit (LtD) ratio of the Group at the end of December 2017 stood at 104.3%.

The bank has continued to access capital markets as usual. €3,206 million in capital market funding matured in the year. Banco Sabadell has carried out public issuances under the Fixed-Income Scheme in force for a total of €3,044.6 million. Specifically, in March Banco Sabadell carried out one public issuance of ten-year covered bonds in April of €1 billion, which was extended by a further €100 million in October, one issuance of 8-year covered bonds of €500 million fully subscribed by the European Investment Bank (EIB); and 6 issuances of senior debt, each with a term of between two and five years, totalling €1,444.6 million. Also during the year, two issues of preferential contingent bonds convertible into ordinary shares have also been issued by the Bank (Additional Tier 1). On May 18, 2017, Banco Sabadell carried out its inaugural issue of Additional Tier 1 for €750M with a fixed rate of 6.5%. Subsequently, on 23 November 2017, it carried out a second issue of Additional Tier 1 for the amount of 400 million euros at a fixed rate of 6.125%. Lastly, on 5 December 2017, Banco Sabadell carried out a senior debt issuance under its EMTN Programme amounting to €1,000 million with a term of 5 years and 3 months.

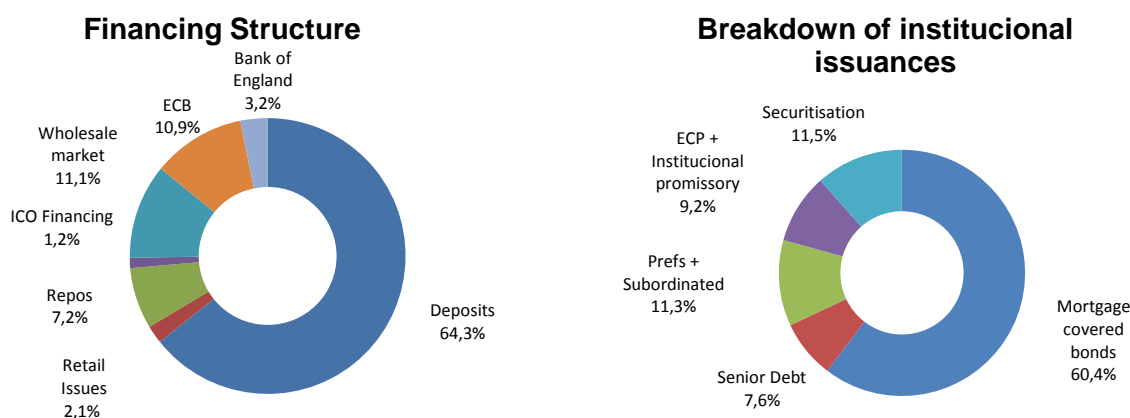
- In 2017, the Group has recovered its Investment Grade category with all of the credit rating agencies. On 27 June 2017 S&P Global Ratings raised Banco Sabadell's long-term credit rating to BBB- from BB+ and its short-term rating to A-3 from B. The trend remains positive. With this rating upgrade, Banco Sabadell has once again attained the level of Investment Grade. S&P Global Ratings raised the rating as it considers that Banco Sabadell has continued to strengthen its solvency and that it continues to make progress in de-risking its balance sheet. Additionally, S&P Global Ratings raised its rating of Banco Sabadell's non-deferrable subordinated debt and preferred shares by two notches to BB and B, respectively.
- Banco Sabadell took part in the ECB's four-year liquidity auction (TLTRO2 or Targeted Long Term Refinancing Operations 2) carried out in March totalling €10,500 million, adding to the €10,000 million from the previous year under this scheme.
- The bank has maintained a liquidity buffer in the form of liquid assets to meet any eventual liquidity needs, therefore the bank has continued to optimise its collateral base, with the issue of two new securitisation funds being particularly noteworthy.
- On 1 October 2015, the Liquidity Coverage Ratio (LCR) came into force, with a phase-in enforcement period up to 2018. The required ratio was 80% in 2017. All of the entity's Liquidity Management Units (UGLs, for their acronym in Spanish) comfortably surpassed this minimum. At Group level, the institution's LCR has consistently been substantially above 100% throughout the year. As regards the Net Stable Funding Ratio (NSFR), which is still in the research stage and pending its final definition, the bank has continued to maintain stable levels above 100%.

Key figures and basic liquidity ratios at year-end were:

€ million	2017	2016	Ex TSB 2017	Ex TSB 2016
Gross loans and advances to customers, excluding repos	145,323	150,087	109,742	115,640
Provisions for insolvencies and country-risk	(3,727)	(4,921)	(3,646)	(4,835)
Brokered loans	(3,835)	(4,900)	(3,110)	(4,900)
<b>Adjusted net loans</b>	<b>137,761</b>	<b>140,266</b>	<b>102,986</b>	<b>105,905</b>
On-balance sheet customer funds	132,096	133,457	97,686	99,123
<b>Adjusted loans to deposits ratio (%)</b>	<b>104.3</b>	<b>105.1</b>	<b>105.4</b>	<b>106.8</b>

The EUR/GBP exchange rate used for the balance sheet is 0.8872 at 31.12.17 and 0.8562 at 31.12.16.

The Group's main sources of funding at the end of 2017 are shown in the following figures according to the type of instrument and counterparty:



For further information regarding the Group's liquidity management, strategy and evolution, see Note 4 on Risks, under the Liquidity Risk section in the notes to the annual accounts.

## 5.2. Capital resources

Note 5, “*Own funds and capital management*” of the consolidated report of the Group, contains a detailed report of its capital management (regulatory framework, detailed data and capital activity).

The main figures related to capital management are shown below:

%/ € million	2017	2016
CET1	13.4	12.0
Tier I	14.3	12.0
Tier II	1.8	1.8
BIS ratio	16.1	13.8
Capital base	12,524	11,852
Minimum capital requirement	6,211	6,886
Risk weighted assets	77,638	86,070

Note 5 of the annual report explains the main changes compared with the previous year in terms of regulation, evolution of risk weighted assets (RWAs) and the main components of own funds.

In recent years, Banco Sabadell has been actively managing its capital, which is a crucial aspect for the entity’s growth. In recent years, the bank has increased its capital base through issues classed as tier one capital, as shown in the table below:

€ million		Amount	Impact on capital
February 2011	Debt-for-equity swap (equity through accelerated book building and buy-back of preference and subordinated stock)	411	+68 pb of core tier I
February 2012	Preference share swap for ordinary shares	785	+131 pb of core tier I
March 2012	Capital increase	903	+161 pb of core tier I
July 2012	Preference debt instruments and subordinated Banco CAM debt swap for shares	1,404	+186 pb of core tier I
September 2013	Accelerated bookbuilding and capital increase with rights	1,383	+178 pb of core tier I
October 2013	Issue of Mandatory Convertible Subordinated Debentures for B. Gallego hybrid swap	122	+17 pb of core tier I
April 2015	Capital increase with pre-emptive rights - TSB	1,607	+181 pb of core tier I

Note: The impact on capital (in basis points) is calculated using figures at the close of each year, these figures have changed significantly due to the increase in the Group’s scope during these years.

## 6- RISKS

During 2017, Banco Sabadell Group has continued to strengthen its risk management framework by making improvements in line with best practices in the financial sector.

For more details regarding the corporate risk culture, strategic risk framework and global organisation of the risks function, as well as the main financial and non-financial risks, see Note 4, Financial Risk Management in the consolidated annual accounts for 2017.

This year’s main milestones in terms of the Group’s risk management have been the improvement of the Group’s risk profile, the strengthening of the risk management and control environment, as well as the improvement of the monitoring environment and the reduction of problematic assets, as explained in greater detail in Note 4 of the annual report.

## **7 – POST-BALANCE SHEET EVENTS**

Since 31 December 2017, there have been no significant events worthy of mention.

## **8 – EXPECTED FUTURE DEVELOPMENTS**

Banco Sabadell adopts strategic plans in which it sets out its objectives for subsequent years in line with the regulatory and macroeconomic environment.

Following the success of the strategic plan named Triple, which covered the three-year period from 2014 to 2016, Banco Sabadell started 2017 with an even more ambitious strategic plan, following a 1 + 3 structure. 2017 has represented a year of transition in which some of the objectives achieved include: strengthening core banking revenue (net interest income and net fees and commissions), building a new state-of-the-art IT platform for TSB that is ground-breaking in the sector, increasing the rate of reduction of problematic assets, reducing them by over €3,400 million and successfully closing various corporate sales (Sabadell United Bank, Hotel Investment Partners, etc.) which have helped to strengthen provisions and increase capital. Credit rating agencies have upgraded their rating of Banco Sabadell, with all three agencies allocating it the Investment Grade category.

After the transition year, a period begins with greater clarity in the macroeconomic environment and financial system. The strategic programmes established for completion by 2020 aim to increase profitability through the growth of the business, improved efficiency and the reduction of problematic assets. Brand development and customer experience will be key factors in achieving these objectives. Technological capabilities offer a chance to develop Banco Sabadell's value proposition and improve its efficiency and scalability. All of the foregoing is supported by the ability to attract and retain talent, which leads to a differential team of people.

Banco Sabadell will focus on consolidating its internationalisation process to increase the value of the franchises in the UK and Mexico.

The achievement of strategic objectives will allow profitability to continue to grow, with the bank maintaining a solid capital and liquidity position.

## **9 – RESEARCH, DEVELOPMENT AND INNOVATION**

2017 has been characterised by the start of the TSB project, with a strong impact on the technological organisation, which has been restructured to take on the project with the utmost guaranties. Internationally, the bank has continued working on its project in Mexico to create a full-service bank for corporates and individuals. A Systems Plan has been conducted in parallel, as intensively as in the previous year.

In terms of Digital Transformation, the changes to the model towards Direct Management have been initiated, based on the remote and simplified processes and the creation of new self-service capacities. By doing so, the aim is to grant the manager more autonomy, offering them the tools they need to operate; and on the other hand, the customer has the autonomy to carry out operations through the app (Sabadell Móvil) and on the website (BSOnline). Sabadell Wallet has also been updated, incorporating new ways to send money mobile to mobile, to fulfil customers' daily needs, and cash withdrawals methods have been improved through use of the mobile app. Actions have been carried out for the development of a new platform to create a relationship function with customers (CRM), with a vision which is focused on the customer, allowing the customer to be offered personalised products/services based on their individual profile. The deployment of the tool is expected to be carried out during the first quarter of 2018. Progress has continued with the development of the new Customer Account Registration, simplifying and optimising the most frequent operations.

This application is available both in branches and on tablets for relationship managers who travel frequently (Proteo Mobile), allowing 100% of customer on-boarding to be carried out remotely, without the customer having to visit the branch, thanks to the incorporation of a biometric signature.



Actions have been taken to improve the conversion of Sales and Customer Experience through the creation of new events (commercial and operational) and in achieving the best Digital experience for customers for those functions which are impacted by the implementation of new regulatory requirements.

In terms of Markets, all new technological capacities which are required to comply with new regulatory requirements arising from the Securities Market Reform Stage II and MiFID II have been developed. Additionally, a new platform has been implemented for the generation of reporting which is completely integrated with Banco Sabadell management circuits and multichannel capacity.

As regards Insurance Systems, a multi-simulator has been implemented which uses minimum information about the customer in order to generate a proposition centred on five products: Auto, Home, Health, Life and Funeral insurance, offering a package deal with optimum conditions, which allows relationship managers to interact with the generated proposition while negotiating with the customer, which makes the management of this type of operation extremely dynamic. Additionally, a new incidence management platform has been implemented with the branches, which allows incidences to be linked to their respective resolutions.

## 10 – TREASURY SHARE SALES AND BUYBACKS

For information on treasury sales and buybacks see Note 23 to the Annual Accounts.

## 11 – OTHER RELEVANT INFORMATION

### a) Shares and share price information

Some indicators of the bank's share performance are shown in the following table:

	2017	2016	Change (%) year-on-year
<b>Shareholders and buybacks</b>			
Number of shareholders	235,130	260,948	(9.9)
Average number of shares (in millions)	5,570	5,452	2.2
Average daily buybacks (millions of shares)	27	30	(9.2)
<b>Share price (euro)</b>			
Start date	1.323	1.635	-
Maximum	1.960	1.810	-
Minimum	1.295	1.065	-
End date	1.656	1.323	-
Market capitalisation (million euros)	9,224	7,213	-
<b>Market ratios</b>			
Earnings per share (EPS) (euro)	0.14	0.13	-
Book value per share (euro)	2.41	2.37	-
Price / book value	0.69	0.56	-
PER (share price / EPS)	11.85	10.15	-

The bank's share price fell by +25.17% in 2017, a more significant increase than the average of listed Spanish banks (+13.18%), while the IBEX-35 depreciated by +7.40%.

## b) Dividend policy

The bank's shareholder remuneration policy, in accordance with the bank's Articles of Association, is submitted to shareholders for approval on a yearly basis at the Annual General Meeting.

In 2016, the bank compensated shareholders with €0.05 per share through 100% cash remuneration. This distribution was carried out through an interim dividend of €0.02 per share and a supplementary dividend of €0.03 per share. This amount represented returns on the quoted share price of 3.8%.

On 26 October 2017, the Board of Directors agreed to distribute an interim dividend of the 2017 results totalling €111,628 thousand (€0.02 per share (gross)), payable on 29 December 2017.

Furthermore, the Board of Directors will submit a proposal at the Annual General Meeting on the distribution of a €0.07 (gross) dividend per share for 2017.

Over the coming years, Banco Sabadell anticipates maintaining cash payments as remuneration to shareholders.

## c) Managing the credit rating

In 2017 the three agencies that assessed the credit quality of Banco Sabadell were S&P Global Ratings, Moody's and DBRS. The current ratings, and the last dates on which they were affirmed, are as follows:

	Long-term	Short-term	Outlook	Last updated
DBRS	BBB (high)	R-1 (low)	Stable	21.12.2017
S&P Global Rating	BBB-	A-3	Positive	27.06.2017
Moody's Investors Service (*)	Baa3 / Baa2	P-3 / P-2	Positive/Stable	23.11.2017

(\*) Corresponds to senior debt and deposits, respectively.

On 27 June 2017 S&P Global Ratings raised Banco Sabadell's long-term credit rating to BBB- from BB+ and its short-term rating to A-3 from B. The trend remains positive. With this rating upgrade, Banco Sabadell has once again attained the level of Investment Grade. S&P Global Ratings raised the rating as it considers that Banco Sabadell has continued to strengthen its solvency and that it continues to make progress in de-risking its balance sheet. Additionally, S&P Global Ratings raised its rating of Banco Sabadell's non-deferrable subordinated debt and preferred shares by two notches to BB and B, respectively.

On 23 November 2017, Moody's Investors Service (Moody's) confirmed the long-term deposits rating of Banco Sabadell of Baa2 with a stable trend and the long-term senior debt rating of Baa3 with a stable trend. The agency has valued the improvement in credit risk despite the high volume of problematic assets, the improved loss-absorbing capacity during the year and the adequacy of liquidity, considering the political situation in Catalonia.

On 21 December 2017, DBRS confirmed its rating of Banco Sabadell, with the long-term rating remaining at BBB (high) and the short-term rating remaining at R-1 (low) with a stable trend. The agency highlighted the growth in core revenue, despite the continued pressure of low interest rates, the reduction of problematic assets, although their volumes are still high when compared to the European average and the solid financial position, supported by its customers in Spain and in the UK. It also valued the sound level of capital, supported by an improvement in the generation of internal capital and the recent issuance of capital instruments.

During 2017, Banco Sabadell has met with the three agencies. At these visits and teleconferences, the discussions have addressed subjects such as the bank's strategy, TSB's performance since its acquisition, results, capital, liquidity, risks, credit quality, and the management of problematic assets.

## d) Branch network

At the end of 2017, Banco Sabadell was operating 2,473 branches (including 551 TSB branches), a net change of -294 branches compared with 31 December 2016 (258 fewer branches excluding TSB), that is mainly due to the optimisation of the branch network.

Of the total number of Banco Sabadell Group branches, 1,404 were operating under the Sabadell brand (including 30 business banking and 2 corporate banking branches); 109 were operating as Sabadell Gallego (including 3 business banking branches); 143 under Banco Herrero in Asturias and Leon (including 3 business banking branches); 112 were SabadellGuipuzcoano branches (including 5 business banking branches); 10 were SabadellUrquijo branches; 102 were Solbank branches; and there were 593 international branches, including 7 operated by BancSabadell d'Andorra, 551 by TSB and 15 by Mexico. The distribution of the Group's branches in Spain by autonomous community is as follows:

Autonomous Community	Branches	Autonomous Community	Branches
Andalusia	135	Valencia	326
Aragon	31	Extremadura	6
Asturias	112	Galicia	109
Balearic Islands	57	La Rioja	8
Canary Islands	31	Madrid	184
Cantabria	5	Murcia	126
Castilla-La Mancha	23	Navarre	15
Castilla y Leon	59	Basque Country	92
Catalonia	559	Ceuta and Melilla	2

The Group is present in the following countries:

Country	Branches	Representative Offices	Subsidiaries & Investees
<b>Europe</b>			
Andorra			•
France	•		
Poland		•	
Turkey	•		•
United Kingdom		•	
<b>Americas</b>			
Brazil		•	
Colombia		•	•
Dominican Republic	•	•	
Mexico			•
Peru		•	
United States		•	
Venezuela		•	
<b>Asia</b>			
China		•	
United Arab Emirates		•	
India		•	
Singapore		•	
<b>Africa</b>			
Algeria		•	
Morocco	•		

## **Corporate Governance**

As required by Article 540 of the Spanish Capital Companies Act, Banco Sabadell Group has prepared an Annual Report on Corporate Governance for the year 2017, which, in accordance with Article 49 of the Spanish Commercial Code, forms part of this Directors' Report, included herein as a separate document, and which includes a section on the extent to which the bank is following recommendations on corporate governance that currently exist in Spain.

Information on Corporate Governance is available on the Group's corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)), and can be accessed directly from the "Corporate Governance and remuneration policy" link on this website's homepage.

## **Glossary of terms on performance indicators**

In the presentation of its results to the market, and for the purpose of monitoring the business and decision-making processes, the Group uses performance indicators pursuant to the generally accepted accounting regulations (EU-IFRS), and also uses other non-audited measures commonly used in the banking sector (Alternative Performance Measures, or “APMs”) as monitoring indicators for the management of assets and liabilities, and the financial and economic situation of the Group, which facilitates its comparison with other entities.

Following the ESMA guidelines on APMs (ESMA/2015/1415es of October 2015), the purpose of which is to promote the use and transparency of information for the protection of investors in the European Union, the Group presents below, for each APM, the definition, calculation and reconciliation.

APMs reconciliation (data in million euros, with the exception of those shown in percentages).

Performance measure	Definition and calculation	Reconciliation (in millions of euros)	2017	2016
ROA	(*)(**) Consolidated profit/(loss) during the year / average total assets. Considers linear annualisation of profits obtained to date adjusted by the relative accrual of contributions to deposit guarantee and resolution funds except at the year-end reporting date. The total average assets are the weighted moving average of total assets during the last twelve calendar months.	Average total assets	214,356	206,265
		Consolidated profit/(loss) during the year	805	716
		<b>ROA (%)</b>	<b>0.38</b>	<b>0.35</b>
ROE	(*)(***) Profit attributed to the Group / average own funds. The numerator uses the linear annualisation of profits obtained to date adjusted by the relative accrual of contributions to deposit guarantee and resolution funds, except at the year-end reporting date.	Average own funds (excl. net profit attributable to the Group)	13,143	12,717
		Profit attributable to the Group	801	710
		<b>ROE (%)</b>	<b>6.10</b>	<b>5.59</b>
RORWA	(*) Profit/(loss) attributable to the Group / risk-weighted assets (RWAs).	Risk-weighted assets (RWAs)	77,638	86,070
		Net profit attributable to the Group	801	710
		<b>RORWA (%)</b>	<b>1.03</b>	<b>0.83</b>
ROTE	(*)(***) Profit attributed to the Group / average own funds. The numerator uses the linear annualisation of profits obtained to date adjusted by the relative accrual of contributions to deposit guarantee and resolution funds, except at the year-end reporting date. The denominator excludes goodwill.	Average own funds (excl. net profit attributable to the Group and intangible assets)	11,025	10,570
		Profit attributable to the Group	801	710
		<b>ROTE (%)</b>	<b>7.27</b>	<b>6.72</b>
Cost-to-income	(*) Staff expenses and other general administrative expenses/gross income. To calculate this ratio, recurring net trading income based on the Group's best estimates has been considered, and it has excluded the fee charged by BanSabadell Vida for the reinsurance contract with Swiss Re Europe and the income generated by the early call of TSB's Mortgage Enhancement portfolio. The denominator includes the linear accrual of contributions to deposit guarantee funds and resolution funds, except at the year-end reporting date.	Net interest income	3,802	3,838
		Return on capital instruments (dividends)	7	10
		Adjusted share of profit or loss of entities accounted for using the equity method	55	75
		Share of profit or loss of entities accounted for using the equity method	309	75
		VIF adjustment	(254)	-
		Net fees and commissions	1,223	1,149
		Recurring net trading income	560	610
		Net trading income	614	610
		Adjustment for non-recurring NTI (mortgage enhancement)	(54)	-
		Exchange differences (net)	8	17
		Other operating income and expenses	(227)	(227)
		<b>Adjusted gross income</b>	<b>5,430</b>	<b>5,471</b>
Administrative expenses	(2,723)	(2,663)		
<b>Cost-to-income ratio (%)</b>	<b>50.15</b>	<b>48.68</b>		

Performance measure	Definition and calculation	Reconciliation (in millions of euros)	2017	2016
Other operating income and expenses	Comprised of the following accounting items: other income and other operating expenses as well as income arising from assets and expenses arising from liabilities under insurance and reinsurance contracts.	Other operating income	338	287
		Other operating expenses	(546)	(467)
		Income arising from assets under insurance and reinsurance contracts	67	166
		Expenses arising from liabilities under insurance and reinsurance contracts	(86)	(213)
		<b>Other operating income and expenses</b>	<b>(227)</b>	<b>(227)</b>
Other provisions and impairments	Comprised of the following accounting items: Impairment or reversal of impairment of investments in joint ventures and associates, impairment or reversal of impairment on non-financial assets, investment property included in the heading of net gains or losses on derecognition of non-financial assets and equity interests and profit or loss from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations, excluding equity interests.	Impairment or reversal of impairment of investments in joint ventures and associates	(1)	(4)
		Impairment or reversal of impairment on non-financial assets	(799)	(558)
		Profit or loss from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations	(139)	(315)
		Gains on the sale of equity interests	(17)	-
		Profit/(loss) on sales of investment property	(15)	-
<b>Other provisions and impairments</b>	<b>(971)</b>	<b>(876)</b>		
Capital gains on asset sales and other revenue	Comprised of the following accounting items: gains or losses on derecognition of non financial assets and equity interests, net, excluding investment property and equity interests included in the heading of profit or (-) loss from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations.	Gains or losses on derecognition of non financial assets and equity interests, net	401	35
		Gains on the sale of equity interests	17	-
		Profit/(loss) on sales of investment property	15	-
		<b>Capital gains on asset sales and other revenue</b>	<b>433</b>	<b>35</b>
Pre-provisions income	Comprised of the following accounting items: gross income plus administrative and depreciation expenses.	<b>Gross income</b>	<b>5,737</b>	<b>5,471</b>
		Administrative expenses	(2,723)	(2,663)
		Staff expenses	(1,574)	(1,663)
		Other general administrative expenses	(1,149)	(1,000)
		Depreciation expenses	(402)	(396)
<b>Pre-provisions income</b>	<b>2,612</b>	<b>2,411</b>		

Performance measure	Definition and calculation	Reconciliation (in millions of euros)	2017	2016	2016 (*)
Customer spread	Difference between returns and expenses of customer assets and liabilities, i.e. the contribution of transactions exclusively with customers to net interest income. Calculated considering the difference between the average rate charged by the bank on its customer loans and credit and the average rate that the bank pays for its customer deposits. The average rate on customer loans and credit is calculated as the accounting financial income on customer lending as an annualised percentage of the average daily balance of customer loans and credit. The average rate of customer funds is calculated as the accounting financial expenses on customer funds as an annualised percentage of the average daily balance of customer funds.	Customer lending (net)			
		Average balance	136,938	138,202	
		Profit/(loss)	4,102	4,361	
		Interest rate (%)	3.00	3.16	
		Customer deposits			
		Average balance	138,258	134,792	
		Profit/(loss)	(266)	(525)	
		Interest rate (%)	(0.19)	(0.39)	
		<b>Customer spread</b>	<b>2.81</b>	<b>2.77</b>	
Other assets	Comprised of the following accounting items: derivatives - hedge accounting, fair value changes of the hedged items in portfolio hedge of interest rate risk, tax assets, other assets, assets under insurance and reinsurance contracts and non-current assets and disposal groups classified as held for sale.	Derivatives - hedge accounting	374	535	
		Fair value changes of the hedged items in portfolio hedge of interest rate risk	48	1	
		Tax assets	6,861	7,056	
		Other assets	2,976	4,437	
		Non-current assets and disposal groups classified as held for sale	2,562	4,579	
		<b>Other assets</b>	<b>12,821</b>	<b>16,608</b>	
Other liabilities	Comprised of the following accounting items: derivatives - hedge accounting, fair value changes of the hedged items in portfolio hedge of interest rate risk, tax liabilities, other liabilities and liabilities included in disposal groups classified as held for sale.	Derivatives - hedge accounting	1,004	1,106	
		Fair value changes of the hedged items in portfolio hedge of interest rate risk	(5)	64	
		Tax liabilities	532	779	
		Other liabilities	741	935	
		Liabilities included in disposal groups classified as held for sale.	21	2,213	
		<b>Other liabilities</b>	<b>2,293</b>	<b>5,097</b>	
Gross customer lending	Includes loans and advances to customers, excluding insolvency provisions and country risk reserves.	Loans and credit secured with mortgages	84,267	88,431	83,481
		Loans and credit secured with other collateral	2,315	2,263	2,263
		Trade credit	5,802	5,530	5,526
		Financial leasing	2,316	2,169	2,169
		On-demand loans and other	42,822	42,165	40,850
		<b>Gross performing loans</b>	<b>137,522</b>	<b>140,557</b>	<b>134,288</b>
		Non-performing assets (customers)	7,867	9,642	9,631
Accrual adjustments	(66)	(112)	(120)		
		<b>Gross customer lending excl. repos</b>	<b>145,323</b>	<b>150,087</b>	<b>143,799</b>
Gross performing loans	Includes gross lending to customers, excl. repos, accrual adjustments and non-performing assets.	Repos	2,001	8	8
		<b>Gross customer lending</b>	<b>147,325</b>	<b>150,095</b>	<b>143,807</b>
		Insolvency provisions and country risk reserves	(3,727)	(4,921)	(4,781)
		<b>Loans and advances to customers</b>	<b>143,598</b>	<b>145,174</b>	<b>139,026</b>

(\*) Excluding SUB\_Mediterráneo Vida and Mortgage Enhancement portfolio.



Performance measure	Definition and calculation	Reconciliation (in millions of euros)	2017	2016	2016 (*)
		<b>Financial liabilities at amortised cost</b>	<b>204,045</b>	<b>192,011</b>	<b>185,853</b>
On-balance sheet customer funds	Includes customer deposits (ex-repos) and other liabilities placed by the branch network (Banco Sabadell non-convertible bonds, promissory notes and others).	Non-retail financial liabilities	(71,949)	(58,554)	(56,291)
		Deposits from central banks	(27,848)	(11,828)	(11,828)
		Deposits from credit institutions	(14,171)	(16,667)	(16,121)
		Institutional issuances	(26,999)	(27,491)	(25,786)
		Other financial liabilities	(2,932)	(2,568)	(2,555)
		<b>On-balance sheet customer funds</b>	<b>132,096</b>	<b>133,457</b>	<b>129,562</b>
Off-balance sheet customer funds	Includes investment funds, equity management, pension funds and insurance products sold by the Group.	Customer deposits	135,307	134,415	130,329
		Sight accounts	98,020	92,011	88,533
		Term deposits including deposits redeemable at notice and hybrid financial liabilities	32,425	40,154	39,737
		Repos	4,750	2,072	1,882
		Accrual adjustments and derivatives hedging	113	178	177
On-balance sheet funds	Includes accounting sub-headings of customer deposits, marketable debt securities, subordinated liabilities and liabilities under insurance and reinsurance contracts.	Borrowing operations and other marketable securities	21,250	24,987	24,987
		Subordinated liabilities (**)	2,537	1,546	1,546
		<b>On-balance sheet funds</b>	<b>159,095</b>	<b>160,948</b>	<b>156,863</b>
		Investment funds	27,375	22,594	22,594
		Equity management	3,999	3,651	3,651
		Pension funds	3,987	4,117	4,117
Funds under management	The sum of on-balance sheet funds and off-balance sheet customer funds.	Insurance products sold by the Group	9,965	10,243	10,243
		<b>Total off-balance sheet funds</b>	<b>45,325</b>	<b>40,606</b>	<b>40,606</b>
		<b>Funds under management</b>	<b>204,420</b>	<b>201,554</b>	<b>197,469</b>
		<b>Loans and advances:</b>	<b>7,867</b>	<b>9,642</b>	
Non-performing loans	The sum of accounting headings of non-performing assets within loans and advances to customers together with non-performing guarantees given.	to customers	7,867	9,642	
		to central banks and credit institutions	-	-	
		<b>Non-performing contingent liabilities</b>	<b>58</b>	<b>104</b>	
		<b>Non-performing loans</b>	<b>7,925</b>	<b>9,746</b>	

(\*) Excluding SUB, Mediterráneo Vida and Mortgage Enhancement portfolio.

(\*\*) These are subordinated liabilities of debt securities.

Performance measure	Definition and calculation	Reconciliation (in millions of euros)	2017	2016
NPL coverage ratio	Gives the percentage of non-performing loans covered by provisions. Its calculation gives the ratio of impairment allowances for loans and advances to customers (including contingent liability reserves) / total non-performing loans (including non-performing contingent liabilities).	Non-performing loans	7,925	9,746
		Provisions	3,625	4,614
		<b>NPL coverage ratio</b>	<b>45.7%</b>	<b>47.3%</b>
		Floor clause provisions	201	410
		Provisions including floor clauses	3,825	5,024
		<b>NPL coverage ratio including floor clauses</b>	<b>48.3%</b>	<b>51.5%</b>
Foreclosed available-for-sale real estate assets coverage ratio	This calculation gives the ratio between impairment allowances for foreclosed real estate assets/ total foreclosed real estate assets. The amount of foreclosed real estate assets includes properties classified in the portfolio of non-current assets and disposal groups classified as held for sale.	Real estate assets	7,393	9,035
		Provisions	3,998	4,297
		<b>Foreclosed available-for-sale real estate assets coverage ratio</b>	<b>54.1%</b>	<b>47.6%</b>
Non-performing assets	The sum of non-performing loans and foreclosed real estate assets.	Non-performing loans	7,925	9,746
		Real estate assets	7,393	9,035
		<b>Non-performing assets</b>	<b>15,318</b>	<b>18,781</b>
		Provisions for non-performing loans	3,625	4,614
		Provisions for real estate assets	3,998	4,297
		<b>Provisions for non-performing assets</b>	<b>7,623</b>	<b>8,911</b>
		<b>NPA coverage ratio</b>	<b>49.8%</b>	<b>47.4%</b>
Provision for floor clauses	201	410		
Provisions including floor clauses	7,824	9,321		
		<b>NPA coverage ratio including floor clauses</b>	<b>51.1%</b>	<b>49.6%</b>
NPL ratio	Expresses non-performing loans as a percentage of total customer lending. All calculation components correspond to headings or sub-headings on financial statements. Calculated as the ratio between non-performing loans, including contingent liabilities / total customer loans and contingent liabilities. Non-performing loans are described in this table. Contingent liabilities include guarantees given and contingent commitments given.	Non-performing loans	7,925	9,746
		Loans to customers and contingent liabilities	154,050	158,617
		<b>NPL ratio</b>	<b>5.14%</b>	<b>6.14%</b>
Loan to deposits ratio	Net loans and receivables divided by retail funding. Calculated by subtracting credit mediation from the numerator. Retail funding and customer funds, defined in this table, are used as the denominator.	Loans and advances to customers	143,588	145,174
		Repos	(2,001)	(8)
		Credit mediation	(3,835)	(4,900)
		<b>Adjusted net lending</b>	<b>137,761</b>	<b>140,266</b>
		<b>On-balance sheet customer funds</b>	<b>132,096</b>	<b>133,457</b>
		<b>Loan to deposit ratio</b>	<b>104.3%</b>	<b>105.1%</b>

Performance measure	Definition and calculation	Reconciliation (in millions of euros)	2017	2016
Market capitalisation	Calculated by multiplying the share price by the average number of shares outstanding at the reporting date.	Average number of shares (in millions)	5,570	5,452
		Share price	1,656	1,323
		<b>Market capitalisation</b>	<b>9,224</b>	<b>7,213</b>
Earnings per share (EPS)	This divides net profit attributed to the Group by the average number of shares outstanding at the reporting date. The numerator uses the linear annualisation of profits obtained to date adjusted by the Additional Tier 1 coupon amount, after tax, recognised in own funds and adjusted by the relative accrual of contributions to deposit guarantee fund and resolution fund except at the year-end reporting date.	Average number of shares (in millions)	5,570	5,452
		Profit attributable to the Group	801	710
		Adjustment for accrued AT1	(23)	-
		Adjusted profit attributed to the Group including accrued AT1	778	710
		<b>Earnings per share</b>	<b>0.14</b>	<b>0.13</b>
Book value per share	Calculated by dividing the book value by the average number of shares at the reporting date. Book value refers to the sum of own funds, using the linear annualisation of profit obtained to date adjusted by the relative accrual of contributions to deposit guarantee and resolution funds, except at the year-end reporting date.	Average number of shares (in millions)	5,570	5,452
		Share price	1,656	1,323
		Adjusted own funds	13,449	12,926
		Own funds	13,426	12,926
		Adjustment for accrued AT1	23	-
Price/book value	Calculated by dividing the share price by the book value.	<b>Book value per share (€)</b>	<b>2.41</b>	<b>2.37</b>
		Earnings per share	0.14	0.13
Price/earnings ratio	Calculated by dividing the share price by the earnings per share.	<b>Price/book value</b>	<b>0.69</b>	<b>0.56</b>
		<b>Price/earnings ratio</b>	<b>11.85</b>	<b>10.15</b>

**ANNEX I  
ANNUAL CORPORATE GOVERNANCE REPORT  
OF LISTED COMPANIES**

**ISSUER IDENTIFICATION DATA**

**REPORTING YEAR ENDED**

31/12/2017

**Tax ID number:**

A-08000143

**CORPORATE NAME**

Banco de Sabadell, S.A.

**DOMICILE**

AVENIDA ÓSCAR ESPLÁ, 37 - ALICANTE

## ANNUAL CORPORATE GOVERNANCE REPORT OF LISTED COMPANIES

### A OWNERSHIP STRUCTURE

A.1 Complete the next table about the company's ownership structure:

Date of last change	Share capital (€)	No. of shares	No. of voting rights
16/11/2017	703,370,587.625	5,626,964,701	5,626,964

Indicate whether there are different classes of shares, with different associated rights:

Yes

No

A.2 Detail direct and indirect owners of significant stakes, and of their stake at year-end, excluding directors:

Name of shareholder	No. of direct voting rights	No. of indirect voting rights	% of total voting rights
BLACKROCK INC.	0	280,898	4.99%
WINTHROP SECURITIES LTD	0	192,209	3.42%

Name of indirect owner of holding	Through: Name of direct owner of holding	No. of voting rights
BLACKROCK INC.	SUBSIDIARIES OF BLACKROCK, INC.	280,898
WINTHROP SECURITIES LTD	FINTECH INVESTMENTS LTD	192,209

Indicate significant changes in the ownership structure in the year:

Name of shareholder	Date of transaction	Description of the transaction
BLACKROCK INC.	08/08/2017	The stake exceeded 5% of capital stock.
BLACKROCK INC.	09/10/2017	The stake fell below 5% of capital stock
BLACKROCK INC.	08/11/2017	The stake exceeded 5% of capital stock.

A.3 Complete the next tables regarding the members of the company's board of directors who hold voting rights in the company:

Name of director	No. of direct voting rights	No. of indirect voting rights	% of total voting rights
Mr. JOSÉ OLIU CREUS	130	6,248	0.11%

Mr. JOSÉ JAVIER ECHENIQUE LANDIRIBAR	124	0	0.00%
Mr. JAIME GUARDIOLA ROMOJARO	750	256	0.02%
Mr. ANTHONY FRANK ELLIOTT BALL	0	0	0.00%
Ms. AURORA CATÁ SALA	10	0	0.00%
Mr. PEDRO FONTANA GARCIA	26	20	0.00%
Ms. MARIA TERESA GARCIA-MILÀ LLOVERAS	69	0	0.00%
Mr. GEORGE DONALD JOHNSTON	0	0	0.00%
Mr. JOSÉ MANUEL LARA GARCÍA	184	0	0.00%
Mr. DAVID MARTÍNEZ GUZMÁN	16	0	0.00%
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ	79	0	0.00%
Mr. JOSÉ RAMÓN MARTÍNEZ SUFRATEGUI	2,114	755	0.05%
Mr. JOSÉ LUIS NEGRO RODRÍGUEZ	2,484	0	0.04%
Mr. MANUEL VALLS MORATÓ	0	0	0.00%
Mr. DAVID VEGARA FIGUERAS	88	0	0.00%

Name of indirect owner of holding	Through: Name of direct owner of holding	No. of voting rights
Mr. JOSÉ OLIU CREUS	OTHER SHAREHOLDERS	6,248
Mr. JAIME GUARDIOLA ROMOJARO	OTHER SHAREHOLDERS	256
Mr. PEDRO FONTANA GARCÍA	OTHER SHAREHOLDERS	20
Mr. JOSE RAMON MARTINEZ SUFRATEGUI	OTHER SHAREHOLDERS	755

<b>Total % of voting rights held by the board of directors</b>	0.22%
--	-------

Complete the next tables regarding the members of the company's board of directors who hold rights to shares in the company:

Name of director	No. of direct voting rights	No. of indirect voting rights	Equivalent number of shares	% of total voting rights
Mr. JOSÉ OLIU CREUS	1,377	0	1,377,000	0.02%
Mr. JAIME GUARDIOLA ROMOJARO	1,212	0	1,212,000	0.02%
Mr. JOSÉ LUIS NEGRO RODRÍGUEZ	657	0	657,000	0.01%

A.4 Indicate any family, commercial, contractual or business relationships among owners of significant stakes, insofar as they are known to the company, unless they are not material or are derived from ordinary commercial transactions:

Name of related parties	Relationship type	Brief description

A.5 Indicate any commercial, contractual or corporate relationships between owners of significant stakes and the company and/or its group, unless they are not material or are derived from ordinary commercial transactions:

Name of related parties	Relationship type	Brief description

A.6 Indicate whether shareholders' agreements that affect the company have been notified to the company as provided in articles 530 and 531 of the Capital Companies Act. If so, briefly describe the agreements and list the shareholders involved:

Yes  No

Parties to shareholder agreement
Mr. JOAQUÍN FOLCH-RUSIÑOL CORACHÁN
HEIRS OF MR. JOSÉ MANUEL LARA BOSCH
Mr. ISAK ANDIC ERMAY
Mr. JOSÉ OLIU CREUS
Mr. MIGUEL BÓSSER ROVIRA
Mr. HÉCTOR MARÍA COLONQUES MORENO

% of share capital affected 0.43%

**Brief description of agreement:**

Signed on 7/27/06 in order to establish a system of limitations on the free transfer of their shares in the company. Regulatory disclosure no. 69323 dated 2 August 2006.

Indicate if the company is aware of any concerted actions among its shareholders. If so, give a brief description:

Yes  No

Parties involved in concerted actions	% of share capital affected	Brief description of agreement

If the shareholders' agreements or concerted actions have been amended or terminated in the year, indicate this expressly.

A.7 Indicate if any natural or legal person exercises or can exercise control over the company in accordance with article 5 of the Securities Market Act. If so, identify that person:

Yes  No

Comments

A.8 Complete the next tables about the company's own shares:

**At year-end:**

No. of direct shares	No. of indirect shares (*)	Total % of share capital
48,233,246	11,635,555	1.064%



**(\*) Through:**

Name of direct owner of holding	No. of direct shares
TSB Bank plc.	11,635,555
<b>Total:</b>	11,635,555

Detail the significant changes in the year, in accordance with Royal Decree 1362/2007:

Describe the main changes
---------------------------

Banco Sabadell adopted the CNMV's recommendations dated 18 July 2013 on the disclosure of discretionary transactions with own shares.

In accordance with the provisions in Article 40 of Royal Decree 1362/2007, it must notify the CNMV when a transaction or acquisition takes place that, combined with those made since the previous disclosure, result in the total holding exceeding 1% of the issuer's voting rights. See detail in table.

**A.9 Detail the conditions and term of the current authorisation that the Shareholders' Meeting has given to the Board of Directors to buy or sell own shares.**

The current mandate was granted by a resolution of the General Meeting of Shareholders of Banco Sabadell, S.A. on 30 March 2017, under item 6 on the agenda, in the following terms:

"Revoke the delegation granted under resolution twelve adopted at the General Meeting on 31 March 2016 in the part not executed, and authorise Banco de Sabadell, Sociedad Anónima so that, either directly or through any of its subsidiaries, and within a maximum period of five years as from the date of this General Meeting, it may acquire, at any time and as often as it sees fit, shares of Banco de Sabadell, Sociedad Anónima by any of the means admitted by law, including against profit for the year and/or unrestricted reserves, and that it may subsequently sell or cancel any shares thus acquired or, where appropriate, deliver them to employees or directors of Banco de Sabadell, Sociedad Anónima as part of their remuneration or as a result of the exercise of stock options which they hold, all in accordance with the provisions of articles 146, 509 and matching articles of the Capital Companies Act.

Approve the limits or conditions of these acquisitions, as follows:

- The par value of the shares thus acquired, directly or indirectly, in addition to any shares already held by Banco de Sabadell, Sociedad Anónima and its subsidiaries, shall not exceed, at any time, the legal limit established at any time by the legislation in force (currently ten per cent of share capital), complying in all cases with all the limits for acquisition of treasury shares established by the stock market regulators in the markets on which the shares of Banco de Sabadell, Sociedad Anónima are listed.
- The acquisition, including any shares previously acquired by Banco de Sabadell, Sociedad Anónima (or a person acting in their own name but on the bank's behalf) and held by it, must not lead to equity being less than the amount of capital plus legal reserves and reserves that are designated as restricted under the Articles of Association.
- The shares acquired must have been fully paid.
- The acquisition price must be no less than par value and no higher than 20 per cent above the stock market price or any other price whereby the shares may be valued as of the date of their acquisition. All acquisitions of treasury shares shall be made in accordance with general stock market rules and regulations."

**A.9 bis Estimated free float:**

	%
Estimated free float	90.30

**A.10 Indicate whether there are any restrictions on the disposal of securities and/or any restriction on voting rights. In particular, disclose the existence of any restrictions that might impair the acquisition of control of the company by purchasing its shares in the market.**



Yes  No

A.11 State whether the General Meeting adopted measures to neutralise a takeover bid under the provisions of Act 6/2007.

Yes  No

Detail any such methods that have been approved and the terms in which the restrictions will be rendered ineffective:

A.12 Indicate whether the company has issued securities that are not listed in a regulated market in the European Union.

Yes  No

If so, state the classes of shares and, for each class of shares, their corresponding rights and obligations.

## **B GENERAL MEETING**

B.1 Indicate whether there are differences with respect to the minimum requirements set out in the Capital Companies Act in connection with the quorum for a General Meeting of Shareholders, and describe any such differences.

Yes  No

B.2 Indicate and, if applicable, explain whether there are differences with respect to the rules provided by the Corporations Law for the adoption of corporate resolutions:

Yes  No

Describe the differences with respect to the rules set out in the Capital Companies Act.

B.3 Describe the rules that apply to amendments of the company's Articles of Association. In particular, indicate the majorities required to amend the Articles of Association and any rules for safeguarding shareholders' rights in the event of an amendment of the Articles.

Amendments of the bank's Articles of Association are governed by the Capital Companies Act and the Bank's own Articles of Association; where required by law, it is also necessary to obtain authorisation from the Bank of Spain under the powers assigned to it by article 10 of Royal Decree 84/2015, of 13 February, implementing Act 10/2014, of 26 June, on ordering, supervision and solvency of credit institutions, without prejudice to the functions attributed to the European Central Bank in accordance with the provisions of Council Regulation (EU) No 1024/2013, of 15 October, conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions.

In accordance with the provisions of the Capital Companies Act, where amendments are approved by the General Meeting, the following requirements must be met:

- The directors or shareholders proposing the amendment must provide a written report justifying the proposed amendment.
- The proposed amendments must be clearly set out in the notice of the General Meeting.
- The notice of the General Meeting must state that all shareholders are entitled to inspect the full text of the proposed amendment and accompanying explanations at the Company's registered office and to request that those documents be provided or sent to them free of charge.

The resolutions must be adopted by the Shareholders' Meeting in accordance with Article 43 of the Articles of Association:

Article 43.

In order for an Ordinary or Extraordinary Shareholders' Meeting to validly adopt a resolution to issue bonds that are convertible into shares or grant entitlement to participate in the company's earnings, reduce or increase the share capital, change the legal form of the Company, merge or de-merge the Company or, generally, make any amendment to the Articles of Association, the Meeting, if at first call, must be attended, in person or by proxy, by shareholders holding not less than 50 per cent of the subscribed voting shares.

If at second call, 25 per cent of capital shall suffice.

Where those present represent less than 50 per cent of the subscribed voting shares, any of the resolutions referred to in the preceding paragraph shall require a majority of two-thirds of the capital in attendance, in person or by proxy.

B.4 Indicate the attendance of the shareholders' meetings held in the reporting year and the preceding year:

Attendance data					
Date of General Meeting	% in attendance	% represented	% remote voting		Total
			Electronic voting	Other	
31/03/2016	0.84%	65.43%	0.00%	0.00%	66.27%
30/03/2017	0.68%	63.30%	0.00%	0.00%	63.98%

B.5 Indicate whether there are any restrictions in the Articles requiring a minimum number of shares to attend the General Meeting:

Yes  No

Number of shares required to attend the General Meeting	1,000
---	-------

B.6 Revoked

B.7 Give the address of the company's website and the way to access the information about corporate governance and other information about General Meetings that must be placed at shareholders' disposal via the company's website.

The information about corporate governance is available on the Group's corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) directly in the section entitled "Corporate governance and remuneration policy". The information about General Meetings is available on the Group's corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) directly in the section entitled "Shareholder and investor information"

## C STRUCTURE OF THE COMPANY'S ADMINISTRATION

C.1 Board of Directors

C.1.1 Maximum and minimum number of directors envisaged in the Articles:

<b>Maximum number of directors</b>	15
<b>Minimum number of directors</b>	11

C.1.2 Complete the next table with the members of the board:

Name of director	Representative	Director category	Board position	First appointed	Last appointed	Election procedure
Mr. JOSÉ OLIU CREUS		EXECUTIVE	CHAIR	29/03/1990	28/05/2015	GENERAL MEETING DECISION
Mr. JOSÉ JAVIER ECHENIQUE LANDIRIBAR		INDEPENDENT	DEPUTY CHAIRMAN	18/09/2010	28/05/2015	GENERAL MEETING DECISION
Mr. JAIME GUARDIOLA ROMOJARO		EXECUTIVE	MANAGING DIRECTOR	27/09/2007	26/03/2013	GENERAL MEETING DECISION
Mr. ANTHONY FRANK ELLIOTT BALL		INDEPENDENT	DIRECTOR	30/03/2017	30/03/2017	GENERAL MEETING DECISION
Ms. AURORA CATÁ SALA		INDEPENDENT	DIRECTOR	29/01/2015	28/05/2015	GENERAL MEETING DECISION
Mr. PEDRO FONTANA GARCIA		INDEPENDENT	DIRECTOR	27/07/2017	27/07/2017	BOARD RESOLUTION
Ms. MARIA TERESA GARCIA-MILÀ LLOVERAS		INDEPENDENT	LEAD INDEPENDENT DIRECTOR	29/03/2007	30/03/2017	GENERAL MEETING DECISION
Mr. JOSÉ MANUEL LARA GARCÍA		EXTERNAL	DIRECTOR	19/03/2015	28/05/2015	GENERAL MEETING DECISION
Mr. GEORGE DONALD JOHNSTON		INDEPENDENT	DIRECTOR	25/05/2017	25/05/2017	BOARD RESOLUTION
Mr. DAVID MARTÍNEZ GUZMÁN		PROPRIETARY	DIRECTOR	27/03/2014	27/03/2014	GENERAL MEETING DECISION
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ		INDEPENDENT	DIRECTOR	26/03/2013	26/03/2013	GENERAL MEETING DECISION
Mr. JOSÉ RAMÓN MARTÍNEZ SUFRATEGUI		INDEPENDENT	DIRECTOR	18/09/2010	28/05/2015	GENERAL MEETING DECISION
Mr. JOSÉ LUIS NEGRO RODRÍGUEZ		EXECUTIVE	DIRECTOR	31/05/2012	30/03/2017	GENERAL MEETING DECISION
Mr. MANUEL VALLS MORATÓ		INDEPENDENT	DIRECTOR	22/09/2016	30/03/2017	GENERAL MEETING DECISION
Mr. DAVID VEGARA FIGUERAS		INDEPENDENT	DIRECTOR	28/05/2015	28/05/2015	GENERAL MEETING DECISION

<b>Total number of directors</b>	15
----------------------------------	----

Indicate any removals from the Board of Directors in the reporting period:

Name of director	Director's category at time of removal	Date of removal
MR. ANTONIO VITOR MARTINS MONTEIRO	Proprietary	20/01/2017
Mr. JOAN LLONCH ANDREU	Independent	25/05/2017
Mr. JOAQUÍN FOLCH-RUSIÑOL CORACHÁN	External	27/07/2017

C.1.3. Complete the next tables with the members of the board and their category:

### **EXECUTIVE DIRECTORS**

Name of director	Position in the company's organisation chart
Mr. JOSÉ OLIU CREUS	Chairman
Mr. JAIME GUARDIOLA ROMOJARO	Managing Director
Mr. JOSÉ LUIS NEGRO RODRÍGUEZ	Director - General Manager

<b>Total number of executive directors</b>	3
<b>% of total Board</b>	20%

### **PROPRIETARY EXTERNAL DIRECTORS**

Name of director	Name of the significant shareholder whom the director represents or who proposed his/her appointment
Mr. DAVID MARTÍNEZ GUZMÁN	FINTECH INVESTMENTS LTD

<b>Total number of proprietary directors</b>	1
<b>% of total Board</b>	6.67%

### **INDEPENDENT EXTERNAL DIRECTORS**

**Name of director:**

Mr. JOSÉ JAVIER ECHENIQUE LANDIRIBAR

**Profile:**

**BANKING/BUSINESS:**

Holds a degree in Economics and Actuarial Science from the University of the Basque Country. Formerly Director and General Manager of Allianz-Ercos (1982-1990), General Manager of BBVA Group (1992-2001) and Chairman of Banco Guipuzcoano (2009-2012). Formerly a director of many companies in the energy and construction industries and the media. Currently a member of the Boards of Directors of ACS, Ence, Energía y Celulosa and Telefónica.

**Name of director:**

Mr. ANTHONY FRANK ELLIOTT BALL

**Profile:**

**BUSINESS/INTERNATIONAL:**

Chartered Engineer; MBA from Kingston Business School, Kingston University (London). Honorary Doctorate from the Kingston University Faculty of Business and Law. Fellow of the Royal Television Society. Formerly Chairman and CEO of Fox Sports International (1995-1996), CEO of Fox Liberty Networks LLC. (1996-1999), CEO of BSKyB Plc.(1999-2004) and Chairman of Kabel Deutschland GmbH (2005-2013). He is currently an independent director of BT Group Plc, senior adviser to Providence Equity Partners LLC, President of Ambassadors Theater Group Ltd and President of Bité Group (investees of Providence Equity Partners LLC), and Chairman of the Advisory Board of Portland Communications Ltd.

**Name of director:**

Ms. AURORA CATÀ SALA

**Profile:**

**BUSINESS/CONSULTING:**

Holds a degree in Industrial Engineering (major in Industrial Organisation) from the Polytechnic University of Catalonia and an MBA and PADE from IESE Barcelona. Formerly CFO of Nissan Motor Ibérica, S.A. (1991-1996), Managing Director of Planeta 2010 (1999-2002), Founder of ContentArena (2002-2003), General Manager of Audiovisual Media at Recoletos Grupo de Comunicación (2003-2008) and member of the Governing Board of Institut Català de Finances (2014). Formerly held a number of directorships. Currently partner and director of Seeliger y Conde, S.L., director of Atresmedia Corporación de Medios de Comunicación, S.A., member of the Executive Committee of IESE and member of the Board of Barcelona Global.

**Name of director:**

Mr. PEDRO FONTANA GARCIA

**Profile:**

**BANKING/BUSINESS**

Degree in Business from Escuela Superior de Administración y Dirección de Empresas (ESADE), Barcelona, and MBA from Harvard Graduate School of Business Administration. General Manager of COOB'92 (1990-1993), General Manager of Turisme de Barcelona (1993-1994), Chairman of Banca Catalana (1994-1999), General Manager of BBVA Catalonia (2000-2009) and Executive Chairman of AREAS (Elior Group) (2012-2017). Currently Deputy General Manager of the Elior Group and independent director at Indukern.

**Name of director:**

Ms. MARIA TERESA GARCIA-MILÀ LLOVERAS

**Profile:**

**ACADEMIC/AUDITING/FINANCE:**

She has a Degree in Economics from the University of Barcelona and a PhD in Economics from the University of Minnesota, and has been a senior lecturer at the Department of Economics and Business at Pompeu Fabra University since 1995. Formerly held a number of directorships. She is currently the Director of the Barcelona Graduate School of Economics, a researcher and Board member of the International Economics Research Centre (CREI), and Vice-Chair of Círculo de Economía.

**Name of director:**

Mr. GEORGE DONALD JOHNSTON

**Profile:**

**BANKING/INTERNATIONAL:**

BA in Political Science from Middlebury College, Vermont, MA in International Economics and Latin American Studies from Johns Hopkins University. Executive Director at Salomon Brothers (1979-1990), Director of Bankers Trust International and member of its Global Executive Committee (1992-1999), Group Head of M&A for Europe and Member of the Europe Executive Committee and of the Global Operating Committee within the investment banking division of Deutsche Bank (1999-2005), Chairman of the M&A Group for Europe of Deutsche Bank (2005-2010), Director of SCi Entertainment Plc (Eidos) (2007-2009). Currently an independent director of Acerinox and of Merlin Properties, SOCIMI.

**Name of director:**

Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ

**Profile:**

**BUSINESS/INSURANCE:**

A Public Works Engineer, he obtained a degree in Economics and Actuarial Science at the University of Madrid. Formerly Chairman of MAPFRE (2001-2012), President of Fundación MAPFRE (2007-2012) and member of the Board of Directors of Consorcio de Compensación de Seguros and the International Insurance Society. Currently Honorary Chairman of MAPFRE.

**Name of director:**

Mr. JOSÉ RAMÓN MARTÍNEZ SUFRATEGUI

**Profile:****BUSINESS:**

An architect specialised in urban development, he holds an Executive MBA from IE Business School. Formerly a director of Banco Guipuzcoano (1990-2010) and owner and Chairman of an extensive group of companies, he is currently Chairman of Centro Fuencarral, S.A., Edificios Cameranos, S.A., Títulos e Inversiones, S.A., Comercial del Campo, S.A. and Inversiete, S.A., among other companies.

**Name of director:**

Mr. MANUEL VALLS MORATÓ

**Profile:****AUDITOR:**

Degree in Economics and Business Studies from the University of Barcelona and a post-graduate qualification in Business Administration from IESE/University of Navarra: he is a registered auditor and a member of Spain's official register of auditors since its creation. Partner of PwC (1988-2013), Head of the Audit Division at PwC (2006-2013) and Chairman of PwC Auditores (2006-2011). Independent member of the Governing Board of Institut Català de Finances (2015-2016). Currently an independent director of Renta Corporación Real Estate, S.A.

**Name of director:**

Mr. DAVID VEGARA FIGUERAS

**Profile:****FINANCE/ACADEMIC:**

A graduate in Economics and Business Studies, Major in General Economics (Applied Economics) from the Autonomous University of Barcelona, he holds a Master in Economics, major in Capital Markets, from London School of Economics and Political Science. Formerly Secretary of State for the Economy in the Spanish government (2004-2009) and Deputy Managing Director, Banking, European Stability Mechanism (ESM) (2012-2015). He is currently associate professor in the Department of Economics, Finance and Accounting at ESADE and Vice-Chair of ESADEgeo.

<b>Total number of independent directors</b>	10
<b>% of total number of Board members</b>	66.67%

Indicate whether any director classified as independent receives, from the company or the same group, any amount or benefit under a heading other than director remuneration, or holds or has held, during the last year, a business relationship with the company or any other company in its group, either in his/her own name or as a significant shareholder, director or senior manager of an entity that holds or has held such a relationship.

None.

If yes, give the reasons why it is considered that the director qualifies as an independent director.

**OTHER EXTERNAL DIRECTORS**

Identify the other external directors and detail the reasons why they cannot be classified as proprietary or independent, and any relations they have with the company, its executives or its shareholders.

**Name of director:**

Mr. JOSÉ MANUEL LARA GARCÍA

**Company, executive or shareholder with which he/she is related:**

NOT APPLICABLE

**Reason:**

The personal and professional circumstances that resulted in the change in his category as a director in 2016 are still in force.

<b>Total number of other external directors</b>	1
<b>% of total number of Board members</b>	6.67%

Indicate any changes in each director's status in the period:

<b>Name of director</b>	<b>Date of change</b>	<b>Previous category</b>	<b>Current category</b>

C.1.4 Complete the following table with information on the number of female directors in the last four years, and their category:

	<b>Number of female directors</b>				<b>% of total directors in each category</b>			
	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Executive</b>	0	0	0	0	0.00%	0.00%	0.00%	0.00%
<b>Proprietary</b>	0	0	0	0	0.00%	0.00%	0.00%	0.00%
<b>Independent</b>	2	2	2	2	20.00%	28.57%	22.22%	25.00%
<b>Other external</b>	0	0	0	0	0.00%	0.00%	0.00%	0.00%
<b>Total:</b>	2	2	2	2	13.33%	14.29%	13.33%	14.29%

C.1.5 Detail any measures adopted to seek to appoint women so as to achieve a balance of women and men on the Board of Directors.

<b>Detail such measures</b>

The Board of Directors has adopted active policies to promote gender equality within the entity. Specifically, based on a recommendation by the Appointments Committee, on 25 February 2016 the Board of Directors approved the Banco Sabadell Director Selection Policy, in compliance with Recommendation 14 of the Code of Good Governance for Listed Companies. The Policy sets out the criteria to be applied in the process of selecting new members of the Board of Directors and in the re-appointment of directors, under the provisions of the applicable laws and recommendations. In particular, directors must meet the standards for professional competency, integrity, suitability and diversity, and particular care must be taken to ensure that there is a sufficient number of female directors. The Policy goal is that the under-represented gender accounts for at least 30% of the Board by 2020.

At 2017 year-end, there were two female directors out of a total of 15; additionally, the Vice-Secretary of the Board is a woman and, since 2016, the Lead Independent Director is woman, who is also a member of the Audit and Control Committee, the Appointments Committee, the Remuneration Committee and the Risk Committee. The other female director is the Chair of the Appointments Committee and of the Remuneration Committee. As a result, women account for 13.33% of the Company's Board of Directors, and 20.00% of the independent directors; they also chair two of the Board's five sub-committees and are members of four of those committees. Accordingly, female directors account for 20% of the Audit and Control Committee, 25% of the Risk Committee, 50% of the Remuneration Committee and 66.67% of the Appointments Committee.

C.1.6 Describe any measures adopted by the Appointments Committee to ensure that the selection procedure is free of any implicit bias that might prevent the selection of women, and that the Company deliberately seeks female candidates with the necessary professional profile:

**Detail such measures**

On 17 February 2016, the Appointments Committee informed the Board of its approval of the Banco Sabadell Director Selection Policy, one of whose goals is to ensure that the procedure for selecting members of the Board of Directors is free from any implicit bias that might hamper the selection of women.

Additionally, in fulfilment of the role assigned to the Appointments Committee by the amendment to the Articles of Association approved by the General Meeting of Shareholders on 28 May 2015 and by the Board Regulation, the Appointments Committee seeks to ensure compliance with the Banco Sabadell Director Selection Policy, so that the procedure for selecting its members favours an appropriate balance in the Board's composition. The Appointments Committee ensures that the candidate selection process fulfils the parameters of professional competence, diversity of profiles, origins, experience and knowledge, and good repute and suitability; in assessing the selected candidates, it places special emphasis on ensuring gender diversity in the Board of Directors. To this end, during the director selection process, the Committee has been supported by an external consulting firm in order to obtain a diversity of profiles for analysis.

Where, despite such measures, there are few or no female directors, indicate the reasons for this situation:

**Detail reasons**

C.1.6 bis Detail the conclusions reached by the Appointments Committee in assessing compliance with the director selection policy. In particular, indicate how this policy promotes the objective that, by 2020, women account for at least 30% of Board members.

**Detail the conclusions.**

In compliance with the Banco Sabadell Director Selection Policy that was approved by the Board of Directors on 25 February 2016, the Appointments Committee has placed on record that it checked that the policy was complied with in the director appointments made in 2017, which conformed to the parameters and requirements of both the Policy and the existing regulations governing directorships at credit institutions. This was specifically the case in the appointment of Mr. Anthony Frank Elliott Ball, who has a strong international and business profile, by the Ordinary General Meeting of Shareholders on 30 March 2017. This was also the case in the appointment by the Board of Directors, on 25 May 2017, of Mr. George Donald Johnston, who has knowledge and experience in banking and the international arena, and in the appointment by the Board of Directors, on 27 July 2017, of Mr. Pedro Fontana García, with acknowledged experience in banking and business. Those directors were selected following the procedure described in the Banco Sabadell Director Selection Policy, in a transparent process and after comparing candidates in the market, focusing particularly on gender diversity and giving priority as far as possible to the appointment of female directors, to increasing the Board's international diversity and to bringing in new skills and experience so as to ensure the suitability of the Board as a whole.

C.1.7 Detail how the significant shareholders are represented on the Board.

Although the significant shareholders are not represented directly on the Board, Mr. David Martínez Guzmán is related to the shareholder Fintech Investments Ltd.

C.1.8 Indicate any reasons for which proprietary shareholders were appointed at the proposal of a shareholder owning less than 3% of capital:

Disclose any rejection of a formal request for a board seat from shareholders whose equity stake is equal to or greater than that of others which applied successfully for a proprietary directorship. Detail the reasons for any such rejection:

Yes

No



C.1.9 State whether any director has withdrawn from his/her position before the expiration of his/her term of office, whether the director has given reasons to the Board and by what means and, in the event that he/she gave reasons in writing to the full Board, describe at least the reasons given by the director:

**Name of director:**

Mr. ANTONIO VÍTOR MARTINS MONTEIRO

**Reason for resignation:**

On 27 January 2017, Banco Sabadell released a regulatory disclosure to the effect that Mr. Antonio Vítor Martins Monteiro had presented his resignation by means of a letter to all the directors in which he explained that his decision was based on the change in the ownership relationship between Banco Comercial Português, S.A. and Banco Sabadell.

**Name of director:**

Mr. JOAN LLONCH ANDREU

**Reason for resignation:**

On 25 May 2017, Banco Sabadell issued a regulatory disclosure to the effect that the term as director of Mr. Joan Llonch Andreu had concluded; he had been a member of the Board continuously since 28 November 1996.

**Name of director:**

Mr. JOAQUÍN FOLCH-RUSIÑOL CORACHÁN

**Reason for resignation:**

On 28 July 2017, Banco Sabadell issued a regulatory disclosure to the effect that Mr. Joaquín Folch-Rusiñol Corachán had tendered his resignation in a letter addressed to all the directors. In the letter he explained that the reason for submitting his resignation before the end of the term for which he had been re-elected by the General Meeting of Shareholders on 28 May 2015 was that, after more than seventeen years as a member of the Board of Directors, he wished to devote himself more intensely to his own business project, which was expanding and undergoing a generational change that required his utmost attention.

C.1.10 Indicate any powers delegated to the chief executive officer(s):

**Name of director:**

Mr. JAIME GUARDIOLA ROMOJARO

**Brief description:**

The powers of the managing director are detailed in section H.

C.1.11 Identify any board members with directorships or management positions in other companies that form part of the listed company's group:

Name of director	Name of Group company	Position	Does he/she have executive functions?
Mr. JOSÉ OLIU CREUS	SABADELL CONSUMER FINANCE, S.A.U.	CHAIR	No

Mr. JAIME GUARDIOLA ROMOJARO	SABADELL CONSUMER FINANCE, S.A.U.	DIRECTOR	No
Mr. JAIME GUARDIOLA ROMOJARO	BANCO SABADELL, S.A. I.B.M. (MEXICO)	CHAIR	No
Mr. JAIME GUARDIOLA ROMOJARO	SabCapital, S.A. de C.V., SOFOM, E.R.(MEXICO)	CHAIR	No
Mr. JOSÉ LUIS NEGRO RODRÍGUEZ	SABADELL CONSUMER FINANCE, S.A.U.	DIRECTOR	No
Mr. JOSÉ LUIS NEGRO RODRÍGUEZ	BANSABADELL FINANCIACIÓN, E.F.C. S.A.	CHAIR	No
Mr. DAVID VEGARA FIGUERAS	BANCO SABADELL, S.A. I.B.M. (MEXICO)	DIRECTOR	No
Mr. DAVID VEGARA FIGUERAS	SabCapital, S.A. de C.V., SOFOM, E.R. (MEXICO)	DIRECTOR	No

C.1.12 Indicate any company directors who are members of the board of directors of other companies listed on Spanish official stock markets, other than group companies, of which the company has been notified:

Name of director	Name of Group company	Position
Mr. JOSÉ JAVIER ECHENIQUE LANDIRIBAR	ACS ACTIVIDADES DE LA CONSTRUCCIÓN Y SERVICIOS, S.A.	DIRECTOR
Mr. JOSÉ JAVIER ECHENIQUE LANDIRIBAR	ENCE ENERGÍA Y CELULOSA, S.A.	DIRECTOR
Mr. JOSÉ JAVIER ECHENIQUE LANDIRIBAR	TELEFÓNICA, S.A.	DIRECTOR
Mr. ANTHONY FRANK ELLIOTT BALL	BT GROUP PLC	DIRECTOR
Ms. AURORA CATÁ SALA	ATRESMEDIA CORPORACIÓN DE MEDIOS DE COMUNICACIÓN, S.A.	DIRECTOR
Mr. GEORGE DONALD JOHNSTON	ACERINOX, S.A.	DIRECTOR
Mr. GEORGE DONALD JOHNSTON	MERLIN PROPERTIES, SOCIMI, S.A.	DIRECTOR
Mr. JOSÉ MANUEL LARA GARCÍA	ATRESMEDIA CORPORACIÓN DE MEDIOS DE COMUNICACIÓN, S.A.	DIRECTOR
Mr. DAVID MARTÍNEZ GUZMÁN	ALFA, S.A.B. DE C.V.	DIRECTOR
Mr. DAVID MARTÍNEZ GUZMÁN	CEMEX, S.A.B. DE C.V	DIRECTOR
Mr. DAVID MARTÍNEZ GUZMÁN	VITRO, S.A.B. DE C.V.	DIRECTOR
Mr. MANUEL VALLS MORATÓ	RENTA CORPORACIÓN REAL ESTATE, S.A.	DIRECTOR

C.1.13 Indicate whether the company has established rules about the number of directorships that board members can hold, and describe any such rules:

Yes  No

**Detail such rules**

Banco Sabadell is bound by article 26 of Act 10/2014, of 26, June, on ordering, supervision and solvency of credit institutions. which establishes the maximum number of directorships that directors of credit institutions may hold, in transposition of Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the

prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC, specifically article 91, and the European Banking Authority's guide to fit and proper assessments (May 2017), drawn up on the basis of that Directive, specifically section 4.4. The Banco Sabadell Director Selection Policy, which was approved by the Board of Directors on 25 February 2016, refers to the applicable legislation with regard to the criteria and requirements that directors must fulfil.

#### C.1.14 Revoked

#### C.1.15 Indicate the overall remuneration for the Board of Directors:

<b>Board of Directors remuneration (thousand euro)</b>	8,762
<b>Amount of accumulated pension rights held by current directors (thousand euro)</b>	36,808
<b>Amount of accumulated pension rights held by former directors (thousand euro)</b>	0

#### C.1.16 Identify senior management members who are not executive directors and the total remuneration accrued to them in the year:

<b>Name</b>	<b>Position(s)</b>
Ms. MARÍA JOSÉ GARCÍA BEATO	VICE-SECRETARY OF THE BOARD — COMPANY SECRETARY
Mr. MIQUEL MONTES GÜELL	GENERAL MANAGER
Mr. TOMÁS VARELA MUIÑA	GENERAL MANAGER
Mr. CARLOS VENTURA SANTAMANS	GENERAL MANAGER
Mr. RAFAEL JOSÉ GARCÍA NAUFFAL	DEPUTY GENERAL MANAGER
Mr. RAMÓN DE LA RIVA REINA	DEPUTY GENERAL MANAGER
Mr. ENRIC ROVIRA MASACHS	DEPUTY GENERAL MANAGER
Mr. MANUEL TRESÁNCHEZ MONTANER	DEPUTY GENERAL MANAGER
Ms. NURIA LÁZARO RUBIO	DEPUTY GENERAL MANAGER - HEAD OF INTERNAL AUDIT

<b>Total remuneration for senior management (thousand euro)</b>	6,802
---	-------

#### C.1.17 Identify any board members who are also board members or executives of a significant shareholder and/or subsidiaries of its group:

Identify any significant relationships, other than those stated in the preceding section, between board members and significant shareholders and/or subsidiaries in their group:

#### C.1.18 Indicate whether there were any amendments to the board regulation in the year.

Yes  No

<b>Describe the amendments</b>
--------------------------------

#### C.1.19 Indicate the procedure for appointing, re-appointing, assessing and removing directors. Indicate the competent bodies, the process and the criteria for each procedure.

In accordance with the provisions of Articles 50, 53, 55 and 61 of the Articles of Association, articles 14, 19 and 20 of the Board of Directors Regulation, the Banco Sabadell Director Selection Policy and the procedure for assessing the suitability of the members of the Board of Directors and holders of key functions of Banco Sabadell, the procedures for appointment, reappointment, evaluation and removal of Directors are as follows:

#### Selection

The Appointments Committee is responsible for analysing the competencies and diversity of the Board of Directors in order to determine the profile of candidates for director of Banco Sabadell. In compliance with the Banco Sabadell Director Selection Policy, it is responsible for performing a prior assessment to ensure that candidates for director possess the necessary competencies, knowledge and experience; to that end, it is necessary to consider the balance of knowledge, skills, diversity and experience of the members of the Board of Directors and, for this purpose, to define the roles and capabilities required of the candidates to fill each vacancy and to evaluate the time and dedication needed for them to effectively perform their duties.

To select candidates, the Appointments Committee may, if deemed necessary, engage a prestigious consultant in the field of personnel selection to initiate a process of finding candidates that fit the desired profile. Additionally, any director may suggest candidates for director provided they meet the requirements of the Banco Sabadell Director Selection Policy.

#### Suitability assessment

Once a candidate has been selected, the procedure for assessing the suitability of Board members and key personnel must be applied; on this basis, the Appointments Committee will analyse the information about the candidates and the reports presented by the Board Secretary, drawn up by the Bank's Senior Counsel, as to their commercial and professional integrity, knowledge and experience and their willingness to provide good governance, by application of the requirements set out in Act 10/2014, of 26 June, on ordering, supervision and solvency of credit institutions, and having regard to the criteria for assessing the suitability of the members of the Board of Directors as set out in Royal Decree 84/2015, of 13 February, implementing the aforementioned Act 10/2014, of 26 June, and the European Central Bank guidelines on fit and proper assessments dated 15 May 2017. The Appointments Committee will check that candidates meet the requirements as to integrity, knowledge, experience and governance envisaged in the applicable legislation and will draw up a candidate suitability assessment report. In addition, candidates for directorships must be vetted by the European Central Bank.

The Appointments Committee is also entrusted with assessing director suitability on an ongoing basis, and evaluating the profile of the persons most suited to being members of the various committees, and making proposals in this regard to the Board of Directors; in particular, it must seek to ensure that the rules on the qualitative composition of the Board of Directors are complied with.

#### Appointment

After assessing the suitability of candidates for director, the Appointments Committee is entrusted, among its basic responsibilities in accordance with Article 61 of the Articles of Association, with making proposals to the Board for the appointment of independent directors either by co-optation or for submission to a vote at the General Meeting of Shareholders, and must advise on the proposals to appoint other director categories by co-optation or by referral to the General Meeting of Shareholders.

Ordinary members of the Board of Directors are appointed by the General Meeting of Shareholders. Any vacancies arising on the Board of Directors are filled by the General Meeting unless the Board decides, in the interests of the Company, to act in accordance with the Capital Companies Act. Directors appointed by co-optation hold office until the next General Meeting of Shareholders.

#### Re-appointment

Directors are appointed for a term of at most four years and they can be re-appointed one or more times for periods of the same maximum duration.

(this description continues in section H)

### C.1.20 Describe the extent to which the annual evaluation of the Board led to significant changes in its internal organisation and the procedures applicable to its activities:

Description of changes
------------------------

Each year, the bank assesses the performance of the Board of Directors and of its sub-committees (Executive Committee, Audit and Control Committee, Appointments Committee, Remuneration Committee and Risk Committee) in connection with: governance model, suitable composition of the Board, and effective performance.

The findings of the assessment on 26 January 2017 were positive and it detected no aspects of the Board's internal operations that might impair that outcome.

Nevertheless, the bank drew up an Action Plan consisting of measures aimed at improving Banco Sabadell's corporate governance and the workings of the Board of Directors itself and of its sub-committees.

In compliance with these measures, the annual assessment of the Board of Directors and its sub-committees, as well as the evaluation of the performance of the Chairman, the Managing Director and other positions on the Board of Directors for the year 2017, is taking place during this year, 2018, with the assistance of an independent external consultant, as decided by the Appointments Committee in December in line with recommendation 36 of the Good Governance Code of Listed Companies.

Following the measures contained in the Action Plan, the content of the minutes has been expanded to reflect in greater detail the debates at meetings of the Board of Directors and its sub-committees, and progress continues to be made with improving the documentation provided for the discussion at meetings of both the Board of Directors and its sub-committees. The Director Training Programme, which commenced in 2015, is continuing, as a new cycle in the programme commenced in 2017 with a view to continuing to enhance Banco Sabadell's governance. The objective of the Programme is to place special emphasis on director's training and education requirements in specific areas of the financial institution, providing the members of the Board of Directors with an understanding of the management policies and mechanisms in key aspects of new regulatory requirements, applicable regulatory changes, financial management, risk management and key business aspects.

Particular emphasis has also been placed on important issues that require specific monitoring by the Board of Directors or the appropriate sub-committee, as a function of its powers, and the agenda of the sub-committees now includes monographic discussions of specific issues that their members consider germane, with the participation of experts in the various subjects, where necessary.

In addition, the vacancies that arose in the Board of Directors in 2017 were filled by the appointment of three independent directors, allowing for a partial renewal of the Board composition. Those appointments contributed to maintaining the qualitative composition of the Board of Directors as provided for in article 53 of the Articles of Association, and to the collective fitness of the Board of Directors, as set out in the European Central Bank's guidelines in this connection. As a result of these appointments, the number of directors with an international profile has increased and new competencies and experiences have been brought on board, while maintaining the diversity and appropriate balance among the members, since the decision-making process has been enriched by providing the Board of Directors with considerable capacity to debate and a greater wealth of viewpoints.

#### C.1.20 bis Describe the evaluation process and the areas assessed by the Board of Directors with the assistance of an external consultant, if any, with regard to the diversity of its composition and powers, the performance and composition of its committees, the performance of the Chairman of the Board of Directors and the chief executive of the company, and the performance and contribution of each director.

In accordance with article 529 nonies of the Capital Companies Act, the Code of Good Governance for Listed Companies and the Board of Directors Regulation, in January 2017, the Board of Directors assessed its own performance and that of its sub-committees in 2016. The evaluation was organised and coordinated by the Chairman of the Board of Directors, as the person with responsibility for the Board's effective performance, assisted by the Secretary and the Vice-Secretary and with the participation of all directors; the evaluation incorporates the conclusions of the self-assessments performed by the sub-committees. The Appointments Committee also reported favourably on the performance assessment of the Board and of the Chairman and Managing Director.

The regular performance evaluation of the Chairman of the Board of Directors was directed by the Lead Independent Director in accordance with article 529 septies of the Capital Companies Act and with article 55 of the Articles of Association and article 8 of the Board of Directors Regulation; the assessment of the Managing Director's performance was organised and coordinated by the Chairman of the Board.

The performance assessment of the Board and the sub-committees concluded that the composition of the Board and its sub-committees is appropriate and of good quality, there being a balance between the different categories of directors and diversity in the training, skills and experience of the directors, in conformity with the provisions of the law and the bank's internal regulations, and that the committee structure is appropriate. Both the Board and the sub-committees have assumed the duties assigned to them by law and by the Articles of Association, and the latter have also assumed all matters entrusted to them by the Board of Directors for them to review and approve or provide advice to the Board. The frequency and duration of meetings of the Board and the sub-committees, and attendance by directors at meetings of the Board and of the sub-committees of which they are members was satisfactory. An analysis of the notice, agenda, documentation and information provided to the directors for the meetings, in connection with the issues discussed, and the operation and conduct of business at the meetings of the Board and its sub-committees, reveals appropriate performance as issues were debated sufficiently within the Board of Directors and its sub-committees and directors were provided with sufficient documentation and information to discharge their duties. Additionally, the training given to the members of the Board of Directors was considered to be satisfactory since it covered matters of great interest to directors and enabled them to remain up to date with all issues relating to the bank's structure and organisation and the main aspects of its management.

The performance assessment of the Board also analysed the performance of the Chairman, the Vice-Chairman, the Managing Director, the Lead Independent Director, the Secretary and the Vice-Secretary of the Board of Directors, finding that their actions and performance were appropriate.

The assessment for 2017 is being conducted in 2018 with the assistance of an independent external consultant, in accordance with a decision adopted by the Appointments Committee in December 2017.

C.1.20 *ter* Give a breakdown of any business relations that the consultant or any company in its group has with the company or any group company.

C.1.21 Indicate the reasons for which directors may be forced to resign.

Under article 20 of the Banco Sabadell Board of Directors Regulation, directors may be removed:

- a) If they meet any of the conditions of incompatibility or prohibition envisaged in the law or the Articles of Association.
- b) If they are arraigned for a crime or are the subject of disciplinary proceedings by the supervisory authorities for a serious or very serious infringement.
- c) Where their continuance on the Board may jeopardise the company's interests.

C.1.22 Revoked

C.1.23 Do any decisions require a supermajority, other than the legal majority?

Yes  No

Describe the differences, if any.

C.1.24 Detail whether there are specific requirements, other than those relating to directors, for appointing the Chairman of the Board of Directors.

Yes  No

Those established in the Succession Plan for the Chairman and Managing Director of Banco Sabadell, approved by the Board of Directors on 21 July 2016.

C.1.25 Indicate if the chairperson has a casting vote:

Yes  No

**Issues on which there is a casting vote**

Under article 56 of the Articles of Association, resolutions of the Board of Directors are adopted by absolute majority of the directors in attendance; the Chairman holds a casting vote.

C.1.26 Indicate if the articles or board regulation establish an age limit for directors:

Yes  No

C.1.27 Indicate if the articles or board regulation establish a term limit for independent directors other than that provided in the regulations:

Yes

No

C.1.28 Indicate whether or not the Articles of Association or the Board Regulation set out specific rules for directors to grant proxy in Board of Directors meetings, the method of doing so and, more specifically, the maximum number of proxies that a director can hold, as well as whether or not a limitation has been set with regard to the categories to which proxy may be granted above and beyond the limitations imposed by law. Give a brief description of any such rules.

Directors must attend Board of Directors meetings in person; however, when they cannot attend in person, they may grant proxy to another director. Article 56 of the Articles of Association establishes that non-executive directors may grant proxy only to another non-executive director.

C.1.29 Indicate the number of board of directors meetings held in the year. Also, state the number of times that the Chairman did not attend Board meetings. Proxies granted with specific instructions are not counted as absences:

<b>Number of Board meetings</b>	13
<b>Number of Board meetings held without the chairman</b>	0

If the Chairman is an executive director, indicate the number of meetings held at which no executive director attended or granted proxy and which were chaired by the lead independent director.

<b>Number of meetings</b>	0
---------------------------	---

Indicate the number of meetings held by board sub-committees in the year:

<b>Committee</b>	<b>No. of meetings</b>
Executive Committee	35
Audit and Control Committee	6
Appointments Committee	11
Remuneration Committee	12
Risk Committee	11

C.1.30 Indicate the number of board of directors meetings held in the year which were attended by all members. Proxies granted with specific instructions are not counted as absences:

<b>Number of Board meetings held with all directors in attendance</b>	11
<b>Attendance as a % of the total number of votes during the year</b>	98.88%

C.1.31 Indicate whether the separate and consolidated financial statements that are presented for board approval are certified beforehand:

Yes  No

Identify the person(s) that certified the company's separate and consolidated financial statements for board authorisation:

Name	Positi
Mr. JOSÉ OLIU CREUS	CHAIR
Mr. JAIME GUARDIOLA ROMOJARO	MANAGING DIRECTOR
Mr. TOMÁS VARELA MUIÑA	GENERAL MANAGER—CHIEF FINANCIAL OFFICER

C.1.32 Detail any mechanisms established by the Board of Directors to ensure that the separate and consolidated financial statements authorised by it are presented to the Shareholders' Meeting with a clean auditors' report.

The bank's internal units draw up financial statements drafted clearly such as to present a true and fair view of the company's net worth, financial situation and results, to which end they must apply generally accepted accounting principles to all the financial and accounting information.

The Audit and Control Committee reviews the company's financial statements, both separate and consolidated, before referring them to the Board, and exercises vigilance to ensure compliance with the law and the proper application of generally-accepted accounting principles. To this end, it holds regular meetings with the external auditors in order to be informed punctually about the audit process and to be aware, sufficiently in advance, of any possible discrepancies or differences of opinion that might arise. In the event of any discrepancy that might lead to a qualification in the auditors' report, the committee seeks to resolve it before the financial statements are authorised.

If the discrepancy cannot ultimately be resolved before the financial statements are authorised, the annual report of the Audit and Control Committee must expressly describe the discrepancies and its position in connection with them.

The auditors' reports on the separate and consolidation financial statements for 2017 were unqualified.

C.1.33 Is the board secretary a director?

Yes  No

If the secretary is not a director, complete the following table:

Name of secretary	Representative
Mr. MIQUEL ROCA I JUNYENT (SECRETARY) / Ms. MARÍA JOSÉ GARCÍA BEATO (VICE-SECRETARY)	

C.1.34 Revoked

C.1.35 Describe any mechanisms established by the company to safeguard the independence of auditors, financial analysts, investment banks and rating agencies.

In connection with the external auditors, article 60 of the Articles of Association provides that the Audit and Control Committee has the following competencies:

(...)

4. Proposing to the Board of Directors, for submission to the General Meeting, the appointment of the external auditor, establishing the engagement conditions, the scope of the professional mandate, and revocation or non-renewal, if appropriate; reviewing compliance with the audit contract, striving to ensure that the opinion on the financial statements and the main content of the auditors' report are drafted clearly and accurately.

(...)



6. Establishing the appropriate relations with external auditors to receive information about any issues that might jeopardise their independence, to be reviewed by the Committee, and any others related to the process of performing the audit functions and in the audit rules.

The Board of Directors Regulation expresses itself in similar terms: article 30 provides that: "Relations between the Board and the company's external auditors will be conducted through the Audit and Control Committee."

During 2017, the Audit and Control Committee was composed of three independent directors; since 25 May 2017, it also comprises an external director. Additionally, on 21 December 2017 another independent director was appointed, with the result that, at year-end, the committee comprised four independent directors and one external director. That Committee's Regulation, which was current in 2017, includes the provisions of the Articles of Association and the Board of Directors Regulation; article 21.3 provides that, as directors and members of the Committee, those members must act with independence of opinion and action with respect to the rest of the organisation (...)

On 19 April 2016, in conformity with Act 22/2015, of 20 July, on Auditing, and Regulation (EU) No 537/2014, of 16 April, the Audit and Control Committee approved the Group policy for safeguarding auditor independence. The policy contains measures to preserve the auditor's independence by monitoring possible incompatibilities arising from personal circumstances, prohibited services, rotation requirements and fee limits, as well as measures in the processes of selection, appointment, reappointment or replacement of the auditor and for the authorisation of non-audit services which the auditor is not prohibited from providing.

Additionally, the Audit and Control Committee issues a report to the Board of Directors on the auditor's independence with respect to:

1. The main non-audit services provided by the external auditors, to ensure that they meet the independence requirements contained in the consolidated text of the Audit Act, enacted by Legislative Royal Decree 1/2011, of 1 July, and in the Audit Technical Standards issued by Spain's Institute of Accounting and Auditing, as well as the applicable provisions of Act 22/2015, of 20 July, on Auditing, and Regulation (EU) No 537/2014, of 16 April.
2. The materiality of the fees generated in the Group with respect to the external auditors' total fees.
3. Through the confirmation received from the external auditors, the firm's procedures and tools in connection with complying with the independence rule, in order to ensure compliance with the independence requirements set out in the Consolidated Text of the Audit Act, enacted by Legislative Royal Decree 1/2011, of 1 July, and in its secondary legislation, as well as the applicable provisions of Act 22/2015, of 20 July, on Auditing, and Regulation (EU) No 537/2014, of 16 April.

The entity complies with the principles of transparency and non-discrimination set out in the current legislation with respect to other market players. Specifically, the entity: i) takes care not to provide financial analysts with any information that might put them in a position of privilege with respect to other market participants, ii) regularly uses the services of three prestigious rating agencies, and iii) where the bank receives advice from investment banks in certain transactions and, in the course of providing those services, such investment banks become privy to inside information, the entity includes the persons who become privy to such information in its internal control systems, and expressly notifies such entities of the obligation to fulfil their duty of confidentiality and ensure that it is fulfilled by others.

The entity also acts in accordance with the provisions of its General Policy on Conflicts of Interest, which is based essentially on identifying, logging, managing, avoiding or eliminating any conflicts of interest, and in line with the Banco Sabadell Group Policy on Outsourcing Services or Functions, approved in connection with credit institutions by the Board of Directors on 27 October 2016.

C.1.36 State whether the Company changed its external auditor during the year. If so, identify the incoming and outgoing auditor:

Yes  No

If there was a disagreement with the outgoing auditor, describe it:

C.1.37 Indicate whether the audit firm performs work for the company and/or its group other than auditing and, if so, state the fees received for such work and those fees as a percentage of the total fees billed to the company and/or its group:

Yes  No

	Company	Group	Total
<b>Fees for work other than auditing (thousand euro)</b>	505	327	832
<b>Fees for work other than auditing/Total fees billed by the audit firm (%)</b>	23.94%	8.65%	14.13%

C.1.38 State whether or not the auditors' report on the previous year's financial statements was qualified. If it was, state the reasons given by the Chairperson of the Audit Committee to explain the content and scope of the qualification or exception.

Yes

No

C.1.39 Indicate the number of consecutive years that the current audit firm has been auditing the financial statements of the company and/or its group. Also, indicate the number of years audited by the current audit firm as a percentage of the total number of years in which the financial statements have been audited:

	Company	Group
<b>Number of consecutive years</b>	35	33
<b>No. of years audited by the current audit firm/No. of years that the company has been audited (%)</b>	94.59%	100.00%

C.1.40 Indicate whether there is a procedure for directors to engage external consultants and, if so, provide details:

Yes

No

**Detail the procedure**

The Board of Directors has powers to engage advisors and request external reports or services. Specifically, Article 21 of the Audit and Control Committee Regulation establishes the right of its members to seek advice from outside professionals in order to discharge their duties as effectively as possible.

C.1.41 State and detail any procedures in place to ensure that Directors can obtain the information they need to prepare in good time for meetings of the Board and committees:

Yes

No

**Detail the procedure**

Article 17.1 of the Board of Directors Regulation establishes that the notice of meeting must always include the Agenda, which must contain, among other items, information about subsidiaries and Board sub-committees, and proposals and suggestions by the Chairman and other Board members and the bank's General Managers, to be received no less than five days in advance of the Board meeting; such proposals must be accompanied by the appropriate material for distribution to the directors.

Additionally, article 21 provides that:

1. Directors are vested with the broadest powers to be informed about any aspect of the company, to examine its books, records, documents and other background information on the company's transactions and to inspect all of its installations. The right to information extends to subsidiaries, both domestic and foreign.

2. So as not to disturb the ordinary running of the company, requests by directors for information shall be channelled through the Chairman or the Secretary to the Board, who shall attend to the director's requests by giving the information directly, providing appropriate access to individuals at the relevant level of the organisation, or providing the means by which the director may carry out the desired formal examination and inspection on site.

Banco Sabadell has a procedure for providing the directors with the necessary material to prepare for meetings of the Board of Directors and its sub-committees in a confidential and encrypted way, using the Diligent Boards software running on iPads.

C.1.42 State and detail any rules in place that oblige the directors to report any circumstances that might jeopardise the company's credit and reputation and, if appropriate, resign:

Yes

No

**Describe the rules**

The rules in the Capital Companies Act, in the chapter on directors' duties, are applicable: Specifically, under article 50 of the Articles of Association and article 23 of the Board of Directors Regulation, and in compliance with the Banco Sabadell Group Code of Conduct and its Policy on Conflicts of Interest of Directors and Senior Executives, they must disclose any case where there might be a conflict of values or interests in order to enable the bank to manage such situations appropriately.

Additionally, article 20 of the Board of Directors Regulation provides that directors will be removed:

- a) When they fulfil any of the conditions of incompatibility or prohibition envisaged in the law or the Articles of Association.
- b) If they are arraigned for a crime or are the subject of disciplinary proceedings by the supervisory authorities for a serious or very serious infringement.
- c) Where their continuance on the Board may jeopardise the company's interests.

All the foregoing is without prejudice to the application of the rules on the suitability assessment to be performed by the bank in line with the procedure approved by the Board of Directors, which requires that any potential conflicts of interest or special situations be checked and assessed.

C.1.43 State whether any member of the Board of Directors has informed the company that he/she has faced criminal charges or has been arraigned for any of the offences listed in Article 213 of the Capital Companies Act:

Yes

No

State whether the Board of Directors has analysed the case. If so, give a reasoned explanation of the decision taken as to whether or not the Director should remain in office or, where applicable, detail the actions taken by the Board of Directors until the date of this report or that it plans to take.

C.1.44 Detail any significant agreements entered into by the company which come into force, are amended or terminate in the event of a change of control of the company due to a takeover bid, and their effects.

-

C.1.45 Identify in overall terms, and indicate, in detail, any agreements between the company and its Directors and senior executives or employees that include indemnities, guarantee or severance clauses, in the event of their resignation or unfair dismissal or if the contractual relationship is terminated due to a takeover bid or other transaction.

**Number of beneficiaries:** 30

**Type of beneficiary:**

Executive directors (3), senior managers (8) and other members of the identified staff (19).

**Description of agreement:**

Clause providing indemnity in the amount of 2 years' salary (exceptionally: 3) for cases of unfair dismissal and some limited cases of change of control.

State whether such contracts must be reported and/or approved by the decision-making bodies of the company or group:

	<b>Board of Directors</b>	<b>General Meeting</b>
<b>Body that authorises the clauses</b>	<b>Yes</b>	<b>No</b>

	<b>Yes</b>	<b>No</b>
Is the General Meeting informed of the clauses?	<b>X</b>	

## C.2. Board of Directors sub-committees

### C.2.1 Give details of all Committees of the Board of Directors, their members, and the proportion of proprietary and independent directors that form them:

#### Executive Committee

<b>Name</b>	<b>Position</b>	<b>Category</b>
Mr. JOSÉ OLIU CREUS	CHAIR	EXECUTIVE
Mr. JOSÉ JAVIER ECHENIQUE LANDIRIBAR	DIRECTOR	INDEPENDENT
Mr. JAIME GUARDIOLA ROMOJARO	DIRECTOR	EXECUTIVE
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ	DIRECTOR	INDEPENDENT
Mr. JOSÉ LUIS NEGRO RODRÍGUEZ	DIRECTOR	EXECUTIVE

<b>% executive directors</b>	60.00%
<b>% proprietary directors</b>	0.00%
<b>% independent directors</b>	40.00%
<b>% other external directors</b>	0.00%

Detail the functions assigned to this committee, describe its procedures and rules of organisation and operation, and summarise its main activities during the year.

Under article 59 of the Articles of Association and article 12 of the Board of Directors Regulation, the Executive Committee is responsible for the coordination of the bank's executive management, adopting any resolutions and decisions to this end under the scope of the powers granted to it by the Board of Directors, and overseeing the Bank's ordinary activities; it must report the decisions adopted at its meetings to the Board of Directors, without prejudice to the other functions attributed to it by the Articles of Association and the Board of Directors Regulation.

The Executive Committee shall consist of a maximum of six directors, to be appointed by the Board with the favourable vote of two-thirds of its members, with a composition similar to that of the Board in terms of categories; the Chairman of the Board shall act as its Chair. The resolutions of the Committee shall be entered in a minutes book, and the minutes shall be signed by the Chairman and the Secretary or, where applicable, by those who played those roles at the meeting in question.

It shall meet whenever convened by its Chairman or by the Vice-Chairman standing in for the former, and its meetings may be attended by any person, whether related to the Company or otherwise, who is invited to attend, by a decision of the Committee itself or the Chairman of same, for the purposes to be determined on the basis of the matter in question; such persons may speak but not vote.

The Committee Secretary, who need not be a director, shall be designated by the Board of Directors, which shall also designate a substitute secretary for cases of illness or absence.

In 2017, the Executive Commission monitored the ordinary activities of the bank, adopted resolutions and decisions falling within the scope of the powers that the Board of Directors delegated to it, and analysed and reviewed other issues, providing favourable reports to the sub-committees with competency in those areas and to the Board of Directors for the adoption of the appropriate resolutions. The Executive Committee also performed a self-assessment.

Indicate if the executive committee's composition reflects the composition of the board in terms of director categories:

Yes  No

### **Audit and Control Committee**

<b>Name</b>	<b>Position</b>	<b>Category</b>
Mr. MANUEL VALLS MORATÓ	CHAIR	INDEPENDENT
Mr. PEDRO FONTANA GARCÍA	DIRECTOR	INDEPENDENT
Ms. MARIA TERESA GARCIA-MILÀ LLOVERAS	DIRECTOR	INDEPENDENT
Mr. JOSÉ MANUEL LARA GARCÍA	DIRECTOR	EXTERNAL
Mr. JOSÉ RAMÓN MARTÍNEZ SUFRATEGUI	DIRECTOR	INDEPENDENT

<b>% proprietary directors</b>	0.00%
<b>% independent directors</b>	80.00%
<b>% other external directors</b>	20.00%

Detail the functions assigned to this committee, describe its procedures and rules of organisation and operation, and summarise its main activities during the year.

The Audit and Control Committee is expressly regulated by article 60 of the Articles of Association and article 13 of the Board of Directors Regulation, and it has its own terms of reference that regulate its organisation, functioning and governance.

The purpose of the Audit and Control Committee is to review the report drafted by the Internal Audit Department to verify good banking and accounting practices in the various echelons of the organisation, as well as to ensure that suitable measures are taken to address improper conduct or methods by persons in the organisation. It is also a watchdog, ensuring that the measures, policies and strategies defined by the Board are duly implemented.

The Audit and Control Committee has the responsibilities established by law, including:

- a) Informing the General Meeting on the questions raised by shareholders which fall within its scope of authority;
- b) Supervising the effectiveness of the company's internal control, internal audit and risk management systems, including those relating to tax risk, as well as discussing with the auditors or audit firms any significant weaknesses in the internal control system that were detected in the course of the audit.
- c) Overseeing the drafting and presentation of regulated financial information;
- d) Proposing to the Board of Directors, for submission to the General Meeting, the appointment of the external auditor, establishing the engagement conditions, the scope of the professional mandate, and revocation or non-renewal, if appropriate; reviewing compliance with the audit contract, striving to ensure that the opinion on the financial statements and the main content of the auditors' report are drafted clearly and accurately.
- e) Advising on the annual, quarterly and half-yearly financial statements and the prospectuses that must be submitted to the regulatory or supervisory bodies, exercising vigilance to ensure compliance with the requirements of the law and the proper application of generally accepted accounting principles, and advising on proposals to amend those principles.
- f) Establishing the appropriate relations with external auditors to receive information about any issues that might jeopardise their independence, to be reviewed by the Committee, and any others related to the process of performing the audit functions and in the audit rules.
- g) Reporting on any issues referred to the Committee by the Board of Directors that are within its remit.
- h) Any other matters for which the Committee is responsible by law or under the Articles of Association or any regulations made in accordance therewith, or under any generally applicable rules on corporate governance.

The committee shall comprise at most five directors, appointed by the Board of Directors, none of whom may be an executive director; at least a majority of them must be independent directors, and one must be appointed on the basis of his/her knowledge and experience of accounting and/or auditing. The Board of Directors shall appoint the committee's Chair from among the members who are independent directors, with the favourable vote of two-thirds of its members, and the committee secretary, who must not be a director. The Secretary shall take minutes of every meeting, which shall be approved at the end of the meeting itself

or at the next meeting. The business transacted at Committee meetings shall be reported to the Board of Directors at the next meeting by means of a reading of the minutes.

The Committee must meet at least once every three months, and whenever convened by the Chair at his/her own initiative or at the request of any Committee member, or at the request of the Chairman of the Board of Directors or of the external auditors, to discharge the duties assigned to it.

On 30 March 2017, Mr. Manuel Valls Morató was appointed as a member and Chairman of the Audit and Control Committee, to replace Ms. María Teresa García-Milà Lloveras, who continued as a member of the committee; on 25 May 2017, Mr. José Manuel Lara García was appointed as a member of the Committee, replacing Mr. Joan Llonch Andreu. On 21 December 2017, Mr. Pedro Fontana García was appointed as a member of the Committee.

In the course of its duties as assigned by the law, the Articles of Association and the Board of Directors Regulation and its own terms of reference, the Audit and Control Committee reviewed all the issues under its brief and issued a report setting out all of its activities in 2017. Among other matters, the Audit and Control Committee reviewed the financial statements for 2016 and the results of the external audit of them, as well as the mid-year accounts in 2017, and it reviewed and approved the report on the independence of the external auditors. The Audit and Control Committee reviewed the quarterly results and the reports on the management of treasury stock, reviewed and reported on the Report on the Internal Assessment of Capital and the Report on the Internal Assessment of Liquidity for the year 2016. The Committee reviewed the group's risk management systems as described in reports prepared by the Risk, Finance and Internal Audit departments, and approved and monitored the Annual Internal Audit Plan. It has also reviewed the Report of the Corporate Ethics Committee and the update of Banco Sabadell's Share Registration Document.

(this description continues in section H)

Identify the member of the audit committee who was appointed on the basis of his/her knowledge and experience in accounting, auditing or both, and state the number of years that the Chairman of this committee has been in office.

<b>Name of director with experience</b>	Mr. MANUEL VALLS MORATÓ
<b>No. of years the chair has held office</b>	1

### **Appointments Committee**

<b>Name</b>	<b>Position</b>	<b>Category</b>
Ms. AURORA CATÁ SALA	CHAIR	INDEPENDENT
Mr. ANTHONY FRANK ELLIOTT BALL	DIRECTOR	INDEPENDENT
Ms. MARIA TERESA GARCIA-MILÀ LLOVERAS	DIRECTOR	INDEPENDENT

<b>% proprietary directors</b>	0.00%
<b>% independent directors</b>	100.00%
<b>% other external directors</b>	0.00%

Detail the functions assigned to this committee, describe its procedures and rules of organisation and operation, and summarise its main activities during the year.

The Appointments Committee is regulated in article 61 of the Articles of Association and article 14 of the Board of Directors Regulation. Without prejudice to the other duties assigned to it by law, the Articles of Association, the Board of Directors or the Board of Directors Regulation, the Appointments Committee has the following basic duties:

- a) making proposals to the Board of Directors as to the appointment of independent directors, for co-optation or for referral to the General Meeting, and as to the re-appointment or removal of such directors;
- b) advising on proposals to appoint other directors by co-optation or for referral to the General Meeting, and on proposals to re-appoint or remove them;

- c) ensuring that the qualitative composition of the Board of Directors complies with the provisions of article 53 of the Articles of Association;
- d) checking that the members of the Board of Directors are suitable and possess the necessary competency, knowledge and experience;
- e) advising on proposals for the appointment and removal of senior executives and of the identified staff;
- f) advising on the basic conditions of the contracts of executive directors and senior executives;
- g) examining and organising succession plans for the Chairman of the Board of Directors and the bank's chief executive and, as appropriate, making proposals to the Board;
- h) setting a target for representation of the gender that is under-represented on the Board of Directors and drawing up guidelines on how to achieve that target;

It comprises at most five directors, appointed by the Board of Directors, none of whom may be an executive director; at least two of them must be independent directors. The Board of Directors appoints the committee's Chair from among the members who are independent directors, with the favourable vote of two-thirds of its members.

The Appointments Committee meets whenever the Board or its Chairman requests that it issue a report or adopt a proposal, and whenever it is advisable in order to properly discharge its duties. In any case, it shall meet once per year to provide advice in advance on the Board's performance evaluation.

On 25 May 2017, Ms. María Teresa García-Milà Lloveras was appointed as a member of the Appointments Committee to replace Mr. Joan Llonch Andreu; Mr. Joaquín Folch-Rusiñol Corachán ceased to be a member of the Committee on 27 July 2017 and, on 21 September 2017, Mr. Anthony Frank Elliott Ball was appointed as a member of the Committee.

In performing the functions assigned to it by law, the Articles of Association and the Board of Directors Regulation, the Appointments Committee made proposals to the Board of Directors as to the appointment and re-appointment of directors, assessing their suitability and fitness and issuing the necessary reports; it also made proposals for changes in the composition of the Board sub-committees. It advised the Board of Directors on proposals for the appointment of senior executives and members of the identified staff, and assessed their suitability and fitness for the positions. It also advised on proposals for appointment and removal of senior executives of group companies and of directors of subsidiaries and associated companies. The Committee reviewed and provided a favourable opinion to the Board on the annual corporate governance report for 2016, particularly in connection with the composition of the Board of Directors and director categories. It also performed the annual verification of compliance with the Banco Sabadell Director Selection Policy, performed a self-assessment of its own performance and issued a favourable report on the performance of the Board, its Chairman, the Managing Director, the Lead Independent Director, the Secretary and the Vice-Secretary of the Board of Directors; it approved the report on the functions and activities of the Appointments Committee in 2016 and issued a favourable opinion on the Director Training Programme for 2017. It also reviewed the composition of the identified staff and proposed an update of same to the Board of Directors; it also reviewed the composition of the identified staff at group subsidiaries and issued a favourable opinion to the Board of Directors as to the inclusion of additional members in these groups.

### **Remuneration Committee**

Name	Position	Category
Ms. AURORA CATÀ SALA	CHAIR	INDEPENDENT
Mr. ANTHONY FRANK ELLIOTT BALL	DIRECTOR	INDEPENDENT
Ms. MARIA TERESA GARCIA-MILÀ LLOVERAS	DIRECTOR	INDEPENDENT
Mr. GEORGE DONALD JOHNSTON	DIRECTOR	INDEPENDENT

<b>% proprietary directors</b>	0.00%
<b>% independent directors</b>	100.00%
<b>% other external directors</b>	0.00%

Detail the functions assigned to this committee, describe its procedures and rules of organisation and operation, and summarise its main activities during the year.

The Remuneration Committee is regulated in article 62 of the Articles of Association and article 14 bis of the Board of Directors Regulation. Without prejudice to the other duties assigned to it by law, the Articles of Association, the Board of Directors or the Board of Directors Regulation, the Remuneration Committee has the following basic duties:

- a) proposing, to the Board of Directors, the director remuneration policy;
- b) Proposing, to the Board of Directors, the remuneration policy for general managers and others performing senior management functions who report directly to the Board of Directors, the Executive Committees or the Managing Directors, and the individual remuneration and other contractual conditions for executive directors, exercising oversight to ensure that they are complied with



- c) regularly reviewing remuneration policy;
- d) advising on remuneration programmes based on shares and/or options;
- e) periodically reviewing the general principles of remuneration and the remuneration programmes for all employees, and considering whether they conform to those principles;
- f) ensuring that remuneration is transparent;
- g) ensuring that any conflicts of interests are not detrimental to the independence of external advisors; and
- h) verifying the information on remuneration contained in the various corporate documents, including the Report on Director Remuneration.

It comprises at most five directors appointed by the Board of Directors, none of whom may be an executive director; at least two of them must be independent directors. The Board of Directors appoints the committee's Chair from among the members who are independent directors, with the favourable vote of two-thirds of its members.

The Remuneration Committee meets whenever the Board or its Chair requests that it issue a report or adopt a proposal, and whenever it is advisable in order to properly discharge its duties. In any event, the Committee shall meet once per year to prepare the information on directors' remuneration that the Board of Directors must approve and include in its annual public documentation.

On 27 July 2017, Mr. Joaquín Folch-Rusiñol Corachán ceased to be a member of the Remuneration Committee.

On 21 September 2017, Mr. Anthony Frank Elliott Ball was appointed as a member of the Remuneration Committee and on 26 October 2017, Mr. George Donald Johnston was also appointed.

In the course of its duties under the law, the Articles of Association and the Board of Directors Regulation, the Remuneration Committee, with the assistance of reports by external consultants, checked that Banco Sabadell's remuneration policy conforms to the regulations applicable to credit institutions, analysed the degree of compliance with the 2016 objectives by executive directors, approved their fixed and variable remuneration, and analysed the degree of attainment of the 2016 objectives by senior management, and approved their fixed and variable remuneration. It also approved the variable remuneration for 2016 and the fixed remuneration for 2017 for the entire identified staff, and approved the wage distribution for the entire workforce for 2017. It also decided on the distribution of objectives for each group in 2017, the objectives for the Banco Sabadell Group for 2017 and the Banco Sabadell Group Compensation and Benefits Policy; it issued a favourable opinion to the Board on asking the General Meeting of Shareholders to approve the cap applicable to variable remuneration for the identified staff. The Committee also analysed the review of fixed remuneration for 2017 and of variable remuneration for 2016 for the workforce in America, which covers Sabadell United Bank, N.A. prior to its sale to Iberiabank Corporation, Banco Sabadell, Miami Branch and the New York office. Additionally, the Committee reviewed TSB's remuneration policy and the remuneration of the external directors of the subsidiaries in Mexico, Banco Sabadell, S.A. IBM and SabCapital, S.A. de C.V., SOFOM, E.R., and analysed the group's remuneration scheme. The Remuneration Committee also performed a self-assessment and approved the report on functions and activities of the Remuneration Committee for 2016.

## **Risk Committee**

Name	Position	Category
Mr. DAVID VEGARA FIGUERAS	CHAIR	INDEPENDENT
Ms. MARIA TERESA GARCIA-MILÀ LLOVERAS	DIRECTOR	INDEPENDENT
Mr. GEORGE DONALD JOHNSTON	DIRECTOR	INDEPENDENT
Mr. MANUEL VALLS MORATÓ	DIRECTOR	INDEPENDENT

<b>% executive directors</b>	0.00%
<b>% proprietary directors</b>	0.00%
<b>% independent directors</b>	100.00%
<b>% other external directors</b>	0.00%

Detail the functions assigned to this committee, describe its procedures and rules of organisation and operation, and summarise its main activities during the year.

The Risk Committee is regulated in article 63 of the Articles of Association and article 15 of the Board of Directors Regulation. Its functions are focused on supervising and exercising oversight to ensure that all the risks of the bank and its consolidated group are accepted, controlled and managed appropriately, and reporting to the Board on the performance of the functions corresponding to it, in accordance with the law, the Articles of Association and the Board of Directors Regulation, which include:

- a) supervising implementation of the Risk Appetite Framework;



- b) determining and proposing, to the full Board, the annual limits on investment in the real estate market and the criteria and amounts applicable to the various types of investment;
- c) reporting to the full Board regarding the performance of its functions under this article and other applicable legislation and provisions of the Articles of Association;
- d) reporting each quarter to the full Board about the levels of risk assumed, investments made and their performance, and the potential repercussions on Group revenues of variations in interest rates and the degree to which they conform to the VAR levels approved by the Board of Directors;
- e) monitoring and detecting any excess above the approved tolerance thresholds, and overseeing the activation of the contingency plans established for this purpose;
- f) advising the Remuneration Committee as to whether the employee compensation programmes are coherent with the Bank's levels of risk, capital and liquidity.

It comprises at most five directors, appointed by the Board of Directors, none of whom may be an executive director; they must have the appropriate knowledge, skill and experience to fully understand and oversee the Bank's risk strategy and risk appetite; at least two of them must be independent directors. The Board of Directors appoints its Chairman from among the members who are independent directors, with the favourable vote of two-thirds of its members.

In the exercise of its functions, the Risk Committee may directly request the information it sees fit from both the director who is Chief Risk Officer and the Risk Control Manager.

The Risk Committee will meet at least twice per month and whenever convened by its Chair at his/her own initiative or at the request of any member of the Committee or of the Chairman of the Board of Directors.

On 25 May 2017, Mr. Manuel Valls Morató was appointed as a member of the Risk Committee to replace Mr. Joan Llonch Andreu and, on 26 October 2017, Mr. George Donald Johnston was also appointed as a member of this Committee.

During 2017, the Risk Committee analysed and reviewed the Risk Appetite Statement, reporting favourably on the Board of Directors approving the amendment to same; it reviewed and issued a favourable report to the Board of Directors on the proposal regarding the review of the Banco Sabadell Group Risk Policies document; it reviewed the external consultants' report on the degree to which the Banco Sabadell remuneration policy conforms to the regulatory parameters applicable to credit institutions, verifying that the remuneration policy is aligned with the risk, and it issued a favourable report to the Remuneration Committee about the analysis carried out of the objectives for the identified staff with regard to the bank's risk, capital and liquidity and on the proposal for the 2017 objectives, itemised for each of the members of the identified staff; reviewed and issued a favourable report to the Board of Directors recommending approval of the proposal to update the Conflict of Interest Policy for Directors and Senior Managers; it issued a favourable report to the Board of Directors recommending approval of the proposal for policies for management and planning in connection with non-performing assets (NPAs), in line with the recommendations set out in the European Central Bank's Guidance to banks on non-performing loans; issued a favourable report to the Board of Directors on Policies with respect to Leveraged Transactions and the determination of the appetite for transactions of this type; and it reported favourably to the Board of Directors recommending approval of the use in the adjustment model of the group's internal rating, and its subsequent submission to the Single Supervisory Mechanism for use in calculating the regulatory capital using IRB approaches.

The Risk Committee also performed a self-assessment and approved the report on functions and activities of the Risk Committee for 2016.

### C.2.2 Complete the following table with information on the number of female directors in the Board sub-committees in the last four years:

	Number of female directors							
	2017		2016		2015		2014	
	Number	%	Number	%	Number	%	Number	%
Executive Committee	0	0%	0	0.00%	0	0.00%	0	0.00%
Audit and Control Committee	1	20.00%	1	33.33%	1	33.33%	2	50.00%
Appointments Committee	2	66.67%	1	33.33%	1	25.00%	0	0.00%
Remuneration Committee	2	50.00%	2	66.66%	1	25.00%	0	0.00%
Risk Committee	1	25.00%	1	33.33%	1	25.00%	1	25.00%

### C.2.3 Revoked

#### C.2.4 Revoked

C.2.5 Indicate if there are any Board sub-committee regulations, where they can be consulted, and amendments made in the year. Also, indicate if an annual report on each committee's activities has been drafted voluntarily.

Section C.2.1 details the articles of the Articles of Association and the Board of Directors Regulation that contain the rules governing the workings and competencies of the sub-committees.

The current texts of the Articles of Association and Board of Directors Regulation are available on the website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) in the section on "Corporate governance and remuneration policy".

The Audit and Control Committee has an Internal Regulation setting out its functions and procedures. This Regulation has been filed with the Mercantile Register and is accessible on the website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) – in the section entitled "Corporate governance and remuneration policy" - Board of Directors Regulation).

All the Board sub-committees draw up an annual self-assessment report on their activities, which is submitted to the bank's Board of Directors for evaluation. Additionally, the Audit and Control Committee, Appointments Committee, Remuneration Committee and Risk Committee draw up annual reports on their functions and activities, which are available on the website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) in the section on "Corporate governance and remuneration policy".

#### C.2.6 Revoked

### **D RELATED-PARTY AND INTERCOMPANY TRANSACTIONS**

D.1 State, where applicable, the procedure for the approval of related-party and intercompany transactions.

<b>Procedure for advising on the approval of related-party transactions.</b>
--

The Audit and Control Committee vets any related-party transaction before it is approved by the Board of Directors.

D.2 Give details of any transactions that are significant, because of their size or nature, between the company or any group undertakings and significant shareholders of the company:

D.3 Give details of any transactions that are significant, because of their size or nature, between the company or any group undertakings and the company's directors or executives:

D.4 Detail the significant transactions between the company and other companies in the group, except those that are eliminated in consolidation or do not form part of the company's normal operations with regard to their purpose and conditions:

In any event, provide details of any intercompany transactions carried out with organisations based in countries or territories that are considered to be tax havens:

D.5 State the value of transactions carried out with other related parties.

0 (thousand euro)

## D.6 Specify the mechanisms established to detect, identify and resolve possible conflicts of interest arising between the company and/or the group and its directors, senior managers or significant shareholders.

1. Under the Board of Directors Regulation, all Board members are bound by a duty of loyalty and confidentiality and are required to disclose any interest they may have in the company itself or in other companies outside the group.

Specifically, Article 25 of the Regulation states that a director may not provide professional services to Spanish companies whose corporate purpose coincides wholly or partly with that of the company. An exception is made for offices they hold in companies in the group. Before accepting any executive appointment in another company or entity, directors must notify the Appointments Committee.

Article 27 of the Board of Directors Regulation states that directors must inform the company of any company shares which they own directly or through companies in which they hold a significant stake.

It is also necessary to disclose any shares held, directly or indirectly, by their close relatives. Directors must also inform the company of all positions that they hold and activities that they perform in other companies or entities and, generally, of any fact or situation that may be material in connection with their performance as directors of the company.

2. The Banco Sabadell Group's Code of Conduct provides a set of rules for the guidance of all persons employed by the group and its stakeholders (customers, suppliers, shareholders, authorities and the local community) based on principles which we consider fundamental to carrying on our business.

It expressly contemplates rules applicable to possible conflicts of interest with customers and suppliers and sets out guidelines for such cases.

3. Banco Sabadell Group's Internal Rules of Conduct (IRC) with regard to the securities market, approved by the Board of Directors on 26 November 2009, are applicable to the members of the bank's Board of Directors, and to all management staff and employees whose work is directly or indirectly related to activities and services in the field of the stock markets or who have frequent or habitual access to price-sensitive information related to the bank itself or group companies.

Section 4 of the IRC sets out the mechanisms for identifying, preventing and resolving possible conflicts of interest that are detected by persons concerned, who are obliged to declare any significant relations of a financial, family or other nature with customers of the bank in connection with services related to the securities markets or to companies listed on the Stock Exchange, as well as any other relationships that, in the opinion of an external and neutral observer, could compromise the impartiality of the persons concerned.

4. The Banco Sabadell Group's general policy regarding conflicts of interest is an internal set of regulations laying down the criteria and procedures to be followed to guarantee that decisions taken within the Banco Sabadell Group with respect to the provision of investment services are made so as to avoid, eliminate or, in the final instance, disclose any conflict of interest to the customer. The Compliance Department is responsible for correctly applying the general conflicts of interest policy and, when necessary, it will urge the other departments in the group to which it applies to take the necessary action.

5. The Policy on Conflicts of Interest of Directors and Senior Executives, approved by the Board of Directors on 28 January 2016, establishes the necessary measures for managing conflicts of interest of directors and senior executives and their related parties in connection with corporate transactions or non-bank activities and also with ordinary banking business.

The Credit Transactions Committee analyses all credit operations carried out by directors, senior executives and their related parties and makes proposals to the Board of Directors for their approval. Royal Decree 84/2005, implementing Act 10/2014, of 26 June, on Ordering, Supervision and Solvency of Credit Institutions, sets out the requirements in connection with disclosure of transactions by directors, senior executives and their related parties to the competent authority and for authorisation by the latter.

6. The Banco Sabadell Group's Corporate Ethics Committee is responsible for fostering ethical conduct throughout the organisation and for making proposals and giving advice to the Board of Directors, via the Audit and Control Committee, and to the corporate and business units, on decisions involving issues that might lead to conflicts of interest. The Committee is also responsible for overseeing the group's compliance with its obligations as set out in the Code of Conduct or in the Internal Rules of Conduct in connection with the securities market.

To achieve its objectives, the Corporate Ethics Committee can call upon the resources of the Compliance Department, and has been given extensive powers by the Board to gain access to all the documents and information it requires to perform its supervisory function.

## D.7 Is more than one company in the Group listed in Spain?

Yes

No

Identify the subsidiaries that are listed in Spain:

**Listed subsidiary companies**

Indicate whether the respective areas of activity and any business relationships between them have been defined publicly and with precision, as well as those of the listed subsidiary company with other companies in the group;

**Define any business relationships between the parent company and the listed subsidiary, and between the latter and the rest of the group companies**

Identify the mechanisms established to resolve any conflicts of interest between the listed subsidiary and the other companies in the group:

**Mechanisms in place to resolve possible conflicts of interest**

## **E RISK CONTROL AND MANAGEMENT SYSTEMS**

**E.1 Describe the scope of the company's Risk Management System, including that relating to tax risks.**

The Banco Sabadell Group Risk Management system is based on the Risk Appetite Framework contained in the Risk Appetite Statement (RAS), the associated management policies and the reporting system and overall governance model for the risk function, which contemplate tax risk under the terms described below.

The system applies throughout the group, by area, business unit or activity, subsidiary and geography at corporate level.

The Banco Sabadell Group includes the tax risk in its Risk Policy as a specific risk.

Additionally, the Board of Directors of Banco de Sabadell, S.A. has approved the group's tax strategy. That strategy is governed by the principles of efficiency, prudence, transparency and minimisation of tax risk, it is broadly aligned with the Banco Sabadell Group's business strategy, and it is applied in all the companies controlled by the group, regardless of their geographic location.

**E.2 Identify the bodies of the company responsible for drawing up and executing the Risk Management System, including tax risk.**

The Board of Directors has indelegable responsibility for: (i) determining the tax strategy; (ii) approving investments or operations considered strategic by virtue of their amount or special characteristics, strategic nature or particular tax risks, unless their approval corresponds to the General Meeting; (iii) approving the creation or acquisition of shares in special-purpose vehicles or entities resident in jurisdictions considered tax havens; and (iv) the approval of any other transactions or operations of a comparable nature whose complexity might impair the transparency of Banco de Sabadell, S.A. and its group.

The Board of Directors is the body responsible for establishing the general guidelines on the organisational distribution of the risk management and control functions and for determining the main lines of strategy in this respect. Therefore, the Board is the body responsible for approving the Risk Appetite Framework and ensuring its consistency with the entity's short- and long-term strategic objectives, together with the business plan, capital planning, risk-taking capacity and compensation schemes.

Within the Board itself there is a Risk Committee which is responsible for ensuring compliance with the Risk Appetite Statement (RAS) approved by the Board and with the associated risk management policies, including those related to tax risk; its functions are described in section C.2.1. In addition, another 3 Board sub-committees participate in risk management and control: the Executive Committee, responsible for coordinating executive management of the bank, for approving transactions and limits of risk groups that exceed the limits of the delegated powers and for approving asset allocation proposals within the Risk Appetite Framework; the Audit and Control Committee, which oversees the effectiveness of the risk management systems, and is the body responsible for the regular oversight of the tax risk management and control framework to validate its effectiveness and ensure that the main risks are properly identified, managed and communicated; and the Appointments and Remuneration Committee, which ensures that the Group's remuneration practices are coherent with its risk profile, avoiding inappropriate risk-taking and promoting sound and effective risk management.

The departments involved in risk management and control, including tax risk, include, among others, the following:

- Risk Control Department, reporting directly to the Chairman, with the following functions: (i) proposing and implementing the Risk Appetite Framework; (ii) systematically monitoring and analysing the evolution of all major risks and verifying the degree to which they conform to the established policies; (iii) proposing the guidelines, methodology and strategy for managing all risks; (iv) defining and establishing the risk monitoring and control model, developing internal advanced measurement systems, in line with supervisory requirements, to enable risks to be quantified and discriminated, and activating its application in the business; (v) establishing procedures to optimise the credit approval function, and (vi) promoting and standardising, with the assistance and advice of the Tax Advisory Department (within Legal), the management and control of tax risks within the group's risk control environment, systematically overseeing and analysing trends in tax risk and the degree to which the controls conform to

the policy framework that is in place.

- Risk Management Department, with the following functions: (i) managing and integrating exposures in accordance with the pre-determined levels of autonomy, via selective acceptance of the risk to ensure its quality, achieve growth and optimise business profitability; (ii) aligning the priorities of the strategic plan and the vision of the Risk Management Department in all segments, identifying the initiatives to be implemented as regards risk.

- Finance Department, with the following functions: (i) supporting the Managing Director and Chief Risk Officer in implementing the Risk Appetite Framework; (ii) as part of the planning, budgeting and management control processes, it calculates provisions and assigns capital in keeping with the Bank's strategy, ensuring the risk variable is taken into account in all decisions and overseeing the specific risk measurement models, ensuring their standardisation in terms of generally accepted principles and methodologies and particularly with regard to the supervisory authorities. Additionally, it develops and manages the stress test analysis framework within the Bank's financial planning; (iii) in relation to tax risk, it is the Department responsible for implementing and complying with the tax obligations in relation to corporate income tax, value added tax and transfer pricing, implementing the tax principles and rules in this connection.

- Asset Transformation and Industrial and Real Estate Investees Department: Manages the group's entire exposure to real estate, the developer loan book and real estate assets on the bank's balance sheet together with processes for recovering problematic assets.

(this description continues in section H)

### E.3 Indicate the main risks, including tax risks, that may affect attainment of the business targets.

1. Credit and concentration risk: Losses due to borrowers' failure to honour their payment obligations or to an impairment of their credit quality. This includes counterparty risk, concentration risk and country risk.

2. Liquidity risk: The possibility of incurring losses as a result of the Bank being unable, albeit temporarily, to honour payment commitments due to a lack of liquid assets, or of it being unable to access the markets to refinance debts at a reasonable price. This risk may be associated with factors of a systemic nature or specific to the entity itself.

3. Market risk: The possibility of loss in the market value of financial asset positions due to variations in risk factors with an impact on their market prices, volatility or correlation between them.

4. Structural risks: Including, because of their special features:

- Interest rate risk: the possibility of incurring losses as a result of the impact caused by interest rate fluctuations on the income statement (revenues and expenses) and on an entity's equity structure (current value of assets, liabilities and off-balance sheet positions sensitive to interest rates).
- Exchange rate risk: changes in exchange rates between different currencies and the possibility that these movements may result in losses in the P&L on financial investments and on permanent investments in foreign branches and subsidiaries.
- Credit spread risk in the banking book: Credit spread risk in the banking book (CSRBB) refers to any risk with respect to the spread of credit instruments not attributable to structural interest rate risk or to default risk.
- Insurance risk: Defined as the risk arising from the entity's equity holdings in insurance companies, basically from actuarial risks as well as other risks (market, counterparty, operational, etc.).

5. Operational risk: possibility of loss resulting from inadequate or failed internal processes, people or systems, including reputational, technology, outsourcing and model risk.

6. Business risk: losses arising from adverse events that negatively affect the capacity, strength and recurrence of the income statement or the capacity to meet funding needs due to impairment of assets and solvency.

7. Tax risk: possible breach or uncertainty associated with the interpretation of the tax law in jurisdictions in which the group carries on its ordinary business.

8. Compliance risk: the risk of incurring legal or administrative sanctions, significant monetary losses or an impairment of reputation due to breach of laws, regulations, internal rules, or codes of conduct applicable to the banking industry.

### E.4 Identify whether the organisation has a high level of tolerance to risk, including tax risk.

The chief element of the Risk Appetite Framework approved by the Board of Directors is the Risk Appetite Statement. The group understands the Risk Appetite Statement as expressing the quantity and diversity of risks that the Banco Sabadell Group seeks and tolerates in order to achieve its business objectives, maintaining a balance between profitability and risk.

The RAS comprises the quantitative metrics and qualitative elements that together define the risk appetite levels of the Bank, both globally and for each of the major risks assumed in the ordinary course of business.

As for tax risk, one of the main principles of the tax strategy referred to in section E1 above is to minimise tax risk.

This statement applies to all risks identified in section E3 above.

## E.5 State what risks, including tax risks, materialised during the year.

The Group provides detailed information of the risks in the Annual Report, which is available on the corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com) – section Information for shareholders and investors – Financial information – Annual Reports), specifically under section 4 of the consolidated directors' report.

## E.6 Describe the response and supervision plans for the company's main risks, including tax risks.

The Risk Appetite Framework establishes the monitoring systems for major risks. This monitoring, at the highest level, is carried out by the Risk Committee. Additionally, the Risk Control Department and the Technical Risk Committee exercise more frequent and detailed oversight.

The Risk Committee seeks to ensure appropriate assumption, management and control of the group's tax risks, ensuring compliance with the general principles of the tax strategy and advising on decisions that are within the brief of the Board of Directors.

Risk management is underpinned by solid procedures for checking that risks conform to pre-set limits, with clearly defined responsibilities for identifying and tracking indicators and early warnings, and an advanced risk measurement methodology.

The group has risk control systems that are appropriate to the commercial banking activities and businesses in which it operates and to the risk profile it wishes to assume. These control systems form part of the above-mentioned risk approval, monitoring, mitigation and recovery procedures and, in turn, are subject to supervision.

In this regard, the group has a framework for risk reporting and control intended to oversee compliance with the Risk Appetite Framework both group-wide and at a lower level for objectives set at Business Unit or Portfolio level.

The Risk Committee is in charge of coordinating oversight, although in this regard it relies on the various committees and areas, depending on the type and level of disaggregation of each risk.

The Risk Reporting and Control Framework, which includes tax risk, comprises:

- Drawing up and regularly updating a Scorecard that reflects trends in the main metrics and variables associated with the Risk Appetite Framework, and ensuring that they conform to the established framework and limits.
- Systematic oversight and analysis of trends in all significant risks, with detailed second-tier metrics.
- Reporting and proposing the appropriate action (activating protocols, changing guidelines, etc.) as a result of analysing risk trends.
- There is a reporting procedure that includes the top-level metrics defined in the RAS, as well as additional second-tier metrics for significant risks. This report is compiled, transmitted and presented by the CRO to the various governing and control bodies (Technical Risk Committee, Risk Committee, Board of Directors). The report identifies warning or overshoot situations, and the metrics and their performance.
- The process of reporting in connection with the Risk Appetite Framework is headed by the Risk Control Department, which defines the content of the Scorecard, including top-tier and second-tier metrics. The process of tracking the Group's metrics includes tracking Banco Sabadell's top-tier metrics.
- By agreement with the departments in charge, the Risk Control Department establishes a regular process for compiling information drawn from databases or processes with built-in controls that are subject to review and audit procedures.

Also, in the event that the limits established for a given metric in the RAS are exceeded, a protocol of action is triggered that is linked to the group's Recovery Plan for the RAS metrics in question, in order to review, control and, as necessary, correct any deviation.

The protocol also includes monitoring the execution and outcome of the action plan once it has been approved and set in motion.

Risk assessment also forms part of the control system and is established through advanced measuring methodologies. In this regard, the Basel Committee on Banking Supervision has been working on a new capital adequacy framework for financial institutions, known as the New Basel Capital Accord, a fundamental principle of which is that banks' regulatory capital requirements should be more closely related to the risks actually incurred, based on internal risk measurement models and parameters and internal estimates that have been validated beforehand.

The bank has an advanced methodology in place to ensure that risks incurred can be assessed reliably and managed actively, and it follows the guidelines defined by the Basel Committee in developing the different components required to complete its risk measurement systems.

On the basis of the risk metrics provided by these new methodologies, the bank has developed a consolidated risk measurement model with a common internal unit of measurement, allocated capital, the purpose of which is to determine, on the basis of internal parameters, the amount of capital required to ensure a specified level of solvency. Evaluating risk in terms of allocated capital requirements means that the risk can be linked to returns, from individual customer up to business unit level. Banco Sabadell has also developed an analytical pricing system associated with the risk, which provides this assessment and incorporates it into the transaction pricing process.

(this description continues in section H)



## **F INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR)**

Describe the mechanisms that comprise the systems for Internal Control over Financial Reporting (ICFR).

### F.1 The organisation's control environment

Provide details, highlighting the main characteristics of, at least:

#### F.1.1. Which bodies and/or functions are responsible for: (i) the existence and maintenance of an adequate and effective ICFR system; (ii) its implementation; and (iii) its supervision.

Article 5 of the Board of Directors Regulation states that the Board of Directors is an instrument of supervision and control whose responsibility is identifying the company's and the consolidated group's main risks and implementing and monitoring suitable internal control and reporting systems, as well as setting policies on the reporting and disclosure of information to shareholders, the markets and the general public.

In addition, as provided in Article 13 of its Regulation, the Board of Directors delegates supervision of internal control systems to the Audit and Control Committee.

The functions of the group's Internal Audit Department include supporting the Audit and Control Committee in supervising the proper design and implementation and effective functioning of the risk management and control systems, which include ICFR.

The group's Finance Department contributes to implementing the general framework of the internal control systems that are rolled out across the entire organisation.

Part of that contribution materialises in the responsibility for designing and implementing internal control systems for financial information that ensure the accuracy of the financial information that is generated.

#### F.1.2. The following elements, if any, with regard to the process in which the financial reporting is formulated:

- Departments and/or mechanisms entrusted with: (i) designing and reviewing the organisational structure; (ii) clearly defining the lines of responsibility and authority, with an appropriate distribution of tasks and functions; and (iii) ensuring that there are sufficient procedures for its proper dissemination within the company.

The design and review of the organisational structure is the responsibility of the Organisation and Services Department which, based on the Banco Sabadell Group Master Plan (which normally runs for three years), analyses and reviews the resources required by each division for compliance. This review is carried out regularly and not only is the necessary workforce decided, but also the structural organisation of each unit. Once an agreement has been reached, it is submitted to the Management Committee for approval and referral to each of the general divisions.

At the same time, the details of all the departments/units/offices are sent on a monthly basis to the Human Resources Department showing all the modifications that have been made, so as to equip them with the resources considered necessary to perform their duties.

The organisation chart of the Banco Sabadell Group arising from the above process addresses all the departments, areas and divisions into which the Banco Sabadell Group is divided. This organisation chart is supplemented by a "process map" giving greater details of the functions and responsibilities assigned to each area of the Banco Sabadell Group, including details of the presentation, analysis and review of financial reporting. The Banco Sabadell Group organisation chart and process map are accessible to all personnel on the Corporate intranet.

- Code of conduct, approval body, degree of distribution and instruction, principles and values (indicating whether there are specific references to the register of operations and production of financial information), the body entrusted with analysing non-compliance and with proposing corrective actions and sanctions.

The Banco Sabadell Group has a General Code of Conduct, approved by the Board of Directors and available via the corporate intranet, whose fundamental principles include a commitment to transparency, particularly vis-à-vis shareholders, and a commitment to place all the financial and corporate information at their disposal. The purpose is to comply strictly with the Banco Sabadell Group's obligation to offer reliable financial reporting prepared in accordance with the applicable regulations, presenting a true and fair view of the company. It also includes the responsibilities of its employees and officers to ensure this is so, both via proper discharge of their duties and notification to the governing bodies of any circumstance which might affect this commitment.

There is a Corporate Ethics Committee, whose functions include fostering ethical behaviour throughout the organisation, making proposals and advising both the Board of Directors and the various corporate and business units in connection with decisions that include aspects that may lead to conflicts of values.

Among the tasks carried out by the Corporate Ethics Committee is the analysis of compliance with the Code of Conduct or any other code or self-regulation that exists. In order to perform its functions, it has access to the material and human resources of the Compliance Department. If, as a consequence of exercising its functions, it detects any non-compliance, it must advise the Human Resources Department for the application of corrective actions and sanctions if applicable.

- A whistleblower channel, that allows reporting to the auditing committee of any irregularities of a financial or accounting nature, as well as cases of non-compliance with the code of conduct and irregular activities in the organisation, indicating if the matter is of a confidential nature.

The Banco Sabadell Group has, and encourages the use of, a whistleblower channel to report all types of irregularities, particularly possible breaches of the General Code of Conduct. Any reports received are treated confidentially and, once handled by the Corporate Ethics Committee (comprising a chairperson and 5 members appointed by the Board of Directors), are referred to the Audit and Control Committee, where appropriate. This channel is managed internally and may be contacted by email at 0901CEC@bancsabadell.com.

- Training programmes and regular updating for staff involved in the preparation and review of financial information, as well as in the evaluation of ICFR, and which cover at least the accounting standards, auditing, internal control and risk management.

As regards the training and refresher programmes and particularly regarding the financial reporting process, the Banco Sabadell Group's Finance Department has an on-site training plan that basically addresses areas such as the company's internal accounting/finance procedures, analysis of current regulations and drafts of new domestic and international accounting standards, analysis of the national and international economic situation, together with training in the use of software to facilitate management and oversight of the financial reporting process.

These training sessions are programmed based on two criteria:

- Sessions scheduled at the start of the year by selecting the areas considered of greatest interest by the Finance Department.
- Sessions scheduled during the current year in the event an issue arises which it is considered warrants prompt distribution (drafts of new accounting standards, changes in the economic situation, etc.).

These training sessions are not only for Finance Department personnel but also for other departments (Audit, Risk Control, Asset Transformation, etc.), depending on the content.

The on-site training is taught chiefly by internal professionals of the Banco Sabadell Group and by external experts who are specialists in the subject area.

In addition, the Human Resources Department places at the disposal of Banco Sabadell Group employees a series of financial training courses which they can take online. The most notable courses refer to IAS-IFRS (International Financial Reporting Standards), financial mathematics, Spain's General Accounting Plan and general tax matters.

The Internal Audit Department has a training plan in place for all management professionals which includes a University Specialist Programme in Bank Internal Auditing (PSAI) at a prestigious academic institution. The course covers areas such as accounting principles and financial reporting, the basics of auditing, and financial risk monitoring and management. In the 2017-2018 academic year, nine audit professionals were taking this programme, and 65 members of the Internal Audit Department hold PSAI certificates.

## F.2 Evaluation of financial reporting risks

Provide information on, at least:

### F.2.1. What are the chief characteristics of the risk identification process, including error or fraud, in relation to:

- If the process exists and is documented.

The Banco Sabadell Group's process of identifying the risk of error or the probability of fraud in financial reporting is documented in a procedure which sets out the frequency, methods, types of risks and other basic features of the process.

- Whether the process covers all the financial reporting objectives (existence and occurrence; integrity; valuations; presentation, itemisation and comparability; and rights and obligations), and if it is updated and how often.

The process covers all the financial reporting objectives (existence and occurrence; integrity; valuation; presentation, itemisation and comparability; and rights and obligations) and focuses on identifying risks of material error based on transaction complexity, quantitative and qualitative materiality, complexity of the calculations and application of judgements



and estimations, updated on an annual basis. If (i) circumstances not previously identified which reveal possible errors in the financial information, or (ii) material changes to the operations of the Banco Sabadell Group arise during the year, the Finance Department evaluates the risks to be added to those already identified.

The process is structured such that, on a half-yearly basis, an analysis is conducted to identify which areas or processes and in which companies and locations material transactions arise.

Once they have been identified, they are reviewed so as to analyse the potential risks of error for these types of transactions in each financial reporting objective.

- The existence of a process for identifying the consolidation scope, taking into account, among others, whether there are complex corporate structures, instrumentality companies or special-purpose vehicles.

The process for identifying the scope of consolidation is described in section F.3.1. of this document.

- If the process takes into account the effects of other types of risks (operational, technological, financial, legal, reputational, environmental, etc.) insofar as they affect the financial statements.

In addition, the process considers the risk of error in certain processes not linked to specific transaction types but which are especially important in view of their impact on drafting the financial reporting, such as the process of reviewing judgements and estimates, significant accounting policies and the closing and consolidation process. In this respect, and with a view to covering the risks of these processes, the Banco Sabadell Group has the control activities described in section F.3.1. of this document. It should also be noted that the risk identification process takes into account the possible effects of other types of risks (operational, technological, financial, legal, reputational, environmental, etc.), insofar as these may affect the financial statements.

- What governing body of the companies supervises the process.

The aforementioned process is conducted and documented by the Banco Sabadell Group's Finance Department and is supervised ultimately by the Audit and Control Committee.

### F.3 Control activities

State whether the company has at least the following, and describe their characteristics:

- F.3.1. Review and authorisation procedures for financial reporting and description of the ICFR, to be published in the securities markets, indicating those responsible, together with documentation describing the flows of activities and controls (including those related to the risk of fraud) of the various types of transactions that may have a significant effect on the financial statements, including the accounting closing procedure and specific review of the judgements, estimations, evaluations and major projections.

The procedure for reviewing and authorising the Banco Sabadell Group's financial reporting to the markets commences with a review by the Finance Department. In accordance with the Board of Directors Regulation, the separate and consolidated financial statements and half-yearly financial reports are reviewed by the Audit and Control Committee prior to being authorised by the Board of Directors. In accordance with the provisions of its Regulation, the Audit and Control Committee reads and discusses the information with the heads of the Finance and Internal Audit departments and with the external auditors prior to submission to the Board of Directors.

Once the Audit and Control Committee has vetted the information and either approved it or attached its comments, the CFO, the Chairman and the Managing Director of the Banco Sabadell Group sign the accounts and submit them to the Board of Directors for authorisation.

The Audit and Control Committee reviews the quarterly financial disclosures (income statement and trend of the main balance sheet items) before they are submitted to the Board of Directors.

With regard to the activities and controls directly relating to transactions that may have a significant impact on the financial statements, the Banco Sabadell Group has descriptions of the controls in place to mitigate the risk of material error (intentional or otherwise) in the information reported to the markets. For the critical areas of the Banco Sabadell Group, special emphasis is placed on developing solid descriptions of the flows of activities and controls, which cover, among others:

- Lending
- Fixed-income portfolio and issuance
- Equity portfolio
- Customer deposits
- Derivatives

- Foreclosed properties

These descriptions contain information on what form the control activity should take, its purpose (risk to be mitigated), the party responsible for executing it and the frequency. The descriptions cover controls on the proper accounting, measurement, presentation and disclosure of these areas.

The Banco Sabadell Group also has procedures for mitigating the risk of error in processes not related to specific transactions. In particular, there are procedures defined for the accounting close which include the consolidation process and specific review procedures for material judgements and estimates, which are escalated to senior management when appropriate.

With regard to the consolidation process within the accounting close, procedures have been implemented to ensure proper identification of the consolidation scope. In particular, for example, the Banco Sabadell Group conducts a monthly analysis of the consolidation scope, requesting the necessary information from all the subsidiaries; the analysis covers all types of corporate structures.

The review of judgements and estimates is carried out at different levels by members of the Finance Department. In addition, in its financial statements the Banco Sabadell Group describes the most important areas in which judgements and estimates are made, together with the key assumptions made in this connection. It also has procedures for reviewing accounting estimates. The main estimates relate to impairment losses on certain financial assets, actuarial calculations of pension liabilities and obligations, the useful life of tangible and intangible assets, measurement of goodwill, and the fair value of unlisted financial assets and of real estate.

### F.3.2. Internal control policies and procedures on security, the information systems (amongst others, access control, change control, operation of same, operating continuity and segregation of functions) that support the major processes of the entity with regard to the formulation and publication of financial reporting.

The Banco Sabadell Group uses information systems to maintain an adequate record and control of its operations and is, consequently, highly dependent on them working properly.

As part of the process to identify risks of error in financial reporting, the Banco Sabadell Group identifies which systems and applications are important in each of the areas or processes considered to be significant. The identified systems and applications include those used directly in preparing the financial information and those that are important for ensuring that the controls to mitigate the risk of errors are effective.

The design and implementation of the applications define a methodological framework that establishes the various points of control to ensure that the solution complies with user requirements and meets the required standards of reliability, efficiency and maintainability.

Any change regarding infrastructures or applications is handled via the change management service, which defines the change approval flow, which may be escalated to the Change Committee, with definition of the impact and the possibility of roll-back.

The Banco Sabadell Group Information Security and Operational Continuity Department has policies aimed at covering access security by segregating functions and defining virtual roles and resources, and the continuity of operations by creating BRS centres and performing periodic operating tests.

### F.3.3. Internal control policies and procedures for managing outsourced activities, and measurement, calculation or valuation services commissioned from independent experts, when these may materially affect the financial statements.

The Banco Sabadell Group regularly examines whether activities carried out by third parties are material to the financial reporting process or might indirectly affect its reliability. To date, the Banco Sabadell Group has not outsourced processes with a material impact on financial reporting. However, the Banco Sabadell Group regularly uses reports from independent experts for measuring transactions that may materially affect the financial statements.

In 2017, the activities outsourced to third parties (appraisals and calculations by independent experts) were connected with real estate appraisals, measuring post-employment benefits for employees, and measuring derivatives.

The units of the Banco Sabadell Group responsible for these operations exercise oversight on the work of the external experts to check their competence, skills, accreditation and independence together with the validity of the data and methods used and the reasonableness of the assumptions applied as described in section F.3.1.

## F.4 Information and reporting

State whether the company has at least the following, and describe their characteristics:

F.4.1. A specific function responsible for defining the accounting policies and keeping them up to date (accounting policies department or area) and for resolving doubts or conflicts arising from their interpretation, maintaining regular communication with the persons responsible for operations within the organisation, together with an updated accounting policies manual distributed to all the bank's operating units.

The Financial Reporting Regulation and Supervision Department (under the Financial Reporting Department) is the sole unit responsible for identifying, defining and communicating the accounting policies that affect the Banco Sabadell Group and for responding to queries concerning accounting from the subsidiaries and business units.

The Financial Reporting Department is responsible for informing Senior Management of the Banco Sabadell Group regarding new accounting standards, the results of their implementation and their impact on the financial statements of the Banco Sabadell Group.

The Banco Sabadell Group has guides on accounting procedure that conform to the needs, requirements and dimension of the Banco Sabadell Group; they set out and explain the rules for preparing financial reporting and describe how to apply the rules to the bank's specific operations. These documents not only explicitly refer to the standards applied to each type of transaction but also elaborate upon and interpret them so as to adapt exactly to each transaction type.

These documents are updated periodically (at least once per year) and include the standards applicable for the year 2017. Significant modifications are notified to the dependent companies to which they are applicable.

F.4.2. Mechanisms using standard forms for gathering and preparing financial information, for application and use by all units in the bank or group, to support the main financial statements and notes as well as detailed disclosures on ICFR.

The chief IT systems and applications used in generating financial reporting by the Banco Sabadell Group are centralised and interconnected. There are procedures and controls that ensure proper development and maintenance of those systems, as well as their proper performance, continuity and security.

During the consolidation and preparation of the financial reporting, inputs such as the financial statements issued by the Group subsidiaries are used in the established formats, together with the rest of the financial information required both for accounting harmonisation and for meeting the disclosure requirements.

The Banco Sabadell Group has a number of software applications for consolidation, including a series of controls to ensure the reliability and proper processing of the information received from subsidiaries, notably checks to ensure consolidation entries were posted correctly, an analysis of variations in all balance sheet and income statement items, variations in the results obtained with respect to proper insertion of group undertakings' financial statements, the monthly and annual budget, and specific Bank of Spain checks on the financial statements, in which the balance sheet and profit and loss account items are cross-checked.

## F.5 Supervision of system operation

Report on at least the following, giving details of their main features:

F.5.1. The supervision of ICFR performed by the Audit Committee, and whether the entity has an internal audit function with the duty of supporting the committee in supervising the internal control system, including ICFR. Also provide information on the scope of the evaluation of ICFR carried out during the year and the procedure by which the person assigned to perform the assessment reports the results, whether the entity has an action plan setting out corrective measures and whether its impact on financial reporting has been considered.

At each financial close, the Financial Department carries out an evaluation of the internal control model, the risks of the financial reporting processes, and the adequacy and effectiveness of the related controls, taking account of regulatory changes and of material changes in the entity's processes, among other aspects. Additionally, the automatic checks carried out on the financial statements were strengthened in 2017 due to completion of a project to transform the process of drawing up the accounts.

At 2017 year-end, the Financial Control Department presented an overall report on ICFR to the Audit and Control Committee. The report referred mainly to the operation of the platform that generates the accounts, the number of controls, distinguishing between automatic and manual controls, a summary for the bank's main transactions of the key controls used to cover the ICFR assertions defined in CNMV Circular 5/2013, and a conclusion as to the execution of the controls in the accounting close.

The Banco Sabadell Group also has an Internal Audit Department which reports to the group's Audit and Control Committee. In accordance with Article 13.6 of the Board of Directors Regulation, it is the responsibility of the Audit and Control Committee to monitor the internal audit services and review the appointment and replacement of its managers.

On 24 January 2017, the group's Audit and Control Committee approved the Overall Audit Plan for 2017, which includes aspects relating to the general criteria to be applied as regards the specific supervision of ICFR. One of the Internal Audit Department's missions is to support the Audit and Control Committee in supervising the correct design and implementation and effective operation of the risk monitoring and management systems, which include ICFR.

The Overall Audit Plan sets out the actions to be implemented with respect to the financial areas or processes considered to have the highest residual risk on the basis of a risk assessment exercise. The actions envisaged in the Plan were implemented in 2017 and, in each of them, Internal Audit:

- Identified the controls required to mitigate the risks associated with the activities of the process under review.
- Analysed the effectiveness of the existing controls.
- Verified the performance of these controls and their documentation in the group's ICFR.
- Communicated the conclusions of the review to the audited unit, issuing a report with its opinion, considering the impact on the financial reporting.
- Made any necessary recommendations, including proposals for corrective action.

Additionally, during 2017, Internal Audit performed an overall review of the ICFR every six months in addition to the specific reviews mentioned above, in which it checked the adequacy and effectiveness of the controls considered as vital and also reviewed the general controls over the information systems indicated in section F.3.2.

The reports issued by Internal Audit in relation to the evaluation of the ICFR were submitted to the Audit and Control Committee to enable it to perform its oversight functions. The Committee approved the action plans presented by the Internal Audit Department for remedying any control weaknesses that were identified.

In addition to the aforementioned supervisory activities carried out by the Audit and Control Committee and the Internal Audit Department, in 2017 the external auditor reviewed the information relating to the ICFR, with no adverse findings.

**F.5.2. Is there a discussion procedure through which the auditor (in accordance with the provisions of the Audit Technical Standards), the internal audit function and other experts can report to senior management and to the audit committee or company directors on any significant internal control weaknesses identified during the review of the financial statements, or any other entrusted to them? Also report on whether there is an action plan to remedy or mitigate identified weaknesses.**

The Audit and Control Committee meets at least once every three months (prior to the publication of the regulated disclosures) in order to obtain and analyse the necessary information to fulfil the functions entrusted to it by the Board of Directors.

These meetings carry out an in-depth review of the annual and half-yearly accounts and the interim financial statements of the company together with the rest of the information made available to the market. To carry out this process, the Audit and Control Committee first receives all the documentation and meets with the Director - General Manager, the Internal Audit Department and the external auditor (in the case of the annual and half-yearly accounts) in order to ensure proper application of the current accounting standards and the reliability of the financial reporting. In addition, this discussion process assesses any ICFR weaknesses that were identified, and the proposals to correct them and the status of any actions that have been taken. Every six months, within the ICFR framework, the Audit and Control Committee reviews and approves the action plans presented by the Internal Audit Department in order to correct or mitigate any observed weaknesses.

The group's auditor has direct access to the group's senior management and holds regular meetings to obtain the necessary information and to report on control weaknesses detected during the audit. With regard to the latter, each year the external auditor submits a report to the Audit and Control Committee detailing any internal control weaknesses that were detected or certifying that there were none. This report incorporates comments by group management and any action plans implemented to remedy internal control weaknesses.

## F.6 Other material information

The Banco Sabadell Finance Department has implemented a software application that includes and formalises all the ICFR controls, while at the same time ensuring ongoing identification of new risks to be considered and updates to mitigating controls in each accounting close. This application enables the controls to be validated on time and properly with the aim of guaranteeing the reliability of the financial reporting. The software features are designed to take account of the recommendations in the CNMV's guide entitled "Internal Control over Financial Reporting in Listed Companies," based on the principles and good practices contained in the COSO report (Committee of Sponsoring Organizations of the Treadway Commission).

## F.7 External auditor report

Report on:

**F.7.1. State whether the ICFR information supplied to the market has been reviewed by the external auditor, in which case the corresponding report should be attached. Otherwise, give the reasons for the absence of this review.**

The Banco Sabadell Group submitted the ICFR information supplied to the markets for 2017 to the external auditor for review. The report by the External Auditor (PricewaterhouseCoopers), once it is available, will be attached as an annex to this annual report on corporate governance.

The scope of the auditor's review is determined by Circular E01/2012, dated 25 January 2012, of the Instituto de Censores Jurados de Cuentas de España.

## **G** DEGREE OF ADHERENCE TO RECOMMENDATIONS ON CORPORATE GOVERNANCE

Indicate the degree of compliance by the company with the recommendations of the Unified Good Governance Code for Listed Companies. If any recommendation is not followed or is followed only in part, give a detailed explanation of the reasons so that shareholders, investors and the market in general have sufficient information to be able to evaluate the company's course of action. Explanations of a general nature will not be sufficient.

**1. The bylaws of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.**

Complies  Explain

**2. When a dominant and a subsidiary company are stock market listed, the two should provide detailed disclosure on:**

**a) The respective fields of business and any business relationships between them, as well as those between the listed subsidiary and other companies in the group.**

**b) The mechanisms for settling any conflicts of interest that might arise.**

Complies  Partially complies  Explain  Not applicable

**3. During the Annual General Meeting, in addition to the written corporate governance annual report, the Chairman of the Board of Directors should verbally inform the shareholders, providing sufficient detail, of the most significant aspects of the company's corporate governance and, in particular:**

**a) Any changes since the last General Meeting.**

**b) The specific reasons for which the company does not follow one or more of the recommendations of the Code of Corporate Governance and, if any, alternative rules that are of application in this matter.**

Complies  Partially complies  Explain

**4. The company defines and promotes a communication and contact policy with shareholders, institutional investors and proxy advisors that fully complies with the standards to combat market abuse and that gives similar treatment to shareholders in the same position. This policy should be disclosed on the company's website, complete with details of how it has been put into practice and the identities of the relevant interlocutors or those entrusted with its implementation.**

Complies  Partially complies  Explain

**5. The Board of Directors should not submit proposals to the General Meeting to grant powers to issue shares or convertible securities while overriding pre-emptive subscription rights for an amount greater than 20% of the capital at the time of the granting of these powers. Whenever the Board of Directors approves an issuance of shares or convertible securities, with the exception of pre-emptive subscription rights, the company should immediately publish on its website the reports required in mercantile legislation in connection with overriding pre-emptive rights.**

Complies  Partially complies  Explain

**6. Although not expressly required by company legislation, listed companies that have prepared the reports listed below, either mandatorily or voluntarily, should publish them on their website sufficiently in advance of the Ordinary General Meeting:**

**a) Report on the auditor's neutrality.**

**b) Reports on the operation of the Audit Committee and the Appointments and Remuneration Committees.**

**c) Report by the Audit Committee on related-party transactions.**

**d) Report on the company's corporate responsibility policy.**

Complies  Partially complies  Explain

**7. The company should broadcast its general meetings live on the corporate website.**

Complies  Explain

**8. The audit committee should strive to ensure that the board of directors can present the company's accounts to the general meeting without limitations or qualifications in the auditor's report. In the**

exceptional case that qualifications exist, both the chairman of the audit committee and the auditors should give a clear account to shareholders of their scope and content.

Complies  Partially complies  Explain

**9. The company should disclose its conditions and procedures for accrediting share ownership, the right to attend general meetings and the exercise or delegation of voting rights, and display them permanently on its website. Such conditions and procedures should encourage shareholders to attend and exercise their rights and be applied in a non-discriminatory manner.**

Complies  Partially complies  Explain

**10. When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the general meeting, the company should:**

**a) Immediately circulate the supplementary items and new proposals.**

**b) Re-issue the attendance card or proxy appointment or remote voting form in a duly modified form so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the board of directors.**

**c) Put all these items or alternative proposals to the vote applying the same voting rules as for those submitted by the board of directors, with particular regard to presumptions or deductions about the direction of votes.**

**d) After the general meeting, disclose the breakdown of votes on such supplementary items or alternative proposals.**

Complies  Partially complies  Explain  Not applicable

**11. In the event that a company plans to pay for attendance at the general meeting, it should first establish a general, long-term policy in this respect.**

Complies  Partially complies  Explain  Not applicable

**12. The Board of Directors should perform its duties with unity of purpose and independence, according the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interests, understood as the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value.**

**In pursuing the corporate interest, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, clients and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.**

Complies  Partially complies  Explain



**13. The board of directors should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is between five and fifteen members.**

Complies  Explain

**14. The board of directors should approve a director selection policy that:**

**a) Is concrete and verifiable;**

**b) Ensures that appointment or re-election proposals are based on a prior analysis of the board's needs; and**

**c) Favours a diversity of knowledge, experience and gender.**

The results of the prior analysis of board needs should be written up in the nomination committee's explanatory report, to be published upon convening the general meeting that will ratify the appointment and re-election of each director.

The director selection policy should pursue the goal of having at least 30% of total board places occupied by women directors before the year 2020.

The nomination committee should run an annual check on compliance with the director selection policy and set out its findings in the annual corporate governance report.

Complies  Partially complies  Explain

**15. Proprietary and independent directors should constitute an ample majority on the board of directors, while the number of executive directors should be as low as is practical bearing in mind the complexity of the corporate group and the ownership interests they control.**

Complies  Partially complies  Explain

**16. The percentage of proprietary directors out of all non-executive directors should be no greater than the proportion between the ownership stake of the shareholders they represent and the remainder of the company's capital. This criterion can be relaxed:**

**a) In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.**

**b) In companies with a plurality of shareholders represented on the board but not otherwise related.**

Complies  Explain

**17. Independent directors should account for at least half of all board members. However, when the company does not have a large market capitalisation, or when a large cap company has shareholders individually or concertedly controlling over 30 percent of capital, independent directors should occupy, at least, a third of board places.**

Complies  Explain



**18. Companies should disclose the following director particulars on their websites and keep them regularly updated:**

**a) Background and professional experience.**

**b) Directorships held in other companies, listed or otherwise, and other paid activities they engage in, of any nature.**

**c) Statement of the director category to which they belong, in the case of proprietary directors, indicating the shareholder they represent or have links with.**

**d) Dates of their first appointment as a board member and subsequent re-elections.**

**e) Shares held in the company, and any options on the same.**

Complies  Partially complies  Explain

**19. Following verification by the nomination committee, the annual corporate governance report should disclose the reasons for the appointment of proprietary directors at the urging of shareholders controlling less than 3 percent of capital; and explain any rejection of a formal request for a board place from shareholders whose equity stake is equal to or greater than that of others who applied successfully for a proprietary directorship.**

Complies  Partially complies  Explain  Not applicable

**20. Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. If such shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the number of the latter should be reduced accordingly.**

Complies  Partially complies  Explain  Not applicable

**21. The board of directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the bylaws, except where they find just cause, based on a proposal from the nomination committee. In particular, just cause will be presumed when directors take up new posts or responsibilities that prevent them allocating sufficient time to the work of a board member, or are in breach of their fiduciary duties or come under one of the cases enumerated in the applicable legislation that disqualify a person from being classified as independent. The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided the changes in board membership arise from the proportionality criterion set out in recommendation 16.**

Complies  Explain

**22. Companies should establish rules obliging directors to disclose any circumstance that might harm the organisation's name or reputation, and to tender their resignation, if appropriate, and, in particular, to inform the board if they are investigated by the police and, and the progress of any subsequent court hearing.**

**As soon as a director is indicted or arraigned for any of the offences listed in company law, the board of directors should open an investigation and, in light of the particular circumstances, decide whether or not the director should be called on to resign. The Board of Directors should give a reasoned report on this in the annual report on corporate governance.**

Complies  Partially complies  Explain

**23. Directors should express their clear opposition when they feel a proposal submitted for the board's approval might damage the corporate interest. In particular, independents and other directors not subject to potential conflicts of interest should strenuously challenge any decision that could harm the interests of shareholders lacking board representation.**

**When the board makes material or reiterated decisions about which a director has expressed serious reservations, then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation. The terms of this recommendation also apply to the secretary of the board, even if he or she is not a director.**

Complies  Partially complies  Explain  Not applicable

**24. Directors who give up their place before their tenure expires, through resignation or otherwise, should state their reasons in a letter to be sent to all members of the board.**

**Whether or not such resignation is disclosed in the form of a regulatory disclosure, the reasons should be set out in the annual corporate governance report.**

Complies  Partially complies  Explain  Not applicable

**25. The nomination committee should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively. The board of directors regulations should lay down the maximum number of company boards on which directors can serve.**

Complies  Partially complies  Explain

**26. The board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each director may propose the addition of initially unscheduled items.**

Complies  Partially complies  Explain

**27. Director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of unavoidable absence, directors should grant proxy with the appropriate instructions.**

Complies  Partially complies  Explain

**28. When directors or the secretary express concerns about a motion or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, they should be entered in the minute book if the person expressing them so requests.**

Complies  Partially complies  Explain  Not applicable

**29. The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.**

Complies  Partially complies  Explain

**30. Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.**

Complies  Partially complies  Explain

**31. The agendas of board meetings should clearly indicate on which points directors must arrive at a decision, so that they can study the matter or gather the material they need beforehand. For reasons of urgency, the chairman may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly minuted, of the majority of directors present.**

Complies  Partially complies  Explain

**32. Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its group.**

Complies  Partially complies  Explain

**33. The chairman, as the person charged with the efficient functioning of the board of directors, in addition to the functions assigned by law and the company's bylaws, should prepare and submit to the board a schedule of meeting dates and agendas; organise and coordinate regular evaluations of the board and, where appropriate, the company's chief executive officer; exercise leadership of the board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review refresher courses for each director, when circumstances so advise.**

Complies  Partially complies  Explain

**34. When a lead independent director has been appointed, the bylaws or board of directors regulations should grant him or her the following powers over and above those conferred by law: chair the board of directors in the absence of the chairman or vice chairmen; give voice to the concerns of non-executive directors; maintain contacts with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those to do with the company's corporate governance; and coordinate the chairman's succession plan.**

Complies  Partially complies  Explain  Not applicable

**35. The board secretary should strive to ensure that the board's actions and decisions are informed by the recommendations of the Good Governance Code that are applicable to the company.**

Complies  Explain

**36. The board in full should conduct an annual assessment, adopting, where necessary, an action plan to correct weakness detected in:**

- a) The quality and efficiency of the board's operation.
- b) The performance and membership of its committees.
- c) The diversity of board membership and competences.
- d) The performance of the chairman of the board of directors and the company's chief executive.
- e) The performance and contribution of individual directors, with particular attention to the chairs of board committees.

The evaluation of board committees should start from the reports they send to the board of directors, while that of the board itself should start from the report of the nomination committee. Every three years, the board of directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the nomination committee. Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the annual corporate governance report. The process followed and areas evaluated should be detailed in the annual corporate governance report.

Complies  Partially complies  Explain

**37. When an executive committee exists, its membership mix by director class should resemble that of the board. The secretary of the board should also act as secretary of the executive committee.**

Complies  Partially complies  Explain  Not applicable

In accordance with article 59 of the Articles of Association, the Executive Committee will comprise at most 6 directors. At the end of 2017, the Executive Committee comprised 3 executive directors and 2 independent directors. The Chairman of the Board of Directors is a member and the Chair of the Executive Committee; the Vice-Secretary of the Board of Directors is the Secretary of the Executive Committee, with the same faculties as the Secretary of the Board of Directors.

The Appointments Committee has sought to ensure that the composition of the Executive Committee is similar to that of the Board of Directors, with both executive directors and independent directors who, additionally, are not members of any of the other Board sub-committees. Consequently, Banco Sabadell understands that the composition of the Executive Committee in terms of the categories of directors who are represented is similar to that of the Board of Directors itself, in line with the principles of the Code of Good Governance.

Independent directors account for 66.67% of the Board of Directors and 40% of the Executive Committee.

**38. The board should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the committee's minutes.**

Complies  Partially complies  Explain  Not applicable

**39. All members of the audit committee, particularly its chairman, should be appointed on the basis of their knowledge and experience in accounting, auditing and risk management. A majority of committee places should be held by independent directors.**

Complies  Partially complies  Explain

**40. Listed companies should have a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and control systems. This unit should report functionally to the board's non-executive chairman or the chairman of the audit committee.**

Complies  Partially complies  Explain

**41. The head of the unit handling the internal audit function should present an annual work programme to the audit committee, inform it directly of any incidents arising during its implementation and submit an activities report at the end of each year.**

Complies  Partially complies  Explain  Not applicable

**42. The audit committee should have the following functions over and above those assigned to it by law:**

**1. With respect to internal control and reporting systems:**

a) Monitor the preparation and the integrity of the financial information relating to the company and, as appropriate, the group, checking for compliance with legal provisions, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.

b) Monitor the independence of the unit handling the internal audit function; propose the selection, appointment, re-election and removal of the head of the internal audit service; propose the service's budget; approve its priorities and work programmes, ensuring that it focuses primarily on the main risks the company is exposed to; receive regular report-backs on its activities; and verify that senior management are acting on the findings and recommendations of its reports.

c) Establish and supervise a mechanism whereby staff can report, confidentially and, if appropriate and feasible, anonymously, any significant irregularities that they detect in the course of their duties, in particular financial or accounting irregularities.

2. With regard to the external auditor:

a) Investigate the issues giving rise to the resignation of the external auditor, should this come about.

b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.

c) Ensure that the company notifies any change of external auditor to the CNMV as a regulatory disclosure, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.

d) Ensure that the external auditor holds an annual meeting with the full Board of Directors to report on the work carried out and on the evolution of the accounting situation and the company's risks.

e) Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.

Complies  Partially complies  Explain

43. The audit committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior officer.

Complies  Partially complies  Explain

44. The audit committee should be informed of any fundamental changes or corporate transactions the company is planning, so that the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the proposed exchange ratio.

Complies  Partially complies  Explain  Not applicable

45. Risk control and management policy should identify at least:

a) The different types of financial and non-financial risk the company is exposed to (including operational, technological, financial, legal, social, environmental, political and reputational risks), with the inclusion under financial or economic risks of contingent liabilities and other off-balance-sheet risks.

b) The determination of the risk level the company sees as acceptable.

c) The measures in place to mitigate the impact of identified risk events should they occur.

**d) The internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.**

Complies  Partially complies  Explain

**46. Companies should establish a risk control and management function in the charge of one of the company's internal department or units and under the direct supervision of the audit committee or some other dedicated board committee. This function should be expressly charged with the following responsibilities:**

**a) Ensure that risk control and management systems are functioning correctly and, specifically, that major risks the company is exposed to are correctly identified, managed and quantified.**

**b) Participate actively in the preparation of risk strategies and in key decisions about their management.**

**c) Ensure that risk control and management systems are mitigating risks effectively in the frame of the policy drawn up by the board of directors.**

Complies  Partially complies  Explain

**47. Appointees to the nomination and remuneration committee — or the nomination committee and remuneration committee, if separate — should have the right balance of knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be independent directors.**

Complies  Partially complies  Explain

**48. Large cap companies should have separate nomination and remuneration committees.**

Complies  Explain  Not applicable

**49. The nomination committee should consult with the company's chairman and chief executive, especially on matters relating to executive directors.**

**When there are vacancies on the board, any director may approach the nomination committee to propose candidates that it might consider suitable.**

Complies  Partially complies  Explain

**50. The remuneration committee should operate independently and have the following functions in addition to those assigned by law:**

**a) Propose to the board the standard conditions for senior officer contracts.**

**b) Monitor compliance with the remuneration policy set by the company.**

**c) Periodically review the remuneration policy for directors and senior officers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior officers in the company.**

**d) Ensure that conflicts of interest do not undermine the independence of any external advice the committee engages.**

**e) Verify the information on director and senior officers' remuneration contained in corporate documents, including the annual directors' remuneration statement.**

Complies  Partially complies  Explain

**51. The remuneration committee should consult with the company's chairman and chief executive, especially on matters relating to executive directors and senior officers.**

Complies  Partially complies  Explain

**52. The terms of reference of supervision and control committees should be set out in the board of directors regulations and aligned with those governing legally mandatory board committees as specified in the preceding sets of recommendations. They should include at least the following terms:**

- a) Committees should be formed exclusively by non-executive directors, with a majority of independents.**
- b) Committees should be chaired by an independent director.**
- c) The board should appoint the members of such committees on the basis of the directors' knowledge, skills and experience and each committee's terms of reference; discuss their proposals and reports; and provide report-backs on their activities and work at the first board plenary following each committee meeting.**
- d) They may engage external advice, when they feel it necessary for the discharge of their functions.**
- e) Meeting proceedings should be minuted and a copy made available to all board members.**

Complies  Partially complies  Explain  Not applicable

**53. The task of supervising compliance with corporate governance rules, internal codes of conduct and corporate social responsibility policy should be assigned to one board committee or split between several, which could be the audit committee, the nomination committee, the corporate social responsibility committee, where one exists, or a dedicated committee established ad hoc by the board under its powers of self-organisation, with at the least the following functions:**

- a) Monitor compliance with the company's internal codes of conduct and corporate governance rules.**
- b) Oversee the strategy for communication and relations with shareholders and investors, including small and medium-sized shareholders.**
- c) Periodically evaluate the effectiveness of the company's corporate governance system, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of the other stakeholders.**
- d) Review the company's corporate social responsibility policy, ensuring that it is geared to value creation.**
- e) Monitor corporate social responsibility strategy and practices and assess compliance in their respect.**
- f) Monitor and evaluate the company's interaction with its stakeholders.**
- g) Evaluate all aspects of the non-financial risks the company is exposed to, including operational, technological, legal, social, environmental, political and reputational risks.**
- h) Coordinate non-financial and diversity reporting processes in accordance with applicable legislation and international benchmarks.**

Complies  Partially complies  Explain



**54. The corporate social responsibility policy should state the principles or commitments the company will voluntarily adhere to in its dealings with stakeholder groups, specifying at least:**

- a) The goals of its corporate social responsibility policy and the support instruments to be deployed.
- b) The corporate strategy with regard to sustainability, the environment and social issues.
- c) Concrete practices in matters relative to: shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of illegal conduct.
- d) The methods or systems for monitoring the results of the practices referred to above, and identifying and managing related risks.
- e) The mechanisms for supervising non-financial risk, ethics and business conduct.
- f) Channels for stakeholder communication, participation and dialogue.
- g) Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.

Complies  Partially complies  Explain

**55. The company should report on corporate social responsibility developments in its directors' report or in a separate document, using an internationally accepted methodology.**

Complies  Partially complies  Explain

**56. Director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independence of non-executive directors.**

Complies  Explain

**57. Variable remuneration linked to the company's and the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans should be confined to executive directors. The company may consider the share-based remuneration for non-executive directors provided that they must retain such shares until the end of their mandate. The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.**

Complies  Partially complies  Explain

**58. In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's industry, or circumstances of that kind. In particular, variable remuneration items should meet the following conditions:**



a) Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.

b) Promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies.

c) Be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over sufficient time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.

Complies  Partially complies  Explain  Not applicable

59. A major part of variable remuneration components should be deferred for long enough to ensure that predetermined performance criteria have effectively been met.

Complies  Partially complies  Explain  Not applicable

60. Remuneration linked to company earnings should bear in mind any qualifications stated in the external auditor's report that reduce their amount.

Complies  Partially complies  Explain  Not applicable

61. A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.

Complies  Partially complies  Explain  Not applicable

62. Following the award of shares, share options or other rights on shares derived from the remuneration system, directors should not be allowed to transfer a number of shares equivalent to twice their annual fixed remuneration, or to exercise the stock options or other rights on shares, for at least three years after their award.

The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.

Complies  Partially complies  Explain  Not applicable

63. Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when payment was out of step with the director's actual performance or based on data subsequently found to be misstated.

Complies  Partially complies  Explain  Not applicable

64. Termination payments should not exceed a fixed amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that he or she has met the predetermined performance criteria.

Complies  Partially complies  Explain  Not applicable

## **H OTHER INFORMATION OF INTEREST**

1. If there are any material aspects relating to corporate governance at the company or any of the group companies that has not been disclosed in other sections of this report but which are necessary to provide a more comprehensive and fully reasoned picture of the entity's governance structure and practices, describe them briefly.

2. This section may be used to provide further information, clarifications or reservations in relation to the preceding sections of this report, which should be significant and not repetitive.

Specifically, indicate if the company is subject to corporate governance legislation of any jurisdiction other than Spain, and, if so, include the obligatory disclosures that differ from those required in this report.

3. The company may also indicate whether it has voluntarily adopted any other codes of ethics or good practices, whether international, industry-wide or otherwise. Identify any such code and the date on which it was adopted.

### **A.2**

The information provided is based on communications sent by shareholders to the CNMV or directly to the bank. The percentage of total rights corresponds to the entity's current share capital, which was increased on 2 November 2017, shares being listed on 23 November 2017.

### **A.8**

See table attached.

### **B.5**

In accordance with article 38 of the Articles of Association of Banco de Sabadell, S.A., in order to attend and vote at a General Meeting, shareholders must accredit that they possess or hold proxies for one thousand (1,000) shares. Shareholders holding less than that minimum amount of shares may group together to constitute the minimum and grant proxy to any one of them, or to another shareholder that is entitled to attend the General Meeting in accordance with the provisions of the Articles of Association.

### **C.1.2**

Mr. Miquel Roca i Junyent was appointed Secretary of the Board of Directors (not a director) at the Board meeting on 13 April 2000, and Ms. María José García Beato, the bank's General Secretary, was appointed Vice-Secretary of the Board of Directors (not a director) at the Board meeting held on 1 June 2012.

### **C.1.5, C.1.6 and C.1.6.bis**

In addition to the information on gender diversity set out in sections C.1.5, C.1.6 and C.1.6.bis, and in accordance with the new wording of sub-section 6 of article 540.4 c) of the Capital Companies Act, as amended by Royal Decree-Law 18/2017, of November 24, whereby the Annual Corporate Governance Report must contain a description of the diversity policy applied in relation to the Board of Directors, Banco Sabadell applies its diversity policy through the Banco Sabadell Director Selection Policy approved by the Board of Directors on 25 February 2016, which aims to ensure an appropriate balance in the composition of the Board of Directors as a whole such as to enrich decision-making and provide a plurality of viewpoints in debates on matters within its competence.

In order to achieve this diversity objective, the Policy establishes the conditions that the Appointments Committee must vet in candidates for directorships in Banco Sabadell; candidates are required to have professional competence, provide diversity and meet the fitness and suitability requirements.

Professional competence will be assessed in persons who have achieved recognition in their profession; particular value is attached to recognition or prominence in the business community, which enables the candidate to contribute a strategic and business vision.

Candidates are also expressly required to have an academic background with the appropriate level and profile to comprehend the bank's main activities and risks. Diversity in the Board of Directors is achieved through a variety of professional profiles, experiences, origins and nationalities and, in particular, gender; fitness and suitability is evidenced by an appropriate track record and personal, commercial and professional conduct that shed no doubt as to the person's capacity to exercise healthy, prudent oversight of the entity. In addition, Banco Sabadell has a set of policies, internal rules and codes of conduct that guarantee ethical and responsible behaviour throughout the organisation and have an impact on diversity and that are equally applicable to the Board of Directors, both in the director selection procedure and in the day-to-day performance of their functions, in matters such as training and professional experience, age, disability and gender. These policies are published on the Company's corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)), within the Corporate Social Responsibility (CSR) section.

One of the primary guidelines of the Banco Sabadell Group Human Resources Policy is to ensure optimal professional development for its employees while providing a working environment free of any kind of discrimination, whether on grounds of age, ability or gender. Additionally, the Banco Sabadell Group Ethics and Human Rights Policy requires that fairness, transparency, professional responsibility, respect for diversity and the rights of individuals and the non-discrimination and exploitation of the human being are values that are part of the way of being and way of doing of the Banco Sabadell Group. Likewise, the Ethics and Human Rights Policy enshrines the principle of equality of persons without any distinction on the basis of race, sex, religion or any other distinguishing characteristic, respecting their dignity and guaranteeing equality of opportunities.

In the area of workplace safety, the Banco Sabadell Occupational Safety Plan has a specific procedure for the protection of particularly sensitive persons, including workers with a recognised disability, which applies equally to the Board of Directors.

Below are some specific data related to diversity in issues such as training, and professional experience and age. Gender diversity was dealt with specifically in sections C.1.5, C.1.6 and C.1.6.bis.

The diversity of training and professional experience in the Board of Directors is reflected in the directors' range of specialities and professional experience, as detailed for the independent directors in section C.1.3. As a whole, and taking into account that the most of the directors' professional experience falls under more than one profile, the Board has the following profiles in terms of specialisation or experience: six directors have a background in banking and finance, eight have a business background, three have an academic background, two have international experience, one is a consultant, two are auditors and one has a background in insurance. Regarding the diversity applied to this issue during the year 2017, the three director appointments made during the year contributed to maintaining and strengthening the diversity and collective suitability of the Board of Directors, since the appointees contributed an international, business, banking and financial profile to cover the existing needs within the Board of Directors, by matching the profiles of the outgoing directors and coming at a time in which the Banco Sabadell Group is expanding internationally.

The average age of Board members is 62.5. In relation to the issue of diversity applied to age, particularly in order to maintain the diversity of the Board of Directors as a whole, the Appointments Committee seeks to ensure that the composition of the Board of Directors includes an appropriate balance between directors having sufficient prior professional experience to enable them to function as directors of a credit institution, and the possibility of their holding office for long enough to make a meaningful contribution to sustainable value creation.

## **C.1.10**

All Board powers have been delegated to the Managing Director, Mr. Jaime Guardiola Romojaro, except for those that cannot legally be delegated.

The powers delegated to him include the following:

1. To enter into any contracts and binding agreements generally and carry out any acts or enter into any contracts for the administration, disposal, and defence of assets and rights of any description including properties and rights in rem. These powers shall therefore include, without limitation, the following: to purchase and sell, even for deferred payment, encumber, mortgage and generally dispose of property and rights of any kind; to constitute, accept and extinguish rights in rem, including any purchase options and defeasance clauses required to be recorded in the Property Registry and other similar rights or claims; to set up, alter or terminate companies of any description and hold any position or office in same, and attend, speak and vote at general and other meetings thereof.

2. To draw, accept, take or acquire, negotiate, discount, endorse, collect and guarantee bills of exchange, promissory notes, receipts, invoices, cheques and endorsable commercial paper of all kinds, whether made out to a named person or to bearer; to enter protests on non-acceptance or non-payment and sign any documents required for any of the aforesaid purposes.

3. To pay and receive money of any amount under any heading and cash payment orders by central, regional, provincial or municipal governments.

4. To open ordinary cash or securities current accounts and current accounts guaranteed by securities and by personal credit, with any bank, credit or savings institution, including in particular the Bank of Spain or any branch thereof; to stand surety for any account or accounts opened by third parties and extend, renew, clear, settle or close the same, and sign any policies, invoices or other documents required to carry out such operations; to issue drafts against any of the aforesaid accounts whether such accounts have been opened under the authority of this power or are currently held or opened in the future by the grantor hereof or by any other person on its behalf, and sign cheques, notes, drafts or any other documents accepted for this purpose; to collect from any such banks or the Bank of Spain or any branch thereof books of cheques, notes or drafts in order to issue drafts drawn on any or all the aforesaid accounts; and to confirm acceptance of any balance thereof. To make contracts assigning maximum limits for future loans secured by personal guarantee and rediscounting agreements with the Bank of Spain.

5. To give and receive money on loan and credit facilities of any description with or without collateral or other security.

To accept, vary, postpone and extinguish any mortgage, lien, pledge with transfer of possession or otherwise, antichresis, aval, bond or any other personal guarantees from third parties as security for loans, credit facilities and any other transactions with or by the Bank, and for this purpose to sign certificates of delivery or other public or private documents as necessary.

6. To withdraw deposits of cash, securities or jewellery and sign receipts or other documents in respect thereof, withdraw any assets pledged as security for loans or credit or on loans for goods and to sign any documents required; to withdraw any assets transferred to the Grantor in any lending transaction it may carry out and sign receipts in respect thereof; to request the transfer, at the risk and expense of the Grantor, of any assets deposited and any loans and credit and associated collateral, from any premises of the Bank of

Spain to any other premises of the Bank of Spain or from any bank to any other.

7. To buy, sell or transfer any transferable securities including shares in the Bank of Spain or any other Bank.

8. To receive, open and respond to postal, telegraphic, or telephone communications addressed to the Bank, including registered letters, and take possession of and give receipts for any assets declared to be for the Bank.

9. To receive interest or dividends on securities deposited with any banks as previously mentioned and the value of any securities that are redeemed, and sign payment orders or drafts as necessary; to collect any amounts to be paid into current accounts by order of the grantor for the benefit of any other person, when such payments are cancelled.

10. To apply to the Bank of Spain and other Banks for the hire of safe deposit boxes with the same authority as the Grantor to open the same as and when he sees fit, and for this purpose to sign such documents as the representation of the Bank may require of him.

11. To approve the opening of current accounts, savings accounts, deposit and term accounts, certificates of deposit and deposits of securities and accounts of any other nature; to hire and open safe deposit boxes and sign any documents necessary for the same to be fully operational.

12. To act on behalf of the Bank when any debtor of the Bank is in an arrangement with creditors or engaged in insolvency or bankruptcy proceedings and to attend meetings and appoint Trustees and Administrators, accept or reject proposals by the debtor and continue until the conclusion of proceedings, accept mortgages, pledges, antichresis or any other security, reach settlements on the exercise of claims and remedies, accept the decisions of arbitrators in arbitration in law or in equity.

13. To represent the Bank and to appear, whether in person or through court agents or such other authorised representatives as he shall appoint by power of attorney or otherwise, before any authority, court, hearing, jury, tribunal, office, delegation, commission, committee, union, ministry, employment tribunal, national fund or institution, department or authority of central, regional, provincial or municipal government and any other official body; to institute, commence, pursue, abandon or reach settlements in any proceedings, litigation, suit, judicial process, application or appeal of any kind and approve pleadings drafted on behalf of Banco de Sabadell, S.A. when required and reply to interrogatories on the Bank's behalf, and represent the Bank in all matters and generally carry out all acts of administration, management and commerce.

14. To represent the Bank at meetings of shareholders, members or associates, in the companies or associations in which the Bank is a shareholder, member or associate, with the full right to speak, vote and object, without any limitation whatsoever.

15. To give or furnish bonds, pledges and guarantees of any kind and assume liability either jointly or jointly and severally with the principal debtor, waive the benefits of order, discussion and division or other benefits and without limit as to type or amount to any natural or legal person or any bank or savings institution including, in particular, the Bank of Spain and any other official credit institution or any company, firm, organisation, office, entity or official body whether of central, institutional, regional, provincial or local government; and in particular before the aforementioned public bodies and authorities and local tax offices so as to be answerable to the Treasury for the monies in respect of which the guarantee was given and to issue guarantees, including non-dispossessionary pledges, to the Ministry of Finance's Central Cashier's Office, and revoke any such bonds or guarantees and discharge the same in any manner deemed expedient.

16. Direct and respond to claims and receive notifications and to give warnings and ask notaries to notarise all types of minutes.

17. To engage and dismiss employees and make any determinations as to promotion, responsibilities, emoluments, bonuses and compensation; to initiate, pursue and conduct employment-related proceedings until cancelled or brought to a conclusion.

18. To sub-delegate, without any limitation whatsoever, any or all of the powers granted hereunder to such person or persons as he may see fit, and specify powers and methods of operation, and revoke any such sub-delegations.

### **C.1.15**

The amount of pension rights vested in directors includes the amounts accumulated since 2000 and, therefore, does not refer only to the amount contributed in the year.

### **C.1.16**

In application of the standard, this section includes the 8 members of senior management, plus the Internal Auditor. There were changes in senior management in 2017: General Manager Mr. Fernando Pérez-Hickman Muñoz stepped down, and Deputy General Managers Mr. Rafael José García Nauffal and Mr. Manuel Tresánchez Montaner were appointed.

The total remuneration of senior management does not include the combined contributions to pension plans, structured through insurance policies, in the year 2017, which amounted to 2,013.60 thousand euro.

### **C.1.19**

(continuation of text shown in section C.1.19)

Removal

Directors must step down when their term ends if they are not re-appointed, or when the General Meeting of Shareholders or the Board of Directors so decides using the powers conferred on them by law or the Articles of Association. The Appointments Committee is empowered to make proposals for the removal of independent directors by the General Meeting of Shareholders, and to advise on proposals to remove directors in other categories. The Board does not currently have any powers in this respect under the law or the Articles of Association. The General Meeting of Shareholders may remove directors at any time, as provided in article 50 of the Articles of Association.

#### Restrictions

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 Spanish Corporations Act 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 obligation to the bank.
- e) Persons in any of the situations of incompatibility or limitation on holding office as provided by law.

### C.2.1

(continuation of text shown in section C.2.1 of the Audit and Control Committee)

The Committee analysed the content and the main impacts of Technical Guide 3/2017 on Audit Committees at Public-Interest Entities, published by the CNMV in June 2017, and established an action plan to adapt the Committee's operation to same. The Audit and Control Committee also performed a self-assessment.

In addition to the information detailed in this point, the following persons form part of the Board sub-committees:

- Executive Committee: Ms. María José García Beato, as Secretary.
- Audit and Control Committee: Mr. Miquel Roca i Junyent, as Secretary.
- Appointments Committee: Mr. Miquel Roca i Junyent, as Secretary.
- Remuneration Committee: Ms. María José García Beato, as Secretary.
- Risk Committee: Ms. María José García Beato, as Secretary.

### E.2

(continuation of text shown in section E.2):

- Treasury and Capital Markets Department: responsible for managing the bank's liquidity, and management and compliance with its regulatory coefficients and ratios. It also manages the risk of the proprietary trading book, interest rate and exchange rate risk and various books, basically due to operational flows with both internal and external clients, originating from the activity of the Distribution units and also the Finance Department and the network of branches and offices.

- Compliance Department: promotes and seeks to ensure the highest possible level of compliance with the legislation in force and with the group's professional ethics, thereby mitigating compliance risk, which is understood as the risk of incurring legal or administrative sanctions, significant financial losses or reputational losses due to non-compliance with laws, regulations, standards, self-regulations and codes of conduct applicable to banking activities.

- Internal Audit Department: (i) oversees the control system established for effective compliance with management policies and procedures, assessing the adequacy and effectiveness of the management and control activities of each functional and executive unit, reporting directly to the Audit and Control Committee; (ii) verifies the design and effectiveness of the Risk Appetite Statement and its alignment with the supervisory framework; and (iii) provides assurance concerning the implementation of the RAS both in the document structure (consistency between them and the RAS) and in the subsequent integration into the Bank's management practices, verifying compliance with the established metrics and action plans.

- Tax Advisory Department (Legal Department): responsible for setting the tax approach in matters of importance for tax reasons and for advising the Board of Directors and the group's divisions. It may also obtain advice from independent experts where considered necessary.

- The other divisions, areas and departments, including Human Resources and the Centralised Administration, must implement the tax strategy in all actions or operations that may have a tax impact.

Additionally, the following committees have been created and have risk control and management functions within the Risk Appetite Framework:

- Technical Risk Committee, which holds meetings on a monthly basis and has the following functions:
  - (i) supporting the Risk Committee in fulfilling its functions: determining, proposing, reviewing and tracking the Risk Appetite Framework; supervising the undertaking's risk on an overall level; tracking the tolerance thresholds of first- and second-tier metrics, and adaptation plans; (ii) approving second-tier limits (including liquidity, interest rate and treasury metrics); (iii) approving minor changes in models,

criteria and procedures as well as monitoring the use of models and autonomies in approving transactions; (iv) approving policy frameworks and debating asset allocation strategies (public sector, industry level, ...); (v) tracking and managing delinquency; (vi) performing ad hoc analysis of specific portfolio-related issues in order to integrate them into the management approach; and (vii) drafting and proposing policies and criteria for proper risk management.

- Credit Transactions Committee, which holds meetings on a weekly basis and has the following functions: (i) approval of credit transactions, including transactions/limits for countries and banks, and of specific criteria in line with the policies under the established delegation of powers; (ii) establishment of autonomies in accordance with the established delegation of powers, monitoring their use, and referring proposals for changes to the Executive Committee; and (iii) monthly reporting to the Executive Committee of the transactions approved and performed in the previous month.

- Asset and Capital Transactions Committee (COAC), which holds meetings every two weeks and has the following functions: (i) approval of asset management transactions in accordance with the established delegation of powers; (ii) monthly reporting to the Executive Committee of the transactions approved and performed in the previous month.

- Real Estate Development Committee, which has the following functions: (i) setting action criteria and strategy in relation to the Group's real estate portfolio (analysis of trends in real estate exposure and real estate action policies); (ii) taking the decisions that must be adopted by real estate subsidiaries (holding companies and servicer); proposal of investment operations in real estate developments and land development; and (iii) monitoring the performance of Solvia Real Estate.

- Assets and Liabilities Committee (ALCO): this body defines criteria for the appropriate management of the structural risk assumed in the Group's balance sheet in its commercial activity and of market risk. It supervises interest rate, exchange rate, equity and liquidity risk and suggests commercial, market or hedging alternatives intended to achieve business targets based on the market and balance sheet situation.

- Operational Risk Committee, which meets every two months and defines the strategic guidelines and framework for operational risk management and establishes operational priorities on the basis of the assessment of the risk exposure of the various business and corporate departments. Reputational risk is managed by the Operational Risk Committee.

- Internal Control Body: Oversight and monitoring body which oversees compliance with the law on the prevention of money laundering and terrorist financing and the law to block terrorist financing; it comprises representatives of all the group companies that are bound by the legislation in this area, as well as areas of particular risk for the bank. The Compliance Department acts as secretary of this Body.

- Corporate Ethics Committee: Oversight and monitoring body which oversees the group's compliance with the code of conduct with regard to the securities market and with the general code of conduct.

There are other committees for specific risk types, notably the Models Committee, the Provisions Committee and the Liquidity Committee.

## E.6

(continuation of text shown in section E.6):

With regard to credit risk, the bank has implemented advanced measurement models based on internal data, tailored to particular counterparty segments and categories (businesses, retailers, individuals, mortgages and consumer credit, property developers, project finance, structured financing, financial institutions and countries), thus allowing transactions to be differentiated on the basis of risk and assessments to be made of the probability of default or the degree of severity in the event of default actually occurring.

The bank has a tax risk management policy whose objective is to ensure compliance with tax obligations while guaranteeing an appropriate return for our shareholders. The Tax department establishes criteria and advises on the taxation applicable to the departments responsible for the calculating and paying taxes. The departments are responsible for establishing procedures and controls to ensure that taxes are properly calculated and paid, which are subject to review by the Internal Audit department.

More information regarding the systems for controlling the risks to which the group is exposed can be found in the Annual Report, available on the corporate website: [www.grupobancosabadell.com](http://www.grupobancosabadell.com) – Shareholder and Investor Information – Financial Information – Annual Reports.

Indicate whether any board members voted against or abstained with respect to the approval of this report.

Yes

No

Name of director who did not vote in favour of approving this report	Reasons (vote against, abstention, absence)	Explain reasons

At a meeting of the administrators of Banco de Sabadell, S.A. on 1 February 2018, and in compliance with the requirements set forth in Article 253.2 of the Spanish Capital Companies Act and Article 37 of the Spanish Commercial Code, the consolidated annual accounts and the consolidated Directors' report for the period from 1 January 2017 to 31 December 2017 of Banco de Sabadell, S.A. and its consolidated companies have been prepared, presented on the 354 pages preceding this brief, printed, together with the latter, on the 178 consecutively numbered pages of class 8 series State paper.

José Oliu Creus  
Chairman

José Javier Echenique Landiribar  
Deputy Chairman

Jaime Guardiola Romojaro  
CEO

Anthony Frank Elliott Ball  
Board member

Aurora Catá Sala  
Board member

Pedro Fontana García  
Board member



M. Teresa Garcia-Milà Lloveras  
Board member

George Donald Johnston  
Board member

José Manuel Lara García  
Board member

David Martínez Guzmán  
Board member

José Manuel Martínez Martínez  
Board member

José Ramón Martínez Sufrategui  
Board member

José Luis Negro Rodríguez  
Director-General manager

Manuel Valls Morató  
Board member

David Vegara Figueras  
Board member

Miquel Roca i Junyent  
Non-voting Secretary

María José García Beato  
Non-voting Secretary



**BANCO DE SABADELL, S.A.**

Auditor´s report on “Information regarding the  
Internal Control System over Financial Reporting (ICSFR)”  
of Banco de Sabadell, S.A. for the 2017 financial year



*This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.*

**AUDITOR'S REPORT ON "INFORMATION REGARDING THE INTERNAL CONTROL SYSTEM OVER FINANCIAL REPORTING (ICSFR)" OF BANCO DE SABADELL, S.A. FOR THE 2017 FINANCIAL YEAR**

To the Board of Directors of Banco de Sabadell, S.A.,

In accordance with the request of the Board of Directors of Banco de Sabadell, S.A. and its subsidiaries ("the Group") and our engagement letter dated 18 December 2017, we have applied certain procedures in respect of the attached "Information regarding the Internal Control System over Financial Reporting" ("ICSFR"), included in Annual Corporate Governance Report in section F for listed companies of Group Banco de Sabadell for the 2017 financial year, which includes a summary of the Group's internal control procedures relating to its annual financial information.

The Board of Directors is responsible for adopting the necessary measures to reasonably ensure the implementation, maintenance and supervision of an appropriate internal control system, and for developing improvements to that system and preparing and establishing the content of the accompanying Information regarding the ICSFR.

In this regard, it should be borne in mind that, regardless of the quality of the design and operating efficiency of the internal control system used by the Group in relation to its annual financial information, only a reasonable, but not absolute, degree of assurance may be obtained in relation to the objectives it seeks to achieve, due to the limitations inherent in any internal control system.

In the course of our audit work on the consolidated annual accounts and in accordance with Spanish Auditing Standards, the sole purpose of our evaluation of the Group's internal control system is to enable us to establish the scope, nature and timing of our audit procedures in respect of the Group's annual accounts. Accordingly, our internal control evaluation, performed for the purposes of our audit, is not sufficient in scope to enable us to issue a specific opinion on the effectiveness of such internal control over the regulated annual financial information.

For the purposes of the present report, we have exclusively applied the specific procedures described below, as indicated in the "Guidelines concerning the auditor's Report on the Information regarding the Internal Control System over Financial Reporting for listed entities" published by the National Securities Market Commission on its web site, which sets out the work to be performed, the scope of such work and the content of this report. In view of the fact that, in any event, the scope of the work resulting from these procedures is reduced and substantially less than the scope of an audit or review of the internal control system, we do not express an opinion on the effectiveness thereof, its design or operational efficiency, in relation to the Group's annual financial information for the 2017 financial year described in the accompanying Information regarding the ICSFR. Had we applied additional procedures to those determined by the aforementioned Guidelines, or had we performed an audit or review of the internal control system in relation to the regulated annual financial information, other matters could have come to light in respect of which you would have been informed.

.....  
*PricewaterhouseCoopers Auditores, S.L., C/ Ausó y Monzó, 16, 03006 Alicante, España  
Tel.: +34 965 980 350 / +34 902 021 111, Fax: +34 965 208 933, [www.pwc.es](http://www.pwc.es)*

1



In addition, as this special engagement is not an audit of financial statements and is not subject to Law 22/2015, of 20 July, on Auditing, we do not express an audit opinion under the terms of the aforementioned legislation.

The procedures applied were as follows:

1. Reading and understanding the information prepared by the Group in relation to the ICSFR – as disclosed in the Directors' Report – and the evaluation of whether such information includes all the information required as per the minimum content set out in Section F regarding the description of the ICSFR, in the model of the Annual Corporate Governance Report, as established in Circular nº 7/2015 of the National Securities Market Commission dated December 22, 2015.
2. Making enquiries of personnel in charge of preparing the information mentioned in point 1 above in order to: (i) obtain an understanding of the preparation process; (ii) obtain information that enables us to assess whether the terminology used is in line with the framework of reference; (iii) obtain information as to whether the control procedures described have been implemented and are functioning in the Group.
3. Review of supporting documentation explaining the information described in point 1 above and which mainly comprises the information made directly available to the persons responsible for preparing the information on the ICSFR. Such documentation includes reports prepared by the internal audit function, senior management and other internal and external specialists in support of the functions of the audit committee.
4. Comparison of the information described in point 1 above with our knowledge of the Group's ICSFR, obtained by means of the application of the procedures performed within the framework of the audit engagement on the consolidated annual accounts.
5. Reading the minutes of meetings of the board of directors, audit committee and other committees of the Group, for the purposes of evaluating the consistency between the matters dealt with therein in relation to the ICSFR and the information described in point 1 above.
6. Obtaining a representation letter concerning the work performed, duly signed by the persons responsible for the preparation and drafting of the information mentioned in point 1 above.

As a result of the procedures applied in relation to the Information regarding the ICSFR, no inconsistencies or incidents have been identified which could affect such information.

This report has been prepared exclusively within the framework of the requirements of article 540 of the revised Spanish Companies Act and Circular nº 5/2013 of the National Securities Market Commission, dated June 12, 2013, as modified by Circular nº 7/2015 of the National Securities Market Commission, dated December 22, 2015, for the purposes of describing the ICSFR in Annual Corporate Governance Reports.

PricewaterhouseCoopers Auditores, S.L.

PRICEWATERHOUSECOOPERS AUDITORES, S.L.

Original in Spanish signed by  
Raúl Ara Navarro

1st February, 2018

**BANCO DE SABADELL, S.A.**

Auditor's Report,  
Annual Accounts and Director's Report  
for the year ended December 31, 2017





*This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.*

## *Independent auditor's report on the annual accounts*

To the shareholders of Banco Sabadell, S.A.:

### *Report on the annual accounts*

---

#### *Opinion*

We have audited the annual accounts of Banco de Sabadell, S.A. (Hereinafter, the bank or the Company), which comprise the balance sheet as of December 31, 2017, the profit and loss account, the statement of recognized income and expenses, the total statement of changes in equity, the statement of cash flows and memory, corresponding to the year ended on that date.

In our opinion, the accompanying annual accounts present fairly, in all material respects, the equity and financial position of the Company as at December 31, 2017, as well as its financial performance and cash flows for the year then ended, in accordance with the applicable financial reporting framework that are applicable in Spain (as identified in Note 1 of the notes to the annual accounts), and, in particular, with the accounting principles and criteria included therein.

---

#### *Basis for opinion*

We conducted our audit in accordance with legislation governing the audit practice in Spain. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the annual accounts* section of our report.

We are independent of Banco de Sabadell, S.A. in accordance with the ethical requirements, including those relating to independence, that are relevant to our audit of the annual accounts in Spain, in accordance with legislation governing the audit practice. In this regard, we have not rendered services other than those relating to the audit of the accounts, and situations or circumstances have not arisen that, in accordance with the provisions of the aforementioned legislation, have affected our necessary independence such that it has been compromised.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

---

#### *Key audit matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period. These matters were addressed in the context of our audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



**Key audit matter**

**How our audit addressed the key audit matter**

*Impairment from credit risk and real estate assets from foreclosures*

The determination of impairment due to credit risk is one of the most significant and complex estimates in the preparation of the accompanying annual accounts. The assessment of this impairment is based on individualized estimates as well as on collective estimates of the hedges, in this case through the use of different internal models of Banco de Sabadell, S.A.

Personal or real guarantees considered to be effective are taken into consideration when determining credit risk coverage. The Company has developed internal methodologies for evaluating the recoverable amount of real estate collateral, estimating its fair value adjusted for its cost of sales, considering a discount to the reference value based on the historical experience of the bank in the sale of assets of similar characteristics. The estimation of the fair value of real estate collateral is based on the information and / or appraised value provided by different companies and appraisal agencies.

Periodically Banco de Sabadell, S.A. performs recalibrations of its internal models in order to optimize its predictive capacity by updating, where appropriate, the variables considered or the algorithms used.

It should be noted that the estimate of the impairment of real estate assets arising from their credit activity and that, through the deed in lieu, or judicial process, are awarded to the Company is subject to the same criteria as those used for real estate collateral.

The models and valuation methods used suppose a high component of judgment and estimation for the determination of losses due to deterioration.

Our work has focused on the analysis, evaluation and verification of the internal control system, as well as the performance of test of details about provisions, both for those estimated collectively and individually.

Regarding the internal control system, among others, we have carried out the following procedures:

- Verification of the adequacy of the different work policies and procedures, as well as the approved internal models, the applicable regulatory requirements and the bank's governance model.
- Review of the periodic risk assessment and follow-up alerts carried out by the Company, as well as the effective performance of the process of periodic review of files of accredited persons for the follow-up of their classification and, in the cases in which it applies, registration of the deterioration.

Additionally, we have carried out detailed tests consisting of:

- Evaluation of the suitability of cash flow discount and guarantee recovery models.
- Reviews with respect to: i) calculation methodologies and variables considered in the functional and technical documentation referring to internal models; ii) the reliability and coherence of the data sources used; iii) historical loss rates for impairment in credit risk in the estimation of future cash flows and historical discount rates on sale of real estate assets against the appraised value; iv) the correct classification and segmentation of credit operations and real estate assets in the corresponding categories; and v) recalibrations and retrospective contrasts performed in internal models.
- Review of the operation of the "calculation engine" and re-execution of the calculation of collective provisions, for certain portfolios, and of the calculation of deterioration of real estate assets from adjudications based on the different asset categories.
- Review of a sample of individualized credit files, as well as real estate assets from foreclosures, to evaluate their proper classification and registration, as the case may be, of the corresponding impairment.



Key audit matter	How our audit addressed the key audit matter
<p>In addition to the guarantees established on the different operations, as a result of the acquisition of Banco CAM, the Asset Protection Scheme (hereinafter, APS) entered into force for a predetermined portfolio of assets. Through said APS, the Deposit Guarantee Fund (hereinafter, DGF) assumes 80% of the losses derived from said portfolio during a period of 10 years, once the provisions constituted on said date of acquisition have been absorbed.</p> <p>In this way, for the impairment losses recorded in the accounting for these assets, Banco de Sabadell, S.A. It estimates a collection right before the DGF, for the guarantee granted under the heading "Loans and Receivables". This collection right is subject to periodic settlements by the DGF.</p> <p>See Notes 1, 2, 3.4.1 and 10 and annex 6 of the attached annual accounts regarding impairment due to credit risk and Notes 1, 2, 3.4.1, 12, 14 and 16 and Annex 6 of the annual accounts attached as regards the deterioration of real estate assets from adjudications.</p>	<ul style="list-style-type: none"> <li>• Verification of the degree of compliance with the estimates of impairment losses made in prior periods with those actually incurred.</li> </ul> <p>Specifically regarding the estimation of the collection right against the DGF derived from the Assets Protection Scheme, we have carried out the following tests:</p> <ul style="list-style-type: none"> <li>• Review of the reliability and consistency of the data sources of the assets with APS coverage used in the calculation of the estimation of the collection right against the DGF.</li> <li>• Verification of the calculation in the estimation of the collection right against the DGF, according to the different categories of assets and operations carried out, as well as their consistency with the accounting records.</li> <li>• Analysis of changes in accounting estimates resulting from the periodic evaluation of the assets and expected future benefits associated with the APS coverage as a result of additional information or new facts about the status of the assets.</li> </ul> <p>As a result of our tests with respect to the calculations and estimates in the amount of impairment due to credit risk and real estate assets from adjudications, no differences have been identified, above a reasonable range, in the amounts recorded in the accompanying annual accounts.</p>

**Key audit matter***Entry into force of Circular 4/2017, of the Bank of Spain, in the year 2018*

On January 1, 2018, Circular 4/2017, of November 27, comes into force of the Bank of Spain, significantly affecting both the classification of financial instruments for the purposes of presentation and valuation criteria, and classification of financial instruments based on their non-performing assets and estimation of losses due to deterioration of credit risk.

At the end of 2014, Banco de Sabadell, S.A began a project on the implementation of IFRS 9, which is directly applicable to the Group's consolidated financial statements and the impact of the application of Circular 4/2017 in the bank's financial statements. The application of this standard has had an impact on the Company's processes and systems, as well as on the governance and controls of financial information.

See the section Adoption of Circular 4/2017, of the Bank of Spain, of Note 1 to the attached annual accounts describing the main changes in the policies, procedures and tools of the Company, as a result of the entry into force of said norm, as well as the most significant estimated impacts as of January 1, 2018 in the attached annual accounts.

**How our audit addressed the key audit matter**

Our work has focused on the analysis of the adequacy of the information presented in the accompanying annual accounts, as well as the performance of test of details on the correction of the impacts estimated by the Company. Among others, we have performed the following procedures:

In relation to the presentation and valuation of financial instruments we have carried out the following procedures:

- Review of the consistency of: i) the accounting policies developed by the Company and its adaptation to the requirements of Circular 4/2017 of the Bank of Spain; ii) of the business models defined for the classification of financial instruments; and iii) the definition and application of the SPPI Test (only payment of principal and interest) for the assignment of the different financial instruments to said business models.

In relation to the classification of financial instruments based on their delinquency and the estimation of impairment losses, we have carried out the following procedures:

- Review of the methodology for classifying credit assets in the three states defined in the standard, analyzing the adequacy of: i) the definition of impairment applied; and ii) the methodology for estimating the significant increase in credit risk for assets classified in stage 2, based on the definition of qualitative indicators and thresholds for the increase of quantitative indicators.
- Review of the different calculation methodologies and the criteria adopted for the estimation of the risk parameters used in the calculation of the expected loss, including: i) the estimation of the risk parameters throughout the life of the operation or 12 months, depending on the corresponding state; ii) the use of alternative scenarios in the projections carried out in the future; and iii) the use of retrospective contrast methodologies for the most relevant parameters in the estimation of impairment.
- Review of the coherence of the design, operation and results of the "calculation engine".

In general terms, the results of our procedures have been satisfactory and no relevant aspects have been identified that could significantly affect the financial information included in the attached annual accounts.



**Key audit matter****How our audit addressed the key audit matter***Verification of the recoverability of goodwill*

Banco de Sabadell, S.A. performs on an annual basis, or when indications of impairment are identified, an evaluation to determine whether there is impairment in the goodwill registered in annual accounts.

Each goodwill is associated with one or more cash generating units (CGU), using the discount method for profits distributed through the various operating plans with each CGU to estimate their recoverable value.

The estimation of the recoverable value of each CGU is inherently uncertain and includes a high level of judgment and estimation given that is based on assumptions concerning matters such as key business assumptions (the evolution of credit, non-performing assets, interest rates, etc.) that determine cash flows, discount rates and long-term growth rates used. The models are sensitive to the variables and assumptions used, and there is a risk of the inaccurate assessment of those items due to their nature.

See Notes 1 and 15 of the accompanying annual accounts.

We have carried out, with the collaboration of our experts in valuations, the understanding and review of the estimation process carried out by Banco de Sabadell, S.A., as well as the internal control environment, focusing our procedures on aspects such as:

- The review of the criteria for the definition of the CGUs of the Company associated with the different goodwill.
- The evaluation of the methodology used to estimate the impairment of goodwill.
- The review of the annual valuation reports, made by the bank, on the assessment of impairment in goodwill.

On the other hand, we have carried out tests to compare the cash flow forecast models corresponding to the different CGUs used by the Company, considering what is established by the regulations, the market practice and the specific expectations of the banking sector. This evaluation has included the verification of assumptions, such as the growth rates and discount rates used, as well as the budget monitoring analysis of the main CGUs and the impact of the variations identified in the budgets and growth rates.

Finally, we have reviewed the adequacy of the information broken down in the attached annual accounts.

As a result of the above procedures, we consider that the estimates made in relation to the recoverability of goodwill are within a reasonable range, in the context of the circumstances in which the accompanying annual accounts are prepared.



**Key audit matter**

**How our audit addressed the key audit matter**

*Provisions for tax, legal and regulatory litigation*

During the according course of its business operations Banco de Sabadell, S.A. may become included in both administrative and judicial or arbitration proceedings, of a tax, legal and / or regulatory nature.

There are therefore situations that are not subject to judicial proceedings based on the company's evaluations, according to the assessment made require the registration of provisions, such as those related to the possible impacts of the return of the amounts received as a result of the hypothetical cancellation by the courts of the floor clauses or by the application of Royal Decree-law 1/2017 on consumer protection with regard to floor clauses.

Generally, these procedures end after a long period of time, resulting in complex processes according to the legislation in force in the different jurisdictions in which it operates.

Banco de Sabadell, S.A. records a provision for these items, estimating therefore the associated outlay as probable based on the estimates made, applying prudent calculation procedures consistent with the conditions of uncertainty inherent in the obligations they cover.

The recognition of provisions for litigation is one of the areas requiring the highest degree of judgements and estimates.

See Notes 1 and 10 (Providing details of the provisions created to cover the outcome of floor clause contingencies) of the accompanying annual accounts.

Our review of the process for estimating the provisions for tax, legal and regulatory litigation, carried out by Banco de Sabadell, S.A., and the analysis and evaluation of the internal control of said process, consisted of the following procedures:

- Compression of the litigation qualification policy and need for provision, in accordance with applicable accounting regulations.
- Analysis of the main demands, both individual and, where appropriate, collective.
- Obtaining confirmation letters from the legal counsel of the Company to compare its evaluation of the expected result of the litigation, the correct recording of the provision, as well as the identification of potential omitted liabilities.
- With the support of our internal experts, monitoring of the evolution of the open fiscal inspections, analysis of the estimation of the expected result of the most significant ongoing fiscal procedures and of the possible contingencies in relation to the fulfilment of the tax obligations for all the periods open to inspection.
- Analysis of the recording, estimation and movement of accounting provisions.

Specifically for the provisions established for the compensation of clients and cover the contingent outcomes related to land clauses, our procedures focused on:

- Understanding of the control environment, evaluation and verification of the controls associated with the calculation and review of the provision for the compensation of customers, including the process and approval of the assumptions and results of the estimates made.
- Evaluating the methodology and hypotheses used by the bank, verifying that they are in line with the practice of the market.
- Sensitivity analysis on the results of the model before possible variations in the key assumptions.

The result of our work shows that, in general, the judgments and estimates applied by the Company, when evaluating these type of provisions, are supported and reasoned based on the available information.



**Key audit matter****How our audit addressed the key audit matter***Automation of financial reporting systems*

The operation of Banco Sabadell, SA, by its nature, and especially the process of preparing financial and accounting information, has a great dependence on information systems, so an adequate control environment over them is vital for guarantee the correct processing of information.

In addition, as the systems become more complex, the risks associated with the information technologies of the organization and therefore the information they process increase.

The effectiveness of the general internal control framework for the information systems related to the accounting registration and closing process is fundamental for the performance of certain procedures related to internal control.

In this context, it is necessary to evaluate aspects such as the organization and governance of the Information Systems Area, the controls over the maintenance and development of the applications, the physical and logical security and the operation systems.

With the collaboration of our experts in information systems and processes, our work has consisted in reviewing the general internal control environment associated with the information systems and applications that support the bank's accounting record and closing. Additionally, we have made an understanding of the functionalities and involvement in the process of registration and accounting closing of the different information systems of the Company.

Regarding the information systems considered relevant in the process of generating financial information, we have basically carried out the following procedures:

- Review of general computer controls in relation to aspects derived from the process of exploitation, development and maintenance of the applications, security of these, and government and organization of the Information Systems Area of Banco de Sabadell, S.A.
- Review of controls of a general nature for the management of authorizations for access to financial information systems and controls in relation to personnel authorizations for the implementation of changes in computer processes.
- Understanding key business processes, identification of automatic controls in them and validation.
- Understanding and review of the process of generating manual accounting entries considered as risk. Extraction, validation of completeness and filtering of entries entered in the accounting.
- Understanding and re-execution of some of the calculations made by the bank and considered to have the greatest impact, especially those corresponding to the accrual of interest on financial products (loans, credits and deposits) and of commissions received.

In general terms, the results of our procedures have been satisfactory and no relevant aspects have been identified that could significantly affect the financial information included in the attached annual accounts.

*Other information: Director's report*

The other information comprises exclusively the director's report for the year 2017, the formulation of which is the responsibility of the Directors of Banco de Sabadell, S.A. and it is not an integral part of the annual accounts.



Our audit opinion on the annual accounts does not cover the director's report. Our responsibility for the information contained in the director's report is defined in the regulations governing the account auditing activity, which establishes two different levels of the same:

- a) A specific level that is applicable to the status of non-financial information, as well as to certain information included in the Annual Corporate Governance Report, as defined in article 35.2. b) Law 22/2015, on Audit of Accounts, which consists in verifying only that the aforementioned information has been provided in the management report and, if not, to inform about it.
- b) A general level applicable to the rest of the information included in the director's report, which consists in evaluating and reporting on the concordance of the aforementioned information with the annual accounts, based on the knowledge of the Company obtained in the performance of the audit of the aforementioned accounts and without including information other than that obtained as evidence during the same, as well as evaluating and reporting whether the content and presentation of this part of the management report are in accordance with the regulations that are applicable. If, based on the work we have done, we conclude that there are material inaccuracies, we are obliged to report it.

Based on the work done, as described in the previous paragraph, we have verified that the specific information mentioned in section a) above has been provided in the management report and the rest of the information contained in the management report agrees with that of the annual accounts for the year 2017 and its content and presentation are in accordance with the regulations that result from application.

---

### *Responsibility of the Directors and the Audit and Control Committee for the annual accounts*

The Administrators of Banco de Sabadell, S.A. they are responsible for formulating the attached annual accounts, so that they express the true image of the assets, the financial situation and the results of the Company, in accordance with the regulatory framework of financial information applicable to the entity in Spain, and of the control that they deem necessary to allow the preparation of annual accounts free of material impropriety, due to fraud or error.

In preparing the annual accounts, the Banco de Sabadell, S.A. Directors are responsible for assessing the bank's ability to continue as a functioning company, revealing, as appropriate, the issues related to the company in operation and using the accounting principle of the company in operation, except if the aforementioned Administrators intend to liquidate the Company or cease operations, or there is no other realistic alternative.

Banco de Sabadell, S.A.'s Audit and Control Committee is responsible for supervising the process of preparing and presenting the annual accounts.



---

### *Auditor's responsibilities for the audit of the annual accounts*

Our objectives are to obtain reasonable assurance that the annual accounts as a whole are free of material misstatement, due to fraud or error, and to issue an audit report that contains our opinion.

Reasonable security is a high degree of security but does not guarantee that an audit conducted in accordance with the regulations governing the audit activity in force in Spain always detects material misstatement when it exists. The inaccuracies may be due to fraud or error and are considered material if, individually or in an aggregate way, it can reasonably be expected to influence the economic decisions that users make based on the annual accounts.

As part of an audit in accordance with the regulations governing the current account auditing activity in Spain, we apply our professional judgment and maintain an attitude of professional skepticism throughout the audit. As well:

- We identify and assess the risks of material misstatement in the annual accounts, due to fraud or error, design and apply audit procedures to respond to such risks and obtain sufficient and adequate audit evidence to provide a basis for our opinion. The risk of not detecting a material misstatement due to fraud is higher than in the case of a material misstatement due to error, since the fraud may involve collusion, falsification, deliberate omissions, intentionally erroneous statements, or circumvention of internal control.
- We obtain knowledge of the internal control relevant to the audit in order to design audit procedures that are appropriate according to the circumstances, and not for the purpose of expressing an opinion on the effectiveness of the internal control of Banco Sabadell, S.A.
- We evaluate whether the accounting policies applied are adequate and the reasonableness of the accounting estimates and the corresponding information disclosed by Banco de Sabadell, S.A.'s Directors.
- We conclude on whether the use by the Company's Directors of the accounting principle of the operating company is adequate and, based on the audit evidence obtained, we conclude whether or not there is material uncertainty related to facts or conditions that can generate significant doubts about the bank's ability to continue as a functioning company. If we conclude that there is material uncertainty, we are required to draw attention in our audit report to the corresponding information disclosed in the annual accounts or, if such disclosures are not adequate, that we express an amended opinion. Our conclusions are based on the audit evidence obtained to date from our audit report. However, future events or conditions may cause the Company to cease to be a functioning company.
- We evaluate the overall presentation, the structure and content of the annual accounts, including the disclosed information, and whether the annual accounts represent the transactions and underlying events in a way that manages to express the true image.



Banco de Sabadell, S.A.

We communicate with the Audit and Control Committee of Banco de Sabadell, S.A. in relation to, among other issues, the scope and timing of the planned audit and the significant findings of the audit, as well as any significant deficiency of internal control that we identified during the course of the audit.

We also provide the Company's Audit and Control Committee with a statement that we have met the applicable ethical requirements, including those of independence, and we have communicated with it to report any issues that could reasonably pose a threat to our independence and, where appropriate, of the corresponding safeguards.

Among the issues that have been reported to the Audit and Control Committee of Banco de Sabadell, SA, we determine the ones that have been of the greatest significance in the audit of the annual accounts of the current period and that are, accordingly, the key issues of the audit.

We describe these issues in our audit report unless legal or regulatory provisions prohibit publicly disclosing the issue





Banco de Sabadell, S.A.

## *Report on other legal and regulatory requirements*

---

### *Report to the Audit and Control Committee*

The opinion expressed in this report is consistent with the content of our additional report to the Company's Audit and Control Committee dated January 30, 2018.

---

### *Appointment period*

The Ordinary General Shareholders' Meeting of the Company held on March 30, 2017 appointed us as auditors of the Company for the year ended December 31, 2017.

Previously, we were appointed by resolution of the General Shareholders' Meeting for a period of 35 years and we have audited the accounts continuously since the year ended the December 31, 1983.

---

### *Services provided*

PricewaterhouseCoopers Auditores, SL, has lent to Banco de Sabadell, S.A., during the year 2017, with the prior approval of the Audit and Control Committee, services other than auditing, including the issuance of comfort letters, other regulatory reviews required by the auditor, as well as advisory services and regulatory compliance.

---

PricewaterhouseCoopers Auditores, S.L. (S0242)

**PRICEWATERHOUSECOOPERS AUDITORES. S.L.**

Original in Spanish signed by  
Raúl Ara Navarro (20210)

February 2, 2018

Translation of the Consolidated Annual Accounts originally issued in Spanish and prepared in accordance with EU-IFRSs, as adopted by the European Union. In the event of a discrepancy the Spanish-language version prevails.

# BANCO DE SABADELL, S.A.

Annual accounts for the year  
ended 31 December 2017



## Contents: Banco de Sabadell, S.A. annual accounts for 2017

<b>Financial statements</b>	
Balance sheets of Banco Sabadell, S.A. ....	4
Profit and loss account of Banco Sabadell, S.A. ....	7
Statements of changes in equity of Banco Sabadell, S.A. ....	8
Cash flow statements of Banco Sabadell S.A. ....	11
<b>Report</b>	
Note 1 – Activity, accounting policies and practices ....	13
1.1. Business activity ....	13
1.2. Basis of presentation ....	13
1.3. Accounting principles and policies and measurement criteria ....	20
1.3.1 Investments in subsidiaries, joint ventures and associates ....	20
1.3.2 Measurement of financial instruments and recognition of changes arising in their subsequent measurement ....	21
1.3.3 Impairment of financial assets ....	23
1.3.4 Hedging operations ....	32
1.3.5 Financial guarantees ....	34
1.3.6 Transfer and derecognition of financial instruments ....	34
1.3.7 Offsetting of financial instruments ....	34
1.3.8 Non-current assets and assets and liabilities included in disposal groups classified as held for sale and discontinued operations ....	34
1.3.9 Discontinued operations ....	35
1.3.10 Tangible assets ....	36
1.3.11 Leases ....	37
1.3.12 Intangible assets ....	38
1.3.13 Own equity items ....	39
1.3.14 Remuneration based on equity instruments ....	40
1.3.15 Provisions and contingent assets and liabilities ....	40
1.3.16 Provisions for pensions ....	40
1.3.17 Foreign currency transactions ....	43
1.3.18 Recognition of income and expense ....	44
1.3.19 Corporate income tax ....	45
1.3.20 Cash flow statements ....	46
1.4. Comparability ....	47
Note 2 – Proposed distribution of earnings and earnings per share ....	47
Note 3 – Financial risk management ....	49
3.1 Introduction ....	49
3.2 Key milestones during the year ....	52
3.3 General principles of risk management ....	53
3.3.1 Corporate risk culture ....	53
3.3.2 Risk Appetite Framework ....	54
3.3.3 General Organisation of the Risk Function ....	55
3.4 Managing and monitoring the main significant risks ....	57
3.4.1 Credit risk ....	57
3.4.2 Liquidity risk ....	70
3.4.3 Market risk ....	80
3.4.4 Operational risk ....	86
3.4.5 Tax risk ....	88
3.4.6 Compliance risk ....	88
Note 4 – Minimum own funds and capital management ....	89
Note 5 – Fair value of assets and liabilities ....	90
Note 6 – Cash and cash balances at central banks and other demand deposits ....	100
Note 7 – Debt securities ....	100
Note 8 – Equity instruments ....	101
Note 9 – Asset and liability derivatives held for trading ....	102
Note 10 – Loans and advances ....	104
Note 11 – Derivatives – Asset and liability hedge accounting ....	110
Note 12 – Non-current assets and assets and liabilities included in disposal groups classified as held for sale ....	112
Note 13 – Investments in subsidiaries, joint ventures and associates ....	114
Note 14 – Tangible assets ....	118
Note 15 – Intangible assets ....	121
Note 16 – Other assets ....	125
Note 17 – Deposits with credit institutions and central banks ....	125
Note 18 – Customer deposits ....	126
Note 19 – Issued debt securities ....	127
Note 20 – Other financial liabilities ....	129
Note 21 – Provisions, contingent assets and liabilities ....	130
Note 22 – Equity ....	135
Note 23 – Accumulated other comprehensive income ....	138
Note 24 – Guarantees given ....	139
Note 25 – Contingent commitments given ....	140
Note 26 – Off-balance sheet customer funds ....	140
Note 27 – Interest income and expenses ....	141
Note 28 – Fees and commission income and expenses ....	142
Note 29 – Net trading income ....	143
Note 30 – Other operating expenses ....	143
Note 31 – Administrative expenses ....	144
Note 32 – Impairment or (-) reversal of impairment on financial assets not measured at fair value through profit or loss ....	147

Note 33 – Impairment or (-) reversal of impairment of non-financial assets .....	147
Note 34 – Gains or (-) losses on derecognition of non-financial assets and shares, net.....	148
Note 35 – Gains or (-) losses from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations .....	148
Note 36 – Tax situation (income tax relating to continuing operations).....	149
Note 37 – Related-party transactions .....	152
Note 38 – Remuneration of and balances with members of the Board of Directors and senior management.....	153
Note 39 – Other information .....	155
Note 40 – Subsequent events .....	157
Schedule 1 – Banco Sabadell Group companies .....	158
Schedule 2 – Structured entities - Securitisation funds.....	175
Schedule 3 - Information required to be kept by issuers of mortgage market securities and the special mortgage register .....	176
Schedule 4 – Information on issuers of territorial bonds and on the special accounting record of territorial bonds .....	184
Schedule 5 – Details of outstanding subordinate assets and liabilities of the Group .....	186
Schedule 6 - Other risk information .....	191

---



---

**Directors' Report**

---



---



---



---

**Glossary of terms on performance indicators**

---



---

## Balance sheets of Banco de Sabadell, S.A.

At 31 December 2017 and 31 December 2016

Thousand euro

Assets	Note	2017	2016 (*)
<b>Cash and cash balances at central banks and other demand deposits</b>	<b>6</b>	<b>17,411,543</b>	<b>6,464,915</b>
<b>Financial assets held for trading</b>		<b>1,457,675</b>	<b>3,348,646</b>
Derivatives	9	1,355,327	1,727,866
Equity instruments		-	-
Debt securities	7	102,348	1,620,780
Loans and advances		-	-
Central banks		-	-
Credit institutions		-	-
Customers		-	-
<i>Memorandum item: loaned or pledged as security with sale or pledging rights</i>		<i>20,245</i>	-
<b>Financial assets designated at fair value through profit or loss</b>		-	-
Equity instruments		-	-
Debt securities		-	-
Loans and advances		-	-
Central banks		-	-
Credit institutions		-	-
Customers		-	-
<i>Memorandum item: loaned or pledged as security with sale or pledging rights</i>		-	-
<b>Available-for-sale financial assets</b>		<b>10,413,409</b>	<b>14,853,067</b>
Equity instruments	8	349,648	411,945
Debt securities	7	10,063,761	14,441,122
<i>Memorandum item: loaned or pledged as security with sale or pledging rights</i>		<i>2,814,601</i>	<i>6,761,231</i>
<b>Loans and receivables</b>		<b>121,812,513</b>	<b>120,032,969</b>
Debt securities	7	574,171	918,584
Loans and advances	10	121,238,342	119,114,385
Central banks		-	-
Credit institutions		7,239,612	4,805,917
Customers		113,998,730	114,308,468
<i>Memorandum item: loaned or pledged as security with sale or pledging rights</i>		<i>2,028,220</i>	<i>855,145</i>
<b>Held-to-maturity investments</b>	<b>7</b>	<b>11,051,168</b>	<b>4,598,190</b>
<i>Memorandum item: loaned or pledged as security with sale or pledging rights</i>		<i>5,673,632</i>	-
<b>Derivatives - Hedge accounting</b>	<b>11</b>	<b>121,137</b>	<b>233,348</b>
<b>Fair value changes of the hedged items in portfolio hedge of interest rate risk</b>		<b>73,310</b>	-
<b>Investments in joint ventures and associates</b>	<b>13</b>	<b>5,167,223</b>	<b>5,901,134</b>
Group entities		5,036,262	5,761,903
Associates		130,961	139,231
<b>Tangible assets</b>	<b>14</b>	<b>1,854,344</b>	<b>1,945,194</b>
Property, plant and equipment		1,264,787	1,319,610
For own use		1,264,787	1,319,610
Leased out under operating leases		-	-
Investment property		589,557	625,584
Of which: leased out under operating leases		-	-
<i>Memorandum item: acquired through finance leases</i>		-	-
<b>Intangible assets</b>	<b>15</b>	<b>293,582</b>	<b>370,411</b>
Goodwill		232,886	286,056
Other intangible assets		60,696	84,355
<b>Tax assets</b>		<b>5,309,775</b>	<b>5,111,115</b>
Current tax assets		223,932	146,146
Deferred tax assets	36	5,085,843	4,964,969
<b>Other assets</b>	<b>16</b>	<b>381,109</b>	<b>332,714</b>
Insurance contracts linked to pensions		139,114	153,989
Inventories		-	-
Rest of other assets		241,995	178,725
<b>Non-current assets and disposal groups classified as held for sale</b>	<b>12</b>	<b>2,295,964</b>	<b>1,995,297</b>
<b>TOTAL ASSETS</b>		<b>177,642,752</b>	<b>165,187,000</b>

(\*) Shown for comparative purposes only (see Note 1.4).

Notes 1 through 40 in the report and its Schedules form an integral part of the balance sheet at 31 December 2017.

## Balance sheets of Banco de Sabadell, S.A.

At 31 December 2017 and 31 December 2016

Thousand euro

<b>Liabilities</b>	<b>Note</b>	<b>2017</b>	<b>2016 (*)</b>
<b>Financial liabilities held for trading</b>		<b>1,427,323</b>	<b>1,889,775</b>
Derivatives	9	1,357,469	1,829,883
Short positions		69,854	59,892
Deposits		-	-
Central banks		-	-
Credit institutions		-	-
Customers		-	-
Debt securities issued		-	-
Other financial liabilities		-	-
<b>Financial liabilities designated at fair value through profit or loss</b>		<b>-</b>	<b>-</b>
Deposits		-	-
Central banks		-	-
Credit institutions		-	-
Customers		-	-
Debt securities issued		-	-
Other financial liabilities		-	-
<i>Memorandum item: subordinated liabilities</i>		-	-
<b>Financial liabilities measured at amortised cost</b>		<b>163,806,074</b>	<b>150,564,174</b>
Deposits		138,669,743	125,118,966
Central banks	17	21,501,162	11,818,693
Credit institutions	17	13,908,348	14,960,043
Customers	18	103,260,233	98,340,230
Debt securities issued	19	22,373,290	22,891,733
Other financial liabilities	20	2,763,041	2,553,475
<i>Memorandum item: subordinated liabilities</i>		<i>2,122,288</i>	<i>1,115,167</i>
<b>Derivatives - Hedge accounting</b>	<b>11</b>	<b>247,856</b>	<b>355,475</b>
<b>Fair value changes of the hedged items in portfolio hedge of interest rate risk</b>		<b>(52,140)</b>	<b>(18,270)</b>
<b>Provisions</b>	<b>21</b>	<b>335,083</b>	<b>394,118</b>
Pensions and other post-employment defined benefit obligations		84,843	89,471
Other long-term employee benefits		10,291	18,759
Pending legal issues and tax litigation		35,394	48,505
Commitments and guarantees given		150,415	192,375
Other provisions		54,140	45,008
<b>Tax liabilities</b>		<b>414,823</b>	<b>611,407</b>
Current tax liabilities		28,937	116,620
Deferred tax liabilities	36	385,886	494,787
<b>Share capital repayable on demand</b>		<b>-</b>	<b>-</b>
<b>Other liabilities</b>		<b>402,587</b>	<b>402,615</b>
<b>Liabilities included in disposal groups classified as held for sale</b>		<b>-</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>		<b>166,581,606</b>	<b>154,199,294</b>

(\*) Shown for comparative purposes only (see Note 1.4).

Notes 1 through 40 in the report and its Schedules form an integral part of the balance sheet at 31 December 2017.

## Balance sheets of Banco de Sabadell, S.A.

At 31 December 2017 and 31 December 2016

Thousand euro

Equity	Note	2017	2016 (*)
<b>Own Funds</b>	<b>22</b>	<b>10,950,838</b>	<b>10,721,130</b>
Capital		703,371	702,019
Paid up capital		703,371	702,019
Unpaid capital which has been called up		-	-
<i>Memorandum item: capital not called up</i>		-	-
Share premium		7,899,227	7,882,899
Equity instruments issued other than capital		-	-
Equity component of compound financial instruments		-	-
Other equity instruments issued		-	-
Share premium		7,785	23,818
Equity instruments issued other than capital		-	-
Revaluation reserves		-	-
Other reserves		2,020,866	1,933,216
(-) Treasury shares		(87,953)	(89,380)
Profit/(loss) during the year		519,170	379,839
(-) Interim dividends		(111,628)	(111,281)
<b>Accumulated other comprehensive income</b>	<b>23</b>	<b>110,308</b>	<b>266,576</b>
Items that will not be reclassified to profit or loss		6,767	13,260
Actuarial gains or (-) losses on defined benefit pension plans		6,767	13,260
Non-current assets and disposal groups classified as held for sale		-	-
Other valuation adjustments		-	-
Items that may be reclassified to profit or loss		103,541	253,316
Hedge of net investments in foreign operations (effective portion)		-	-
Foreign currency translation		(6,866)	35,316
Hedging derivatives. Cash flow hedges (effective portion)		(98,030)	(39,496)
Available-for-sale financial assets		208,437	257,496
Debt instruments		175,024	230,477
Equity instruments		33,413	27,019
Non-current assets and disposal groups classified as held for sale		-	-
<b>TOTAL EQUITY</b>		<b>11,061,146</b>	<b>10,987,706</b>
<b>TOTAL EQUITY AND TOTAL LIABILITIES</b>		<b>177,642,752</b>	<b>165,187,000</b>
<b>Memorandum item</b>			
<b>Guarantees given</b>	<b>24</b>	<b>9,154,329</b>	<b>8,831,580</b>
<b>Contingent commitments given</b>	<b>25</b>	<b>19,915,615</b>	<b>20,197,734</b>

(\*) Shown for comparative purposes only (see Note 1.4).

Notes 1 through 40 in the report and its Schedules form an integral part of the balance sheet at 31 December 2017.

**Profit and loss account of Banco de Sabadell, S.A.**  
for the years ended 31 December 2017 and 2016

Thousand euro

	Note	2017	2016 (*)
Interest income	27	3,372,305	3,523,565
(Interest expense)	27	(826,000)	(1,049,078)
(Expense on share capital repayable on demand)		-	-
<b>Net interest income</b>		<b>2,546,305</b>	<b>2,474,487</b>
Dividend income		327,967	71,328
Fee and commission income	28	1,078,562	976,086
(Fee and commission expense)	28	(113,154)	(94,482)
Net gains (losses) on financial assets and liabilities		487,372	555,383
Gains or (-) losses on derecognition of financial assets and liabilities not measured at fair value through profit or loss, net	29	269,186	422,555
Gains or (-) losses on financial assets and liabilities held for trading, net	29	218,344	132,371
Gains or (-) losses on financial assets and liabilities designated at fair value through profit or loss, net		-	-
Gains or (-) losses from hedge accounting, net	29	(158)	457
Exchange differences (gains or (-) losses), net		7,352	12,944
Other operating income		82,619	82,549
(Other operating expenses)	30	(323,582)	(276,667)
<b>Gross income</b>		<b>4,093,441</b>	<b>3,801,628</b>
(Administrative expenses)	31	(1,784,346)	(1,823,196)
(Staff expenses)		(1,037,796)	(1,084,954)
(Other administrative expenses)		(746,550)	(738,242)
(Depreciation)	14, 15	(195,006)	(215,597)
(Provisions or (-) reversal of provisions)	21	33,175	(95,120)
(Impairment or (-) reversal of impairment on financial assets not measured at fair value through profit or loss)	32	(1,724,942)	(605,373)
(Financial assets measured at cost)		-	-
(Available-for-sale financial assets)		(44,303)	(12,489)
(Loans and receivables)		(1,680,049)	(592,883)
(Investments held to maturity)		(590)	-
<b>Profit/(loss) on operating activities</b>		<b>422,322</b>	<b>1,062,342</b>
(Impairment of (-) reversal of impairment of investments in joint ventures and associates)		6,514	(50,656)
(Impairment or (-) reversal of impairment on non-financial assets)	33	(82,809)	(62,862)
(Tangible assets)		(82,809)	(62,862)
(Intangible assets)		-	-
(Other)		-	-
Gains or (-) losses on derecognition of non-financial assets and shareholdings, net	34	547,581	962
Negative goodwill recognised in profit or loss		-	-
Profit or (-) loss from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations	35	(141,327)	(293,118)
<b>Profit or (-) loss before tax from continuing operations</b>		<b>752,281</b>	<b>656,668</b>
(Tax expense or (-) income related to profit from continuing operations)	36	(233,111)	(276,829)
<b>Profit or (-) loss after tax from continuing operations</b>		<b>519,170</b>	<b>379,839</b>
Profit or (-) loss from discontinued operations		-	-
<b>PROFIT/(LOSS) DURING THE YEAR</b>		<b>519,170</b>	<b>379,839</b>
<b>Earnings per share</b>		<b>0.09</b>	<b>0.07</b>
Basic (in euro)		0.09	0.07
Diluted (in euro)		0.09	0.07

(\*) Shown for comparative purposes only (see Note 1.4).

Notes 1 through 40 in the report and its Schedules form an integral part of the income statement for 2017.

## Statements of changes in equity of Banco de Sabadell, S.A.

Statements of recognised income and expenses of Banco de Sabadell, S.A.

At 31 December 2017 and 31 December 2016

Thousand euro

	Note	2017	2016 (*)
<b>Profit/(loss) during the year</b>		<b>519,170</b>	<b>379,839</b>
<b>Other comprehensive income</b>	<b>23</b>	<b>(156,268)</b>	<b>(84,882)</b>
Items that will not be reclassified to profit or loss		(6,495)	1,050
Actuarial gains or (-) losses on defined benefit pension plans		(9,278)	1,499
Non-current assets and disposal groups held for sale		-	-
Other valuation adjustments		-	-
Income tax relating to items that will not be reclassified		2,783	(449)
Items that may be reclassified to profit or loss		(149,773)	(85,932)
Hedge of net investments in foreign operations [effective portion]		-	-
Valuation gains or (-) losses taken to equity		-	-
Transferred to profit or loss		-	-
Other reclassifications		-	-
Foreign currency translation		(42,182)	22,300
Translation gains or (-) losses taken to equity		(42,182)	22,300
Transferred to profit or loss		-	-
Other reclassifications		-	-
Cash flow hedges [effective portion]		(83,619)	(87,501)
Valuation gains or (-) losses taken to equity		(131,058)	(85,675)
Transferred to profit or loss		47,439	(1,826)
Transferred to initial carrying amount of hedged items		-	-
Other reclassifications		-	-
Available- for-sale financial assets		(67,460)	(57,557)
Valuation gains or (-) losses taken to equity		269,403	385,447
Transferred to profit or loss		(336,863)	(443,004)
Other reclassifications		-	-
Non-current assets and disposal groups held for sale		-	-
Valuation gains or (-) losses taken to equity		-	-
Transferred to profit or loss		-	-
Other reclassifications		-	-
Income tax relating to items that may be reclassified to profit or (-) loss		43,488	36,826
<b>Total comprehensive income for the year</b>		<b>362,902</b>	<b>294,957</b>

(\*) Shown for comparative purposes only (see Note 1.4).

The statement of recognised income and expense, together with the statements of total changes in equity of Banco Sabadell, make up the statement of changes in equity.

Notes 1 through 40 in the report and its Schedules form an integral part of the statement of changes in equity for 2017.

## Statements of changes in equity of Banco de Sabadell, S.A.

Statements of total changes in equity of Banco de Sabadell, S.A.

For the years ended 31 December 2017 and 2016

Thousand euro

Sources of changes in equity	Capital	Share premium	Equity instruments issued other than capital	Other equity	Retained earnings	Revaluation reserves	Other reserves	(-) Treasury shares	Profit/(loss) during the year	(-) Interim dividends	Accumulated other comprehensive income	Total
<b>Opening balance 31/12/2016</b>	<b>702,019</b>	<b>7,882,899</b>	-	<b>23,818</b>	-	-	<b>1,933,216</b>	<b>(89,380)</b>	<b>379,839</b>	<b>(111,281)</b>	<b>266,576</b>	<b>10,987,706</b>
Effects of error corrections	-	-	-	-	-	-	-	-	-	-	-	-
Effects of changes in accounting policies	-	-	-	-	-	-	-	-	-	-	-	-
<b>Opening balance 31/12/2016</b>	<b>702,019</b>	<b>7,882,899</b>	-	<b>23,818</b>	-	-	<b>1,933,216</b>	<b>(89,380)</b>	<b>379,839</b>	<b>(111,281)</b>	<b>266,576</b>	<b>10,987,706</b>
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	-	-	519,170	-	(156,268)	<b>362,902</b>
<b>Other changes in equity</b>	1,352	16,328	-	(16,033)	-	-	87,650	1,427	(379,839)	(347)	-	<b>(289,462)</b>
Issuance of ordinary shares	-	-	-	-	-	-	-	-	-	-	-	-
Issuance of preference shares	-	-	-	-	-	-	-	-	-	-	-	-
Issuance of other equity instruments	-	-	-	-	-	-	-	-	-	-	-	-
Exercise or maturity of other equity instruments issued	-	-	-	-	-	-	-	-	-	-	-	-
Conversion of debt into equity	-	-	-	-	-	-	-	-	-	-	-	-
Capital reduction	-	-	-	-	-	-	-	-	-	-	-	-
Dividends (or remuneration paid to shareholders) (*)	-	-	-	-	-	-	(168,485)	-	-	(111,628)	-	<b>(280,113)</b>
Purchase of treasury shares	-	-	-	-	-	-	-	(339,157)	-	-	-	<b>(339,157)</b>
Sale or cancellation of treasury shares	-	-	-	-	-	-	3,263	340,584	-	-	-	<b>343,847</b>
Reclassification of financial instruments from equity to liabilities	-	-	-	-	-	-	-	-	-	-	-	-
Reclassification of financial instruments from liabilities to equity (**)	1,352	16,328	-	-	-	-	-	-	-	-	-	<b>17,680</b>
Transfers between equity components (**)	-	-	-	(23,717)	-	-	292,275	-	(379,839)	111,281	-	-
Increase or (-) decrease in equity arising from business combinations	-	-	-	-	-	-	-	-	-	-	-	-
Payments based on shares (****)	-	-	-	7,684	-	-	-	-	-	-	-	<b>7,684</b>
Other increases or (-) decreases in equity	-	-	-	-	-	-	(39,403)	-	-	-	-	<b>(39,403)</b>
<b>Closing balance 31/12/2017</b>	<b>703,371</b>	<b>7,899,227</b>	-	<b>7,785</b>	-	-	<b>2,020,866</b>	<b>(87,953)</b>	<b>519,170</b>	<b>(111,628)</b>	<b>110,308</b>	<b>11,061,146</b>

(\*) Proposed distribution of profits (see note 2).

(\*\*) Breakdown of profit/(loss) during 2016 (see Note 2) and reclassification to other reserves of share-based remuneration schemes expiring during the year and not executed (see Note 31).

(\*\*\*) See note 22.

(\*\*\*\*) See note 31.

Notes 1 through 40 in the report and its Schedules form an integral part of the statement of changes in equity at 31 December 2017.



## Statements of changes in equity of Banco de Sabadell, S.A.

Statements of total changes in equity of Banco de Sabadell, S.A.  
for the years ended 31 December 2017 and 2016

Thousand euro

Sources of changes in equity	Capital	Share premium	Equity instruments issued other than capital	Other equity	Retained earnings	Revaluation reserves	Other reserves	(-) Treasury shares	Profit/(loss) during the year	(-) Interim dividends	Accumulated other comprehensive income	Total
<b>Opening balance 31/12/2015</b>	<b>679,906</b>	<b>7,935,665</b>	-	<b>14,322</b>	-	-	<b>3,265,305</b>	<b>(228,690)</b>	<b>301,898</b>	-	<b>351,458</b>	<b>12,319,864</b>
Effects of error corrections	-	-	-	-	-	-	-	-	-	-	-	-
Effects of changes in accounting policies	-	-	-	-	-	-	(1,557,603)	-	-	-	-	(1,557,603)
<b>Opening balance 31/12/2015</b>	<b>679,906</b>	<b>7,935,665</b>	-	<b>14,322</b>	-	-	<b>1,707,702</b>	<b>(228,690)</b>	<b>301,898</b>	-	<b>351,458</b>	<b>10,762,261</b>
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	-	-	379,839	-	(84,882)	<b>294,957</b>
<b>Other changes in equity</b>	22,113	(52,766)	-	9,496	-	-	225,514	139,310	(301,898)	(111,281)	-	<b>(69,512)</b>
Issuance of ordinary shares	15,877	-	-	-	-	-	(15,877)	-	-	-	-	-
Issuance of preference shares	-	-	-	-	-	-	-	-	-	-	-	-
Issuance of other equity instruments	-	-	-	-	-	-	-	-	-	-	-	-
Exercise or maturity of other equity instruments issued	-	-	-	-	-	-	-	-	-	-	-	-
Conversion of debt into equity	-	-	-	-	-	-	-	-	-	-	-	-
Capital reduction	-	-	-	-	-	-	-	-	-	-	-	-
Dividends (or remuneration paid to shareholders)	-	(106,448)	-	-	-	-	(77,947)	135,695	-	(111,281)	-	<b>(159,981)</b>
Purchase of treasury shares	-	-	-	-	-	-	-	(320,582)	-	-	-	<b>(320,582)</b>
Sale or cancellation of treasury shares	-	-	-	-	-	-	15,688	324,197	-	-	-	<b>339,885</b>
Reclassification of financial instruments from equity to liabilities	-	-	-	-	-	-	-	-	-	-	-	-
Reclassification of financial instruments from liabilities to equity	6,236	53,682	-	-	-	-	-	-	-	-	-	<b>59,918</b>
Transfers between equity components	-	-	-	-	-	-	301,898	-	(301,898)	-	-	-
Increase or (-) decrease in equity arising from business combinations	-	-	-	-	-	-	-	-	-	-	-	-
Payments based on shares	-	-	-	9,496	-	-	-	-	-	-	-	<b>9,496</b>
Other increases or (-) decreases in equity	-	-	-	-	-	-	1,752	-	-	-	-	<b>1,752</b>
<b>Closing balance 31/12/2016</b>	<b>702,019</b>	<b>7,882,899</b>	-	<b>23,818</b>	-	-	<b>1,933,216</b>	<b>(89,380)</b>	<b>379,839</b>	<b>(111,281)</b>	<b>266,576</b>	<b>10,987,706</b>

Shown for comparative purposes only (see Note 1.4).

Notes 1 through 40 in the report and its Schedules form an integral part of the statement of changes in equity at 2017.

## Cash flow statements of Banco de Sabadell, S.A.

At 31 December 2017 and 31 December 2016

Thousand euro

	Note	2017	2016 (*)
<b>Cash flows from operating activities</b>		<b>11,391,296</b>	<b>3,253,640</b>
Profit/(loss)during the year		519,170	379,839
Adjustments to obtain cash flows from operating activities		1,798,491	1,542,961
Depreciation		195,006	215,597
Other adjustments		1,603,485	1,327,364
Net increase/decrease in operating assets		(2,012,718)	(1,609,202)
Financial assets held for trading		1,890,972	(1,123,700)
Financial assets designated at fair value through profit or loss		-	-
Available-for-sale financial assets		993,042	(1,317,145)
Loans and receivables		(4,242,616)	360,253
Other operating assets		(654,117)	471,390
Net increase/decrease in operating liabilities		11,237,228	3,038,973
Financial liabilities held for trading		(462,452)	312,103
Financial liabilities designated at fair value through profit or loss		-	-
Financial liabilities measured at amortised cost		12,168,382	2,580,170
Other operating liabilities		(468,702)	146,700
Collections/Payments due to income tax		(150,875)	(98,931)
<b>Cash flows from investment activities</b>		<b>(1,294,781)</b>	<b>835,892</b>
Payments		(3,490,547)	(463,759)
Tangible assets	14	(225,411)	(280,987)
Intangible assets	15	(3,145)	(9,888)
Investments in joint ventures and associates	13	-	(172,884)
Other business units	Schedule 1	(235,643)	-
Non-current assets and liabilities classified as held for sale		-	-
Investments held to maturity		(3,026,348)	-
Other payments related to investment activities		-	-
Collections		2,195,766	1,299,651
Tangible assets	14, 34	44,495	221,050
Intangible assets		-	-
Investments in joint ventures and associates	13	153,640	160,687
Other business units	Schedule 1	1,461,975	-
Non-current assets and liabilities classified as held for sale (**)	12, 35	535,657	917,914
Investments held to maturity		-	-
Other collections related to investment activities		-	-

(\*) Shown for comparative purposes only (see Note 1.4).

(\*\*) See statement of changes in equity.

Notes 1 through 40 in the report and its Schedules form an integral part of the balance sheet at 31 December 2017.

## Cash flow statements of Banco de Sabadell, S.A.

At 31 December 2017 and 31 December 2016

Thousand euro

	Note	2017	2016 (*)
<b>Cash flows from financing activities</b>		<b>792,260</b>	<b>137,777</b>
Payments		(701,587)	(702,108)
Dividends (**)		(280,113)	(159,981)
Subordinated liabilities	Schedule 5	(58,800)	(219,200)
Amortisation of own equity instruments		-	-
Acquisition of own equity instruments (**)		(339,157)	(320,582)
Other payments related to financing activities (****)		(23,517)	(2,345)
Collections		1,493,847	839,885
Subordinated liabilities	Schedule 5	1,150,000	500,000
Issuance of own equity instruments		-	-
Disposal of own equity instruments (**)		343,847	339,885
Other collections related to financing activities		-	-
<b>Effect of exchange rate fluctuations</b>		<b>57,853</b>	<b>141,003</b>
<b>Net increase (decrease) in cash and cash equivalents</b>		<b>10,946,628</b>	<b>4,368,312</b>
<b>Cash and cash equivalents at the start of the year</b>		<b>6,464,915</b>	<b>2,096,603</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>17,411,543</b>	<b>6,464,915</b>

### COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR

Cash	552,373	492,811
Balances of cash equivalents in central banks	16,600,830	5,807,330
Other demand deposits	258,340	164,774
Other financial assets	-	-
Less: bank overdrafts reimbursable on demand	-	-

(\*) Shown for comparative purposes only (see Note 1.4).

(\*\*) See statement of changes in equity.

(\*\*\*\*) Net amount of expenses arising from remuneration of debt securities issued (see Note 19).

Notes 1 through 40 in the report and its Schedules form an integral part of the balance sheet at 31 December 2017.

## **REPORT OF THE ANNUAL ACCOUNTS OF BANCO SABADELL, S.A.**

For the year ended 31 December 2017.

### **Note 1 – Business activity, accounting policies and practices**

#### **1.1. Business activity**

Banco de Sabadell, S.A. (hereinafter, also referred to as Banco Sabadell, the bank or the Company), with registered office in Alicante, Avenida Óscar Esplá, 37, engages in banking business and is subject to the standards and regulations governing banking institutions operating in Spain. The functions of prudential supervision of Banco Sabadell on a consolidated basis were taken on by the European Central Bank (ECB) in November 2014.

The bank is the parent company of a corporate group (see Schedule 1) whose activity it controls directly or indirectly and which comprise, together with the bank, Banco Sabadell Group (hereinafter, the Group).

#### **1.2. Basis of presentation**

The bank's annual accounts corresponding to the year ended 31 December 2017 have been prepared pursuant to Bank of Spain Circular 4/2004 of 22 December and its subsequent amendments (hereinafter, "Circular 4/2004") and other provisions of the financial reporting regulations applicable to the bank, in order to fairly present the bank's equity and financial situation as at 31 December 2017 and the results of its operations, recognised income and expenses, changes in equity and in cash flows occurred during 2017. The aforementioned Circular 4/2004 constitutes the implementation and adaptation to the sector of Spanish credit institutions of the European Union International Financial Reporting Standards (EU-IFRS) pursuant to that set forth in Regulation 1606/2002 of the European Parliament and of the Council relating to the implementation of these standards.

The information provided in these annual accounts is the responsibility of the directors of the bank. The bank's annual accounts for 2017 were signed off by the directors of Banco Sabadell at a meeting of the Board of Directors on 1 February 2018 and will be submitted to the shareholders at the Annual General Meeting for approval. It is expected that the shareholders will approve the accounts without significant changes.

Except as otherwise indicated, these annual accounts are expressed in thousands of euros. In order to show the amounts in thousands of euros, the accounting balances have been subject to rounding; for this reason, some of the amounts appearing in certain tables may not be the exact arithmetic sum of the preceding figures.

No accounting principles or valuation criteria that have ceased to be applied in the preparation of the bank's annual accounts for 2017 due to any significant effect thereof.

The consolidated annual accounts of Banco Sabadell Group, which have been prepared in accordance with the European Union International Financial Reporting Standards adopted by the European Union (EU-IFRS) are presented separately from the individual annual accounts. The key figures given in the consolidated annual accounts which have been subject to audit procedures are as follows:

Thousand euro	2017	2016
Total assets	221,348,315	212,507,719
Own funds	13,425,916	12,926,166
Income from financial activity	7,256,707	7,257,698
Profit or loss attributable to owners of the parent company	801,466	710,432

#### Adoption of Bank of Spain Circular 4/2017

During 2017, Bank of Spain Circular 4/2017 of 27 November on credit institutions public and confidential financial reporting rules and formats was published, and entered into force on 1 January 2018.

This standard aims to adapt the accounting regime of Spanish credit institutions to changes in the European accounting regime deriving from the adoption of two new International Financial Reporting Standards (IFRS) - IFRS 15 and IFRS 9, which have entailed the amendment of accounting criteria of ordinary income and financial instruments, respectively, with the latter being of particular significant for credit institutions.

The changes introduced by this Circular, which are the direct result of the amendments made with IFRS 9, note should be taken of the following three:

- The changes in the financial asset impairment model, which is no longer based on incurred losses but rather on estimates of expected credit losses. This change intends to bring about a more accurate valuation of assets and to allow any impairment to be detected earlier.
- The amendment of the portfolios into which financial assets are classified for the purpose of their valuation. In terms of debt instruments, their contractual features and the business model followed by the bank for their management will determine the portfolio into which such assets are to be classified and therefore the applicable valuation criteria (amortised cost, at fair value recognising changes in other comprehensive income or at fair value through profit or loss). Investments in equity instruments need to be measured at their fair value through profit or loss, unless an irrevocable decision is made from their initial recognition to recognise these changes in value in other comprehensive income. Lastly, all other financial assets need to be recognised on the balance sheet at their fair value, recognising any changes through profit or loss.
- Changes in the regulation of hedge accounting. The new regime in IFRS 9 introduces an additional accounting scheme to the scheme that has been in place to date, although the old scheme will remain in place during a transitional period. The new rules eliminate the quantitative effectiveness tests, requiring instead the monitoring and adjustments of the percentage of the item hedged by the hedging item (coverage ratio). Each bank may voluntarily opt to maintain the hedge accounting criteria that they have been using to date or to change to the new system.

As regards changes deriving from the adaptation to IFRS 15, note should be taken of the new model for the recognition of ordinary income other than income from financial instruments, which will be based on the identification of the obligations in each contract, its pricing, the allocation of such pricing to the identified obligations and, lastly, the recognition of the income at the time at which control of the assets is transferred, if this occurs at a specific time, or as this transfer is carried out, if control is transferred over time. Given the primary activities of the bank and the fact that this amendment has no impact on the recognition of income and expenses associated with financial instruments, the first application of the new model for the recognition of ordinary income has not had any significant impact on the bank's financial statements.

The project carried out by the bank to implement IFRS 9, which is directly applicable to the Group's consolidated financial statements, is described below, together with the impacts of the first application of Circular 4/2017 on the bank's financial statements:

## Implementation Project

At the end of 2014, the bank began preparatory work for the implementation of IFRS 9. This project has spanned three years (2015, 2016 and 2017) and has been characterised by its cross-cutting nature, as it has had an impact on the bank's processes and systems and on financial reporting governance and controls. This project has been led by a specific committee that has assumed responsibility for the coordination of the various areas of the bank involved and for the timely achievement of the established implementation objectives in order to ensure the satisfactory application of this new standard on the date of its entry into force.

The aspects covered by the implemented work plan include the documentation of the criteria used for the adoption of the standard and the amendment of accounting policies and workflows, updates to internal and external reporting, the implementation of necessary changes to approaches and systems in order to comply with new requirements, the adaptation of flows for reporting to governing bodies and for reporting between departments as well as approval flows and decision-making flows, changes to the assignment of responsibilities according to the established functions and the design of control procedures relating to the new standard.

There have been two main areas of activity for the implementation of the new standard. On one hand, the analysis of the changes set forth by this standard in relation to the classification of financial instruments for the purpose of their presentation and valuation and, on the other, the analysis of changes in the classification of financial assets based on their default and the estimated impairment losses of financial assets. A brief description of the work carried out in both of these areas of activity is given below:

- *Classification of financial instruments for the purpose of their presentation and valuation:*

An analysis has been made of the business models under which the bank manages its financial assets and of the characteristics of the contractual cash flows of the latter based on events and circumstances as at 1 January 2018, in order to establish their classification into each of the portfolios as determined by this new standard for the purpose of their presentation and valuation.

- *Classification of financial assets based on their default and impairment losses of financial assets:*

The adaptation to IFRS9 has not entailed a substantial change in the tools and methodologies available to the bank for their management and monitoring, although an assessment has had to be carried out on the way in which the new changes in this standard should be incorporated into the processes and systems already established by the bank. In particular, the entry into force of this standard has entailed:

- The adaptation and implementation in the systems of triggers or indicators which, together with the use of internal ratings-based models and aligned with the bank's risk management, are used to determine the classification of each financial asset into one of the three stages defined in the standard and their impairment coverage.

For borrowers assessed collectively, certain thresholds have been set based on a comparison between the current lifetime Probability of Default (PD) and the lifetime PD at origination for each period. These thresholds have been set in such a way that the observed default rates, for a sufficiently long period, are statistically different.

For significant borrowers analysed by means of an individualised assessment, a system of triggers has been established, in which triggers are activated whenever there is a significant increase in credit risk or when there are signs of impairment. The system of triggers covers signs of impairment or weakness by using the definition of:

- Specific triggers that signal when there has been a significant increase in credit risk;
- Specific triggers that signal when there are signs of impairment;
- Triggers that allow an increase in credit risk and signs of impairment to be detected, on the basis of the various early warning thresholds.

A team of expert risk analysts will analyse borrowers that have activated triggers to determine whether there has been a significant increase in credit risk or whether there is any objective evidence of impairment. If there is evidence of impairment, they determine whether the event or events that have given rise to the loss have an impact on estimated future cash flows of the financial asset or a group of financial assets.

- The development of individual and collective assessment tools;
- The development of lifetime calibrations to assess whether there has been a significant increase in credit risk;
- The inclusion of forward-looking information when calculating expected credit losses and determining whether there has been a significant increase in credit risk, for which purpose forward-looking scenario simulation models have been used;
- The application of different scenarios to identify the effect of the non-linearity of losses. To this end, the provisions required in different improbable but plausible scenarios are estimated;
- An estimate has been made of the prepayment rates for different products and segments based on historical data observed (historical data from 2000 onwards). These prepayment rates are used to determine the lifetime expected loss of exposures classified as being under special monitoring. In addition, the agreed amortisation schedule for each operation is used.
- The identification of the following operations with negligible risk to estimate credit risk hedges:
  - transactions with central banks;
  - transactions with general governments of European Union countries, including those deriving from reverse repurchase agreements on government debt securities;
  - transactions with central governments of countries classified in group 1 for the purpose of country risk;
  - transactions in the name of deposit guarantee schemes and resolution funds, provided their credit quality is such that they are equivalent to those of the European Union;
  - transactions in the name of credit institutions and specialised lending institutions from countries of the European Union and, in general, from countries classified in group 1 for the purpose of country risk;
  - transactions with Spanish reciprocal guarantee companies and government agencies or enterprises from other countries classified in group 1 for the purpose of country risk whose main activity is credit insurance or guarantees;
  - transactions with non-financial corporations considered to belong to the public sector;
  - advances on the following month's pensions or wages, provided the paying entity is a government agency and the wage or pension is directly credited to Banco Sabadell, and advances other than loans.

Throughout 2017, the bank has developed a process which allows losses due to impairment of financial assets, obtained from the application of current accounting regulations at the end of such year, to be compared against those that would be obtained from the application of IFRS 9 (parallel run), with the objective of ensuring the correct implementation of this standard and analysing the new dynamics in the hedges derived from its entry into force.

The conclusion of the project to implement IFRS 9 has allowed the bank to adequately estimate the impact of Circular 4/2017 on the date of its entry into force and to have the necessary processes, tools and controls in place for its future application.

#### Impacts of the first application of the standard

The main impacts on the bank arising from the first application of this standard are described below:

- *Classification of financial instruments for the purpose of their presentation and valuation*

In accordance with the conclusions reached after carrying out an analysis of the business models and the characteristics of contractual cash flows of the financial assets, there is a connection between the portfolios of financial assets that the bank has used for the purpose of their presentation and valuation to prepare its financial statements for 2017, and those that have started to be used following the entry into force of Circular 4/2017, for which reason no significant changes have arisen for the purpose of classifying operations in the balance sheet.

Thus, in general:

- Debt instruments held by the bank included in the “*Loans and receivables*” and “*Investments held to maturity*” portfolios as at 31 December 2017, that comprise the majority of the bank’s financial assets, are managed using a business model that aims to hold financial assets to receive their associated contractual cash flows, therefore they have now been classified in the “*Financial assets at amortised cost*” portfolio of the new standard. Pursuant to the requirements set forth by such standard, the debt instruments assigned to this portfolio will present sales on an infrequent basis or with amounts with limited significance, although the bank considers that the sales of financial assets close to maturity and sales produced due to the increase in credit risk of financial assets or to manage concentration risk will be consistent with the business model with which financial assets classified in this portfolio are managed.
- Debt instruments included in the “*Available-for-sale financial assets*” portfolio largely consist of financial instruments acquired to manage the bank’s balance sheet and are managed using a mixed business model the objective of which combines the receipt of contractual cash flows and sales, for which reason they have been reclassified into the “*Financial assets measured at fair value through other comprehensive income*” portfolio of the new standard. Under this business model, sales of financial assets are essential, not ancillary, therefore no limitations to the performance of such sales have been established.
- Debt instruments included by the bank in the “*Financial assets held for trading*” portfolio, which mainly correspond to the trading book, have been classified in the portfolio of the same name established by the new regulations applicable to the bank.



Notwithstanding the foregoing, the new standard requires fixed-income financial instruments classified in the “*Financial assets at amortised cost*” or “*Financial assets measured at fair value through other comprehensive income*” portfolios to have contractual terms and conditions that give rise to cash flows on specific dates consisting solely of payments of principal and interest (SPPI test) on the principal outstanding. Although given the nature of the bank’s business, almost none of its debt instruments have characteristics that give rise to cash flows other than the corresponding payments of principal and interests, at 31 December 2017, there were financial assets classified in the “*Loans and receivables*”, “*Investments held to maturity*” and “*Available-for-sale financial assets*” portfolios amounting to €147 million that did not satisfy the aforementioned contractual terms and conditions, for which reason they have been classified, following the entry into force of Circular 4/2017, into the portfolio “*Non-trading financial assets necessarily measured at fair value through profit or loss*”. Similarly, financial assets that were included in the portfolio of “*Investments held to maturity*”, amounting to €2,037 million as at 31 December 2017, have been reclassified to the portfolio of “*Financial assets designated at fair value through other comprehensive income*”. Changes in the valuation criteria of financial assets which, in accordance with that described in this paragraph, have been reclassified into other portfolios, have entailed an increase in the balance at which they are recognised on the balance sheet amounting to €84 million.

Furthermore, following the entry into force of Circular 4/2017, the bank has chosen to include in the portfolio of “*Financial assets measured at fair value through other comprehensive income*” investments held in equity instruments that should not be classified in the portfolio of “*Financial assets held for trading*”. These equity instruments are included in the “*Available-for-sale financial assets*” portfolio as at 31 December 2017.

The breakdown of the bank’s financial assets at 31 December 2017, pooled together in both the portfolios for the purpose of their presentation and valuation used to prepare the annual accounts for 2017, and in the portfolios in effect following the entry into force of Circular 4/2017 is shown below:

Million euros

Portfolios used in 2017 annual accounts	Portfolios used following entry into force of Circular 4/2017		Amount	Change
	Amount			
Loans and receivables and Investments held to maturity	132,864	Financial assets at amortised cost	130,733	(2,131)
Available-for-sale financial assets	10,413	Financial assets measured at fair value through other comprehensive income	12,481	2,068
Financial assets held for trading	1,458	Financial assets held for trading	1,458	-
		Non-trading financial assets measured at fair value through profit or loss	147	147
<b>Total</b>	<b>144,735</b>		<b>144,819</b>	<b>84</b>

As indicated previously, as a result of the changes to the portfolios in which financial assets are included for the purpose of their presentation and valuation arising from the first application of Circular 4/2017, the balance at which these assets were recognised on the bank’s balance sheet as at 1 January 2018 has increased by €84 million which, in turn, has entailed an increase in equity of €59 million.

On the other hand, in relation to financial liabilities, the portfolios established by Circular 4/2017 for the purpose of their presentation and valuation are similar to those included in the previous regulation, therefore the entry into force of this Circular has had no significant impact on either the classification or the recognition of the bank’s financial liabilities.

- *Classification of financial assets based on their default and impairment losses of financial assets*

The bank identifies purchased or originated credit-impaired financial assets at the time of their recognition on the balance sheet. At each reporting date, changes in expected credit losses throughout the expected life of the assets are recorded. Therefore, their estimation always takes into account lifetime expected losses. Furthermore, the interest rate applied to these assets shall be the adjusted Effective Interest Rate (EIR), which incorporates expected cash flows (in the same way as the EIR for other financial assets) and the expected credit losses.

As a result of the first application of Circular 4/2017, €22 million have been reclassified into the category of doubtful loans, which were recognised as standard exposures under special monitoring as at 31 December 2017. This impact is mainly the result of the definition of a quantitative criterion based on number of days past-due to classify loans as doubtful due to reasons other than arrears for exposures classified as doubtful over the last 12 months.

This increase in doubtful loans due to the entry into force of Circular 4/2017 has resulted in an impact on the bank's NPL ratio of 3 basis points.

In terms of impairment losses of financial assets, the main impact in like-for-like terms has arisen from applying the expected lifetime loss to transactions in which a significant increase in credit loss has occurred from their recognition and from the introduction of scenarios when considering the non-linearity of the losses.

The entry into force of Circular 4/2017 has entailed an increase in value adjustments due to asset impairment of €800 million.

The main impact in like-for-like terms has occurred in the category of standard exposures under special monitoring, owing to the application of lifetime expected credit losses and the impact of the non-linearity of the losses which have entailed an increase of twice the value adjustments in respect of those recognised under the previous regulation.

For the categories of standard exposure and doubtful exposure, the drivers that have entailed the most significant increases in value adjustments have been the consideration of the non-linearity of losses as well as the increases in Loss Given Default (LGD).

In order to include the non-linearity of losses, 3 macroeconomic scenarios have been considered: one central scenario, one adverse scenario and one favourable scenario. Their likelihood of occurring is of 65%, 20% and 15%, respectively. To carry out the projections of these scenarios, 5-year time horizons are considered. The variables considered are the evolution of GDP, the unemployment rate and housing prices.

The increase in value adjustments has led to an increase in the NPL coverage ratio of the bank of 10 percentage points and a decrease in equity of €560 million.

- *Hedge accounting*

Given that the bank has chosen to continue applying the requirements in effect as at 31 December 2017, the entry into force of Circular 4/2017 has not had any impact on hedge accounting.

Use of judgements and estimates in the preparation of the annual accounts

The preparation of the annual accounts requires certain accounting estimates to be made. It also requires that Management exercise judgement in the process of applying the bank's accounting policies. Such estimates could affect the amount of assets and liabilities and the breakdown of contingent assets and liabilities at the date of the annual accounts, as well as income and expenses during the year.

The main estimates refer to the following items:

- Losses due to the impairment of certain financial assets (see Notes 1.3.3, 6, 7, 8, and 10).
- The assumptions used in actuarial calculations of liabilities and commitments in respect of post-employment remuneration (see Notes 1.3.16 and 21).
- The useful life of tangible and intangible assets (see Notes 1.3.10, 1.3.12, 14 and 15). The useful lives of intangible assets have been updated during the year. This re-estimation has not given rise to any material impact on the income statement.
- The valuation of goodwill (see Notes 1.3.12 and 15).
- The provisions and consideration of contingent liabilities (see Notes 1.3.15 and 21).
- The fair value of unquoted financial assets (see Note 5).
- The fair value of real estate assets included in the balance sheet (see Notes 1.3.8, 1.3.10 and 5).
- The recoverability of non-monetisable deferred tax assets and tax credits (see Note 36).

Although estimates are based on the best information available to Management about the current and foreseeable circumstances, final results could differ from these estimates.

### 1.3. Accounting principles and policies and measurement criteria

The most significant accounting principles and policies, as well as measurement criteria that have been applied in preparing these annual accounts are as follows:

#### 1.3.1. Investments in subsidiaries, joint ventures and associates

Subsidiaries are considered by the bank to be entities over which it has the ability to exercise control, which manifests itself when:

- it has the power to manage its significant activities, i.e. activities that significantly affect their performance, by virtue of a legal provision, an article of association or an agreement;
- it has the current (i.e. practical) capacity to exercise rights to use such power with the intention of influencing the entity's performance, and
- owing to its involvement, it is exposed or is entitled to variable remuneration from the investee.

Generally, voting rights are rights that confer power to manage an investee's significant activities. Furthermore, the bank takes into account any facts or circumstances which may affect the assessment of whether or not control exists, pursuant to the requirements of Circular 4/2004.

Joint ventures are institutions covered by joint control agreements whereby decisions on the relevant activities are made unanimously by the institutions which share control, and which hold a right to their net assets. The bank has not held any investments in joint ventures during 2017.

Associates are institutions over which the bank has a significant influence which generally, but not exclusively, takes the form of direct or indirect interest representing 20% or more of the investee's voting rights.

Investments in the capital of subsidiaries, joint ventures and associates are initially recognised at cost, which is equivalent to the fair value of the consideration given.

Subsequently, these investments continue to be valued at cost, and such value is reduced by any value reduction due to impairment. For this purpose, the bank compares the recoverable amount of each investment against their carrying value. The recorded impairment is the result of an individual assessment of the investees portfolio which are assessed based on their net asset value or based on projections of their results, pooling them into activity sectors (real estate, renewable energy, industrial, financial, etc.) and evaluating the macroeconomic factors specific to that sector that could affect the performance of such companies, in order to estimate their value in use. Specifically, insurance investees are assessed by applying the market consistent embedded value methodology, companies related to real estate are assessed based on their net asset value, and financial investees based on multiples of their book value and/or the profit from other comparable listed companies.

Losses due to impairment are recognised in the profit and loss account for the year in which they took place and subsequent recoveries are recognised in the profit and loss account for the year in which they were recovered.

The financial and insurance institutions in which the bank holds an equity interest, both subsidiaries and associates, regardless of the country in which they are located, are subject to supervision and regulation by various organisms.

Current laws in the various jurisdictions, along with the need to meet certain minimum capital requirements and carry out oversight activities, are circumstances that could affect the capacity of such institutions to transfer funds in the form of cash, dividends, loans or advances.

### **1.3.2. Measurement of financial instruments and recognition of changes arising in their subsequent measurement**

In general, all financial instruments are initially recognised at fair value (see definition in Note 5) which, unless evidence to the contrary is available, coincides with the transaction price. In general, conventional sales and purchases of financial assets are recognised in the bank's balance sheet using the settlement date.

Changes in value of financial instruments originating from the accrual of interest and similar items are recorded in the profit and loss account, under the headings "*Interest income*" or "*Interest expenses*", as applicable, with the exception of derivatives held for trading. Dividends received from other companies are recognised in the profit and loss account for the year in which the right to receive them is originated.

Changes in valuations arising after initial recognition due to reasons other than those mentioned in the preceding paragraph are accounted for on the basis of the classification of financial assets and liabilities:

### Financial assets and liabilities held for trading

Financial assets and liabilities held for trading include financial assets and liabilities which have been acquired or issued to be sold or repurchased in the short term, or which form part of a portfolio of financial instruments that are identified and managed together and for which activities have been recently carried out to achieve short-term profits. Short positions arising from sales of assets acquired under non-optional repurchase agreements or loans of securities, as well as derivative instruments that do not comply with the definition of a financial guarantee contract and have not been designated as hedging instruments for accounting purposes are also considered to be financial assets and liabilities held for trading.

Derivatives embedded in other financial instruments or other primary contracts are recognised separately as derivatives when the risks and other characteristics are not closely related to those of the primary contracts, provided that the primary contracts are not classified as “*Financial assets held for trading*” or “*Financial liabilities held for trading*”.

Changes in fair value of these instruments are recognised in the profit and loss account.

### Available-for-sale financial assets

This category includes debt securities and equity instruments which are not investments in subsidiaries, associates or joint ventures and which have not been classified under any other category.

Changes in fair value are temporarily recorded, net of taxes, under the heading “*Accumulated other comprehensive income*” in equity, unless they are due to foreign exchange differences arising on monetary financial assets that are recognised in the profit and loss account.

Amounts included under the heading “*Accumulated other comprehensive income*” continue to be included in equity until the asset from which they have originated is derecognised on the balance sheet, at which point they are written off against the profit and loss account, or until an impairment in the value of the financial instrument is determined.

### Loans and receivables

This category includes financial assets which, while not traded on an active market or needing to be recognised at fair value, generate cash flows of a fixed or determinable amount in which the bank's disbursement will be recovered in full, except for reasons related to the borrower's solvency. This category comprises investments associated with typical lending activities such as amounts loaned to customers and not yet repaid, deposits placed with other institutions, regardless of the legal arrangements under which the funds were provided, unquoted debt securities and debts incurred by purchasers of goods or services forming part of the bank's business.

Upon initial recognition, they are recorded at fair value, incorporating all costs directly related to the transaction.

Following initial recognition, they are stated at amortised cost (which consists of the acquisition cost adjusted to take into account principal repayments and the portion allocated in the profit and loss account, using the effective interest rate method) of the difference between the initial cost and the repayment value at maturity. In addition, the amortised cost is decreased by any reduction in value due to impairment recognised directly as a decrease in the value of the asset or through an allowance or compensatory item of the same value.

The effective interest rate is the discount rate that equals the value of a financial instrument exactly to the estimated cash flows over the instrument's expected life, on the basis of the contractual conditions, such as early repayment options, but without taking into account future credit risk losses. For fixed rate financial instruments, the effective interest rate coincides with the contractual interest rate set at the time of their acquisition, plus, where appropriate, the fees which, because of their nature, may be likened to an interest rate. In the case of a variable-rate financial instruments, the effective interest rate is the same as the rate of return in respect of interest and fees on the instrument, until the first date on which the reference interest rate is reviewed.

Accrued interest calculated using the effective interest rate method is recorded under “*Interest income*” in the profit and loss account.

### Investments held to maturity

This category includes debt securities which have a specific maturity date, and give rise to payments on pre-established dates for fixed or pre-determined amounts, with a proven capacity and intention for holding these securities to maturity.

The valuation criteria for investments held to maturity are the same as the criteria for loans and receivables.

### Financial liabilities measured at amortised cost

This category comprises those financial liabilities that cannot be classified under any other balance sheet heading and are associated with the normal deposit-taking activity of a financial institution, irrespective of the term or the arrangement involved.

In particular, this category includes capital having the nature of a financial liability. This item corresponds to the amount of financial instruments issued by the bank which, although they are treated as capital for legal purposes, do not qualify for classification as equity for accounting purposes. They consist mainly of issued shares that do not carry voting rights on which a dividend is paid based on a fixed or variable rate of interest.

Following initial recognition they are stated at amortised cost applying the same criteria as those applicable to loans and receivables and investments held to maturity. Interest accrued calculated using the effective interest rate method is recorded under “*Interest expenses*” on the profit and loss account. However, if the bank has discretionary powers with regards to the payment of coupons associated with the financial instruments issued and reclassified as financial liabilities, the bank’s accounting policy consists in recognising them by charging them to reserves.

The fair value of the bank’s financial instruments at 31 December 2017 and 2016 is included in Note 5.

### **1.3.3. Impairment of financial assets**

A financial asset is deemed to be impaired and therefore its carrying value is adjusted to reflect the effect of such impairment when there is objective evidence that an event has occurred, or that various events have occurred, and their combined effect have given rise to:

- For debt instruments, including loans and debt securities, a negative impact on future cash flows estimated at the time the transaction was formalised.
- For equity instruments, a situation in which their carrying values will not be recovered.

As a general rule, the carrying amount of impaired financial instruments is adjusted with a charge to the profit and loss account for the period in which the impairment becomes known. The recoveries of previously recognised impairment losses are reflected, if appropriate, in the profit and loss account for the year in which the impairment is reversed or reduced. However, the recovery of previously recorded impairment losses relating to equity instruments classified as available-for-sale financial assets is recognised under the heading “*Accumulated other comprehensive income*” in the statement of equity.

The impairment on financial assets is calculated depending on the type of instrument and other circumstances that could affect it, taking into account the guarantees received. The bank recognises both allowances, when bad-debt provisions are recorded to cover estimated losses, and direct write-downs against the asset concerned when recovery is deemed to be remote.

In general terms, contractually accrued interests cease to be recognised on the profit and loss account for all debt instruments classed as impaired. If such interests are subsequently recovered, the amount received is recognised on the profit and loss statement.

### **Debt instruments measured at amortised cost**

To determine impairment losses, the bank monitors borrowers individually, at least those who are significant borrowers, and collectively, for groups of financial assets with similar credit risk characteristics indicative of the capacity of borrowers to satisfy their outstanding payments. When a specific instrument cannot be included in any group of assets with similar risk characteristics, it is analysed on a solely individual basis to determine whether it is impaired and, if so, to estimate the losses due to impairment.

The bank has policies, methods and procedures in place to estimate losses that may arise as a result of its credit risks, both due to insolvency attributed to counterparties and due to country risk. These policies, methods and procedures are applied when granting, assessing and formalising off-balance sheet debt instruments and exposures, and when identifying their possible impairment and, where applicable, when calculating the necessary amounts to cover such estimated losses.

### **Classification of transactions on the basis of credit risk attributable to insolvency**

The bank has set forth criteria that allow borrowers showing weaknesses or objective evidence of impairment to be identified and classified in line with their credit risk.

The following sections explain the principles and classification methodology used by the bank.

#### **Definition of classification categories**

Debt instruments not included in the portfolio of financial assets held for trading and off-balance sheet exposures are classified in terms of credit risk attributable to insolvency into one of the following categories:

- Standard exposures:
  - Transactions which do not meet the requirements to enable them to be classified into other categories.
  - Standard exposures under special monitoring: transactions that, while not meeting the criteria for individual classification as doubtful exposures or write-offs, present weaknesses that may lead to the incurrence of losses exceeding those on other similar transactions classified as standard exposures.
- Doubtful exposures:
  - As a result of borrower arrears: transactions any part of whose principal, interest or contractually agreed expenses is, in general, more than 90 days past-due, although the specific characteristics of the markets in which overseas subsidiaries operate are taken into account, unless they should be classed as write-offs. This category also includes guarantees given if the guaranteed party has fallen into arrears in the guaranteed transaction. This category also includes the amounts of all of a borrower's transactions when such transactions have amounts which are generally, as previously indicated, more than 90 days past-due, and exceed 20% of the amounts pending collection (outstandings).
  - For reasons other than borrower arrears: transactions which are not classifiable as write-offs or doubtful exposures due to borrower arrears, but for which there are reasonable doubts concerning their full repayment under the contractual terms; as well as off-balance sheet exposures not classified as doubtful due to borrower arrears, whose payment by the bank is likely, but whose recovery is doubtful.
- Write-off risk:
  - The bank derecognises transactions whose recovery is considered highly unlikely after an individual assessment. This category includes risks of bankrupt customers filing for liquidation and transactions classified as doubtful due to arrears with payments over four years past-due, except balances that have sufficient efficient guarantees. It also includes transactions which, despite not being in any of the two previous situations, are undergoing a manifest and irreversible deterioration of their solvency. In the past, the bank has derecognised any amount recorded together with its provision, without prejudice to any actions that may be taken to collect payment, until no more rights to collect payment exist, whether due to prescription, discharged loans or any other reasons.

### **Classification criteria for transactions**

The bank applies diverse criteria to classify borrowers and transactions under the different categories based on their credit risk. These criteria include:

- Automatic criteria;
- Specific refinancing criteria; and
- Criteria based on indicators.

Automatic factors and specific criteria for classifying refinancing operations constitute the classification and cure algorithm and are applied to the entire portfolio.

Similarly, for the purpose of allowing any weaknesses or impairment of transactions to be detected early, the bank has established indicators or “triggers”, distinguishing between significant and non-significant borrowers. In particular, non-significant borrowers who, once the automatic classification algorithm has been applied, do not meet any of the criteria based on which they would be classed as doubtful or under special monitoring are evaluated using indicators which aim to identify any signs of weakness that could lead to the incurrence of losses exceeding those on other similar transactions classified as standard exposures. This trigger is based on the best current estimate of the probability of each transaction being downgraded to the doubtful category (synthetic trigger).

Transactions classified as doubtful are reclassified as standard exposures when, as a consequence of the full or partial collection of defaulted amounts in the case of transactions classed as doubtful due to arrears, or for having exceeded the grace period for reasons other than arrears, the reasons for which they were classified as doubtful no longer exist, unless other reasons make it advisable to keep them in this category.

As a result of these procedures, the bank classifies its borrowers into the categories of standard exposure, under special monitoring or doubtful due to borrower arrears, or maintains them in the category of standard exposure.

### **Individual risk**

The bank has established an exposure threshold to determine which borrowers are significant based on their exposure at default (EAD) parameter.

For significant borrowers, a system of indicators has been established which allows any weaknesses or signs of impairment to be identified. An expert team of risk analysts analyses borrowers that have triggered indicators to determine whether any weaknesses exist or whether there is any objective evidence of impairment. If there is evidence of impairment, they determine whether the event or events that have given rise to the loss have an impact on estimated future cash flows of the financial asset or its group.

The indicators system for significant borrowers is automated and takes into account the particular characteristics of segments that perform differently to the loan portfolio. The indicators system seeks to identify the following aspects:

- Significant financial difficulties of the issuer or obligor: these are indicative of an impairment event insofar as their classification as being significant limits the ability of the issuer or obligor to honour their financial obligations.



To identify impairment, it is necessary to consider both variables which are indicative of a poor economic and financial situation and variables that are the potential cause or which anticipate this poor economic and financial situation.

- Non-compliance with contractual clauses, defaults or delays in the payment of interest: in addition to defaults longer than 90 days, which form part of the automatic classification algorithm, defaults and delays of less than 90 days are also identified, as these can be a sign of impairment.
- Borrowers are granted concessions or benefits due to their financial difficulties that would not otherwise be considered: the act of granting refinancing to a debtor in financial difficulties may prevent or delay their failure to comply with their obligations whilst at the same time preventing or delaying the recognition of the impairment associated with the financial asset linked to that debtor.
- Probability of the borrower becoming insolvent: in cases in which there is a high probability of borrowers going bankrupt or entering restructuring proceedings, the solvency of the issuers and obligors is ostensibly affected, and could give rise to a loss event depending on the impact on estimated future cash flows pending collection.
- The disappearance of an active market for the financial asset due to financial difficulties: the discontinuance of financial assets issued by the obligor or issuer could give rise to a complicated economic and financial situation and therefore a reduced capacity to honour payment obligations.

The bank carries out an annual review on the reasonability of the thresholds and the items covered through the application of individual assessments.

The defined levels place a volume of borrowers that allows the total credit exposure to be reasonably hedged above the materiality threshold, and these borrowers should therefore be subject to an expert individual analysis.

### **Collective risk**

The bank has defined a synthetic indicator for borrowers who have been classed below the materiality threshold and who, in addition, have not been classified as doubtful exposures or under special monitoring by the automatic classification algorithm. The bank uses this indicator to identify exposures that exhibit weaknesses that could potentially result in losses higher than losses on other similar transactions classified as standard exposure. The bank has set thresholds which, once breached, result in these exposures automatically being classified as standard exposure under special monitoring due to their associated weaknesses.

### **Refinancing and restructuring operations**

Credit risk management policies and procedures applied by the bank guarantee a detailed monitoring of borrowers, and demonstrate the need to make provisions when there is evidence of impairment to their solvency. For this purpose, the bank creates the insolvency provisions for transactions in which the borrower's circumstances requires them, prior to formalising the restructuring/refinancing operations, which should be understood as follows:

- Refinancing operation: this is granted or used for economic or legal reasons associated with current or foreseeable financial difficulties of the borrower in order to cancel one or more operations granted by the bank, or to bring outstanding payments for such fully or partly up to date, to enable borrowers to pay their debt (principal and interest) when they are unable, or will predictably soon be unable, to honour their payment obligations in due time and form.

- Restructuring transactions: financial terms and conditions of a transaction are amended for economic or legal reasons associated with current or foreseeable financial difficulties of the borrower in order to facilitate the repayment of their debt (principal and interest) when they are unable, or will predictably soon be unable, to meet such terms and conditions in due time and form, even when this amendment is already envisaged in the contract. Restructured transactions are those in which the terms and conditions are amended to extend the period to maturity, to amend the repayment schedule to reduce the amounts of short-term repayments or to reduce the repayment frequency, or to establish or extend the grace period for the repayment of principal, interest, or both, unless it can be proven that the terms and conditions are being amended for reasons other than borrowers' financial difficulties and which are equivalent to the terms that would be applied by other institutions on the market for similar risks.

The formalisation of amendments to contractual terms and conditions does not entail any significant additional deterioration of the borrowers' circumstances that will require the creation of additional provisions.

If a transaction is classified under a specific risk category, the refinancing operation does not entail any automatic improvement in its risk classification. In terms of refinanced operations, the algorithm initially classifies them based on their characteristics, mainly that borrowers are encountering financial difficulties and the existence of certain clauses such as long grace periods. The algorithm then changes its initial classification in line with the set cure periods. A reclassification into a lower risk category shall only be considered if there is a quantitative or qualitative increase in efficient guarantees backing the transaction and if there has been a significant improvement in the continuous recovery of the debt over time, therefore the act of refinancing does not in itself produce any immediate improvements.

With regard to refinanced/restructured loans classified as standard exposure, different types of transactions are specifically assessed to reclassify them, if applicable, into a higher risk category using the same categories described in the previous section (i.e. assets whose repayment is considered doubtful as a result of borrower arrears when payments are, in general, over 90 days past-due, or for reasons other than borrower arrears, when there are reasonable doubts concerning their recoverability).

Estimated losses due to credit impairment that are consistent with the accounting classification of the risk are provisioned for as soon as they are identified.

The methodology used to estimate losses for these portfolios is generally similar to that used for other financial assets measured at amortised cost, but it is considered that, a priori, a transaction that has had to be restructured to enable payment obligations to be satisfied should have a higher loss estimate than a transaction that has never suffered default (unless there are sufficient additional effective guarantees to justify otherwise).

After the initial rating of the transaction, the change to a lower risk category must be supported by significant evidence of improvement in the expected recovery of the transaction, either because the borrower has been consistently honouring their payment obligations over a prolonged period of time or because the initial debt has been significantly repaid. Nevertheless, that transaction shall continue to be identified as a restructuring or refinancing operation.

## Hedge accounting

The bank applies the following criteria when calculating hedges for credit risk losses.

In terms of transactions identified as having no appreciable risk (mostly those carried out with central banks, general governments, public enterprises and financial institutions belonging to the European Union or certain countries considered to be risk-free), a percentage coverage of 0% is applied, except in the case of transactions classed as doubtful exposures, for which the impairment is estimated individually. During this estimation process, calculations are made of the amount required to hedge credit risk attributable to the borrower on one hand and credit risk attributable to country risk on the other. If there are concurrent reasons to hedge both credit risk attributable to the borrower and that attributable to country risk, the most stringent hedging criteria are applied.

The exposure metrics considered by the bank to hedge this risk are the currently drawn balances and the estimate of the amounts expected to be disbursed in the event of entry into default of off-balance sheet exposures through the application of a credit conversion factor (CCF).

For transactions classified as doubtful exposures, an estimate is made of the incurred losses, understood as the difference between the current gross carrying amount of the exposure and the present value of the estimated future cash flows, as described further on in this document.

The bank uses shorter time horizons in certain segments when there is evidence to suggest that the reclassification procedures can ensure that loss events are detected sooner. Subsequently, these cash flows are updated by applying the effective interest rate of the instrument (if its interest rate is fixed) or by applying the effective contractual interest rate on the date on which they are updated (if the interest rate is variable).

The following sections describe the different methodologies employed by the bank.

### Individual provisioning estimations

The following must be estimated individually:

- Hedges of doubtful exposures of borrowers individually considered to be significant.
- Where applicable, the transactions or borrowers whose characteristics do not allow a collective calculation of impairment to be carried out.
- Transactions identified as having no appreciable risk classified as doubtful exposures, both due to arrears as well as for reasons other than arrears.

The bank has developed a methodology to estimate these hedges, calculating the difference between the gross carrying amount of the transaction and the updated value of the estimated cash flows expected to be collected, discounted using the effective interest rate. For this purpose, the effective guarantees received are taken into account. In order to determine the recoverable amount of these guarantees, the average parameters used in the collective impairment estimation models are used as a reference, adapting them, where applicable, to the best information available in the individual analysis.

Three methods are established to calculate the recoverable value of assets which are assessed individually:

- Discounted cash flow method: debtors who are estimated to be able to generate future cash flows through their own business activity, thereby allowing them, through the economic and financial structure of the company, to repay the debt owed in full or in part. This involves the estimation of cash flows generated by the borrower through their business activity.
- Method involving the recovery of collateral: debtors who do not have the capacity to generate cash flows through their own business activities, who are then forced to liquidate assets in order to honour their payment obligations. Involves the estimation of cash flows based on the enforcement of the guarantees.
- Combined method: debtors who are estimated to be able to generate future cash flows and also have non-core assets. These flows can be supplemented with the potential sale of non-functional assets, insofar as they are not required for the performance of their activity, and subsequently, for the generation of future cash flows.

### Collective allowance estimations

The following must be estimated collectively:

- Exposures classed as standard exposures (including those exposures classed as under special monitoring), for which the bank believes that a loss has been incurred, but not reported, (“IBNR coverage”), as the impairment has not been revealed in the transactions analysed individually.
- Exposures classed as doubtful which are not analysed using individual hedging estimates.

When calculating collective impairment losses, the bank, pursuant to the Implementation Guidance on IAS 39 and the guidance issued by ESMA on IAS 39, has taken the following aspects into consideration:

- The process to estimate impairment takes all credit exposures into account, except for those non-doubtful exposures with no appreciable risk, for which the methods established by Bank of Spain will be used, based on the data and statistical models which add up the average performance of entities in the Spanish banking sector. The bank recognises an impairment loss equal to the best estimation available from internal models, taking into account all of the relevant information which the Group holds on the current conditions at the end of the period which is being reported on.
- For the purpose of carrying out a collective impairment evaluation, financial assets are pooled together based on the similarity of their characteristics with regard to credit risk, for the purpose of estimating differentiated risk parameters for each group of similar assets. This segmentation differs for each estimated risk parameter. The segmentation takes into account the historical loss experience observed for a homogeneous group of assets (segment), once it has been adjusted to the current economic situation, which is representative of the losses incurred but not reported in this segment. This segmentation screens risk, is aligned with risk management and is used in the bank’s internal models for various purposes by the internal control units and the supervisor. Lastly, it is subject to recurring back-testing exercises and the regular updates and reviews of the estimations in order to ensure that all of the information available is included.

### Classification and hedging of credit risk attributable to country risk

Country risk is the risk arising in counterparties resident in a specific country for reasons other than ordinary commercial risk (sovereign risk, transfer risk or risks derived from international financial activity). The bank classifies transactions carried out with third parties into different groups depending on the economic trends of the countries, their political situation, the regulatory and institutional framework and the payment capacity and experience, and assigns the corresponding percentages of insolvency provisions to each of them, pursuant to that set forth in current regulations.

Assets considered doubtful due to the materialisation of country risk are transactions in which the final borrowers are resident in countries experiencing long-term difficulties to honour their debt obligations and for which the possibility of recovery is considered doubtful, as well as other off-balance sheet exposures whose recovery is considered remote due to circumstances attributable to the country.

The provisioning levels for this item are not significant in terms of the hedges for impairment created by the bank.

## **Guarantees**

Effective guarantees are collateral and personal guarantees proven by the bank to be a valid means of mitigating credit risk.

Under no circumstances will guarantees whose effectiveness significantly depends on the credit quality of the debtor, or where applicable, the economic group of which the debtor forms part, be accepted as effective guarantees. Based on the foregoing, the following types of guarantees can be considered as effective:

- Real estate guarantees applied as real estate mortgages, provided that they are first mortgages.
  - Completed buildings and parts thereof:
    - Housing units.
    - Offices, commercial premises and multi-purpose industrial buildings.
    - Other buildings, such as non-multi-purpose industrial buildings and hotels.
  - Urban land and regulated building land.
  - Other real estate.
- Collateral in the form of pledged financial instruments:
  - Cash deposits.
  - Equity instruments in listed entities and debt securities issued by creditworthy issuers.
- Other collateral:
  - Personal property received as collateral.
  - Subsequent mortgages on properties.
- Personal guarantees such that direct and joint liability to the customer falls to the new guarantors, whose solvency is sufficiently verified to ensure the full redemption of the transaction under the terms set forth.

The bank has valuation criteria for financial collateral for assets located in Spain. These criteria are aligned with current regulations. Specifically, the bank applies criteria for the selection and recruitment of valuation providers geared towards guaranteeing the independence of the same and the quality of the valuations. All such providers are valuation companies and agencies registered with the Bank of Spain Special Registry for Valuation Companies. The valuations are carried out in accordance with the criteria set forth in Order ECO/805/2003 on valuation regulations for property and certain rights related to particular financial objectives.

Real estate guarantees for credit transactions and property are valued at their origination or registration date, in the case of the latter, whether it is via the purchase, foreclosure or payment in kind and when the asset suffers a significant reduction in value. Additionally, minimum updating criteria are applied, which guarantees an annual update in the case of impaired assets (under special monitoring, doubtful and foreclosed properties or received in lieu of debt), or every three years for large debts in a standard situation with no signs of latent risk. Statistical approaches are only used to update valuations for the assets described above when they have reduced exposure and risk, although a full ECO valuation must be carried out at least every three years.

For assets located in other EU countries, the valuation is carried out in accordance with that set forth in Royal Decree 716/2009 of 24 April, and in the rest of the world, by companies and/or experts with recognised expertise in the country.

To estimate credit loss allowances, the bank has developed internal methodologies, in order to determine the recoverable amount of real estate guarantees, which use the appraisal value as a starting point. This appraisal value is adjusted considering the time required to enforce such guarantees, price trends and the bank's capacity and experience in realising the value of similar properties in terms of prices and terms, as well as the costs of enforcement, maintenance and sale.

## **General comparison between credit risk provisions and real estate asset impairment provisions**

The bank has established backtesting methodologies to compare estimated losses against actual losses.

As a result of this backtesting exercise, the bank has established amendments to the internal methodologies when the backtesting shows significant differences between the estimated losses and actual losses.

Both these methodologies and the backtesting exercises are reviewed by the internal control division.

#### **Debt instruments designated at fair value**

The amount of losses due to impairment incurred in debt securities included under the heading of “*Available-for-sale financial assets*” is equal to the positive difference between their cost of acquisition, net of any amortisation of principal, and their fair value less any losses due to impairment previously recognised in the profit and loss statement.

When there is objective evidence to suggest that a decline in their fair value is due to impairment, unrealised losses recognised directly under the “*Accumulated other comprehensive income*” heading in the statement of equity are immediately recorded in the profit and loss account. To conclude as to the existence of objective evidence of impairment in the value of debt instruments, the bank analyses events that might potentially cause losses. In general, the bank considers the following as signs of impairment:

- an increase in the probability that the issuer will undergo financial restructuring;
- the disappearance of an active market for the financial asset in question; and
- a downgrade of its credit rating.

For sovereign debt instruments, the assessment of possible impairments is made by assessing changes in stock market trading caused mainly by changes in risk premiums and by the continuous assessment of solvency.

If, after recognising an impairment, all or part of such losses are recovered, their amount is recognised in the profit and loss account for the year in which they were recovered.

#### **Equity instruments**

The amount of losses due to impairment incurred in equity instruments included under the heading “*Available-for-sale financial assets*” is equal to the positive difference between their cost of acquisition, net of any amortisation of principal, and their fair value less any losses due to impairment previously recognised in the profit and loss account.

When there is objective evidence to suggest that a decline in their fair value is due to impairment, unrealised losses recognised directly under the “*Accumulated other comprehensive income*” heading in the statement of equity are immediately recorded in the profit and loss account.

To conclude as to the existence of objective evidence of an impairment in value of equity instruments, the bank assesses whether there has been a prolonged or significant decline in the fair value of the investment to a value below its cost. In particular, the bank impairs these investments when there is a decline in their fair value, calculated individually, over a period longer than 18 months or when the fair value declines by 40% or more, taking into consideration the number of instruments held for each individual investment and their unit share price.

For unquoted equity instruments, the bank makes a discounted cash flow valuation using directly observable market variables and/or data such as a published net asset value, or comparable data and sector multipliers of similar issuers in order to determine value adjustments. Equity instruments valued at their acquisition cost are exceptions and are not significant in terms of the bank's annual accounts. At 2017 and 2016 year-end there were no investments in listed equity instruments for which their quoted market price at year-end has not been considered as a reference of their fair value.

If, after an impairment has been recognised, all or part of such losses are recovered, their amount is recognised under the heading "*Accumulated other comprehensive income*" in the statement of equity.

In the case of interests in associates included under the heading "*Investments in joint ventures and associates*", the bank estimates impairment losses for each of them by comparing the recoverable amount with the carrying value of the investments. The recorded impairment is the result of an individual assessment of the investees portfolio which are assessed based on their net asset value or based on projections of their results, pooling them into activity sectors (real estate, renewable energy, industrial, financial, etc.) and evaluating the macroeconomic factors specific to that sector that could affect the performance of such companies, in order to estimate their value in use.

Specifically, insurance investees are assessed by applying the market consistent embedded value methodology, companies related to real estate are assessed based on their net asset value, and financial investees based on multiples of their book value and/or the profit from other comparable listed companies.

Losses due to impairment are recognised in the profit and loss account for the year in which they took place and subsequent recoveries are recognised in the profit and loss account for the year in which they were recovered.

#### **1.3.4. Hedging operations**

The bank uses financial derivatives to (i) to supply them to customers requesting such derivatives, (ii) manage risks associated with the bank's proprietary positions (hedging derivatives), and (iii) realise gains as a result of price fluctuations. The Group uses both derivatives traded on organised markets and those traded bilaterally with counterparties on over-the-counter (OTC) markets.

Financial derivatives that do not qualify for designation as hedging instruments are classified as derivatives held for trading. To be designated as a hedging instrument, a financial derivative must meet the following criteria:

- It must cover exposure to changes in the value of assets and liabilities caused by interest rate and/or exchange rate fluctuations (fair value hedge), exposure to changes in the estimated cash flows originating in financial assets and liabilities, commitments and highly probable forecast transactions (cash flow hedge), or the exposure associated with net investments in foreign operations (hedge of net investments in foreign operations).
- The derivative must effectively eliminate a risk that is inherent in the hedged item or position over the entire expected term of the hedge, in terms of both prospective and retrospective efficiency. To this end, the bank analyses whether, at the time the hedge is arranged, it is expected to operate, under business-as-usual conditions, with a high degree of effectiveness and verifies, throughout the life of the hedge and using effectiveness tests, that the effectiveness of the hedge varies between 80% and 125% with respect to the hedged item.
- Suitable documentation must be available to show that the financial derivative has been acquired specifically to provide a hedge for certain balances or transactions and to show how effective coverage was to be achieved and measured, provided that this is consistent with the bank's risk management processes.

Hedges are applied to either individual items and balances (micro-hedges) or to portfolios of financial assets and liabilities (macro-hedges). In the latter case, the set of financial assets and liabilities being collectively hedged share the same type of risk, which is determined when the interest rate sensitivities of the individual hedged items are similar.

Changes that take place after the designation of the hedge in the measurement of the financial instruments designated as hedged items and financial instruments designated as hedging instruments are recorded as follows:

- In fair value hedges, differences arising in the fair value of the derivative and the hedged item attributable to the risk being hedged are recognised directly in the profit and loss account; the balancing entries consist of the balance sheet headings in which the hedged item is recorded or under the "*Derivatives - Hedge accounting*" heading, as appropriate.

In fair value hedges of interest rate risk in a portfolio of financial instruments, gains or losses arising when the hedging instrument is measured are recognised directly in the profit and loss account. Losses and gains arising from changes in the fair value of the hedged item attributable to the hedged risk are recognised in the profit and loss account with a balancing entry under the heading "*Fair value changes of the hedged items in portfolio hedge of interest rate risk*" on the asset side or the liabilities side of the balance sheet, as applicable. In this case, effectiveness is assessed by comparing the overall net position of assets and liabilities in each time period with the hedged amount designated for each one of them, and the ineffective portion is immediately recorded in the profit and loss account.

- In cash flow hedges, differences in the value arising in the effective portion of hedging instruments are recorded under "*Accumulated other comprehensive income - hedging derivatives*" "*Cash flow hedges (effective portion)*" heading of the statement of equity. These differences are recognised in the profit and loss account when the gains or losses of the hedged item are recognised, when the envisaged transactions are performed or on the date of maturity of the hedged item.
- In hedges of net investments in foreign operations, measurement differences in the effective portion of hedging instruments are recorded temporarily in the statement of equity under "*Accumulated other comprehensive income – Hedges of net investments in foreign operations (effective portion)*". These differences are recognised in the profit and loss account when the investment in a foreign operation is disposed of or derecognised.
- Measurement differences in hedging instruments relating to the ineffective portion of cash flow hedging transactions and net investments in foreign operations are recognised in the profit and loss account under the heading "*Net trading income*".

If a derivative which is treated as a hedging derivative does not meet the above requirements due to its termination, ineffectiveness, or for any other reason, it will be treated as a trading derivative for accounting purposes.

When a fair value hedge is discontinued, any previous adjustments made to the hedged item are charged to the income statement using the effective interest rate method, recalculated as of the date on which the item ceased to be hedged. The previous adjustments must be fully amortised by the maturity of the item that was previously hedged.

Where a cash flow hedge is discontinued, the accumulated income on the hedging instrument recognised in the statement of equity under "*Accumulated other comprehensive income*" (while the hedge was in effect) will continue to be recognised under that heading until the hedged transaction takes place, at which time the gain or loss will be recognised in the income statement, unless the hedged transaction is not expected to take place, in which case it will be recognised in the income statement immediately.



### **1.3.5. Financial guarantees**

Contracts by which the bank undertakes to make specific payments for a third party in the event of the third party failing to do so, irrespective of their legal form are considered financial guarantees. These can take the form of, amongst others, bonds, bank guarantees, insurance contracts or credit derivatives.

The bank recognises financial guarantee contracts under the heading "*Financial liabilities measured at amortised cost - Other financial liabilities*" at their fair value which, at inception and unless otherwise evidenced, is the present value of the expected fees and returns to be received. At the same time, the Group recognises fees and similar income received at the commencement of the operations and the accounts receivable for the present value of future cash flows pending collection as loans on the asset side of the balance sheet.

In the particular case of long-term guarantees given in cash to third parties within the framework of service contracts, when the bank guarantees a certain level or volume in terms of the provision of such services, it initially recognises these guarantees at their fair value. The difference between their fair value and the disbursed amount is considered as an early payment or collection for the provision of this service, and this is recorded in the profit and loss statement during the period for which such service is provided. Subsequently, the bank applies analogous criteria to debt instruments valued at amortised cost.

Financial guarantees are classified according to the insolvency risk attributable to the customer or the transaction and in appropriate cases an assessment is made of the need to make provisions for such guarantees by applying similar criteria for debt instruments valued at amortised cost.

Income from guarantee instruments are recorded under the heading "*Fee and commission income*" in the profit and loss account and are calculated applying the rate laid down in the related contract to the nominal amount of the guarantee. Interest from long-term guarantees given in cash to third parties is recognised by the bank under the heading "*Interest income*" in the profit and loss statement.

### **1.3.6. Transfers and derecognition of financial instruments from the balance sheet**

Financial assets are only derecognised from the balance sheet when they no longer generate cash flows or when their inherent risks and benefits have been substantially transferred to third parties. Similarly, financial liabilities are derecognised only when the obligations generated by the liabilities have expired or are acquired for settlement or resale.

Note 3.4.1.8 provides details of asset transfers in effect at the end of 2017 and 2016, indicating those that did not involve the derecognition of the asset from the balance sheet.

### **1.3.7. Offsetting of financial instruments**

Financial assets and liabilities are only offset in order to be included in the balance sheet when the bank has a legally enforceable right to offset the amounts recognised in such instruments and intends to settle them at their net amounts or to realise the asset and settle the liability simultaneously.

### **1.3.8. Non-current assets and assets and liabilities included in disposal groups classified as held for sale**

The "*Non-current assets and disposal groups classified as held for sale*" heading on the balance sheet comprises the carrying values of assets – stated individually or combined in a disposal group, or as part of a business unit that the Group intends to sell (discontinued operations) – which are very likely to be sold in their current condition within one year of the date of the annual accounts.

It can therefore be assumed that the carrying value of an asset of this kind, which may be of a financial or non-financial nature, will be recovered through the disposal of the item concerned rather than from its continued use.

Specifically, real estate or other non-current assets received by the bank in full or partial settlement of borrowers' payment obligations are treated as non-current assets and disposal groups classified as held for sale, unless the bank has decided to make continued use of the assets or include them in its rental operations. Investments in joint ventures or associates that meet these criteria also qualify as non-current assets and disposal groups classified as held for sale. For all of these assets, the bank has specific units focused on real estate management and sale.

The heading "*Liabilities included in disposal groups classified as held for sale*" includes credit balances associated with disposal groups or assets, or with the bank's discontinued operations.

Non-current assets and disposal groups classified as held for sale are measured, both on the acquisition date and thereafter, at the lowest between their carrying value and the net fair value of their estimated sale costs. The carrying value at the date of acquisition of non-current assets and disposal groups of items classified as held for sale derived from foreclosure or recovery is defined as the balance pending collection on the loans or credit facilities that give rise to these purchases (net of any associated impairment allowances). Tangible and intangible assets that would otherwise be subject to depreciation and amortisation are not depreciated or amortised while they remain in the category of non-current assets held for sale.

In order to determine the net fair value of real estate assets, the bank uses its own internal methodology, which uses as a starting point the appraisal value, which is adjusted considering the experience in selling similar properties in terms of prices, the period during which each asset remains on the balance sheet and other explanatory factors.

The valuation amount of real estate assets recognised in this heading is obtained following the policies and criteria described in the section “Guarantees” in note 1.3.3. The main valuation companies and agencies used to obtain market values are listed in Note 5.

Gains and losses arising from the sale of non-current assets and assets liabilities included in disposal groups classified as held for sale, as well as impairment losses and their reversal, if applicable, are recognised under the heading “*Gains/(losses) on non-current assets and disposal groups classified as held for sale not eligible as discontinued operations*” in the profit and loss account. The remaining income and expenses relating to these assets and liabilities are disclosed based on their nature.

### **1.3.9. Discontinued operations**

A discontinued operation or activity is considered an element of the bank that has been sold or otherwise disposed of or classified as a non-current asset held for sale and which meets one or more of the following criteria:

1. It represents a line of business or a geographical area of operations that are significant and separate from the rest.
2. It forms part of an individual and coordinated plan to sell or otherwise dispose of a line of business or a geographical area of operations which is significant and separate from the rest.
3. It is a subsidiary acquired solely in order to be resold.

The earnings generated during the year on the bank’s components considered discontinued operations are recognised net of tax under the heading “*Profit or loss after tax from discontinued operations*” in the profit and loss account, both when the bank’s component has been derecognised from the asset side of the balance sheet and when it continues to be recognised there at year end. This heading also includes the results obtained from their sale or disposal.

### 1.3.10. Tangible assets

Tangible assets include (i) property, plant and equipment held by the bank for current or future use which is expected to be used for over one year, (ii) property, plant and equipment loaned to customers under operating leases, and (iii) investment properties, which include land, buildings and other structures held in order to be leased out or to obtain a capital gain on their sale. This heading also includes tangible assets received in lieu of debts classified on the basis of their final use.

As a general rule, tangible these assets are valued at cost less accumulated depreciation and less any impairment losses identified from a comparison of the net carrying value of each item with its recoverable amount.

Depreciation of tangible assets is calculated using the straight-line method, applying the estimated years of useful life of the various items to the acquisition cost of acquisition of the assets less their residual value. The land on which the buildings and other structures stand is considered to have an indefinite life and is therefore not depreciated.

The annual depreciation charge on tangible assets is reflected against the profit and loss account and calculated over the remaining years of their estimated useful lives, on average, of the different asset groups:

	<b>Useful life (years)</b>
Land and buildings	37.5 to 75
Fixtures and fittings	4.2 to 25
Furniture and office equipment	3.3 to 18
Vehicles	3.1 to 6.25
Cash dispensers, computers and computer equipment	4

The bank reviews the estimated useful life of tangible assets at the end of each year as a minimum, in order to detect any major changes in such lives. Should any such changes arise, the corresponding adjustments are made in the profit and loss account for future years to the depreciation charge based on the new estimated useful life.

At each reporting date, the bank analyses whether there are internal or external indications that a tangible asset might be impaired. If there is evidence of impairment, the bank analyses if such impairment has actually taken place by comparing the asset's carrying value with its recoverable value (the higher of its fair value less selling costs and its fair value less its value in use). When the asset's carrying value exceeds the recoverable value, the bank reduces the carrying value of the corresponding item to its recoverable value and future depreciation charges are adjusted in proportion to the adjusted carrying value and new remaining useful life, if this needs to be re-estimated. Where there are indications that the value of an asset has been recovered, the bank records the reversal of the impairment loss recognised in previous years and adjusts future depreciation charges accordingly. The reversal of an impairment loss on an asset will in no circumstances result in an increase in its carrying value above the value that the asset would have had if impairment losses had not been recognised in previous years.

In particular, certain items of property, plant and equipment are assigned to cash generating units in the banking business. Impairment tests are conducted on these units to verify whether sufficient cash flows are generated to support the assets' value. To this end, the bank (i) calculates the recurring net cash flow at each branch based on the accumulated contribution margin less an allocated recurring risk cost, and (ii) this recurring net cash flow is regarded as a perpetual flow and a valuation is effected using the discounted cash flow method applying a cost of capital of 10.2% and a zero growth rate in perpetuity.

For real estate investments, the bank uses third party valuations, registered with Bank of Spain's special register of valuation firms according to criteria set forth in Order ECO/805/2003.

Maintenance expenses and the maintenance of tangible assets are recorded in the profit and loss account for the year in which they occur.

### **1.3.11. Leases**

#### Finance leases

A lease is treated as a finance lease when there is a substantial transfer of risks and benefits associated with ownership of the asset.

Where the bank is the lessor of an asset, the sum of the present values of payments receivable from the lessee is recorded as financing provided to a third party and is therefore included in the balance sheet under the heading "*Loans and receivables*". This financing includes the exercise price of the purchase option available to the lessee upon the termination of the contract in cases where the exercise price is sufficiently lower than the fair value of the asset at the date of maturity of the option, such that it is reasonably likely to be exercised.

When the bank acts as lessee, the cost of the leased assets is recorded in the balance sheet according to the nature of the leased asset, and at the same time a liability is reflected for the same amount which will be the lower of the fair value of the leased asset and the sum of the present values of the amounts payable to the lessor, plus, if applicable, the exercise price of the purchase option. These assets are depreciated using criteria similar to those applicable to tangible assets for the Group's own use.

Financial income and expenses arising from lease agreements are credited or charged, respectively, to the profit and loss account in such a way as to ensure that the return remains constant throughout the term of the lease.

#### Operating leases

In operating leases, ownership of the leased asset and a substantial proportion of all of the risks and benefits of ownership of the asset remain with the lessor.

When the bank is the lessor of the asset, the acquisition cost of the leased item is recorded under the heading "*Tangible assets*". These assets are depreciated by the same procedure as for similar tangible assets for own use and the revenue from the leases is recognised in the profit and loss account on a straight-line basis.

Where the bank is the lessee, the expenses arising from the lease, including any incentives offered by the lessor, are recorded in the profit and loss account on a straight-line basis. When contracts include interest rate revision clauses, the revision takes place annually on the basis of fluctuations in the consumer price index in Spain or the country in which the asset is located, without adding any spread thereto.

#### Sale and lease-back

In the case of sales at fair value with subsequent lease-backs, any profit or loss is recorded at the time of the sale. In the event of a subsequent lease-back, the income generated is apportioned over the term of the lease.

When determining whether a sale with a lease-back operation results in an operating lease the bank analyses, amongst other aspects, whether at the inception of the lease there are purchase options which, due to their terms, are reasonably likely to be exercised, and which party will receive the losses or gains derived from fluctuations in the fair value of the residual amount of the corresponding asset.

### 1.3.12. Intangible assets

Intangible assets are identifiable, non-physical, non-monetary assets that arise as a result of an acquisition from third parties or which are carried out internally by the bank. An intangible asset will be recognised when it meets this criterion and the bank considers it likely that economic benefits deriving from the asset and its cost can be reliably estimated.

Intangible assets are initially recognised at their acquisition or production cost and are subsequently measured at cost less any accumulated depreciation and impairment loss which may have been sustained.

#### Goodwill

A positive difference between the cost of a business combination and the acquired portion of the net fair value of the assets, liabilities and contingent liabilities of the acquired and subsequently merged entity is recognised on the balance sheet as goodwill. This difference represents an advance payment made by the bank of the future economic benefits derived from the acquired entities that are not individual and separately identifiable and recognisable.

Goodwill is only recognised when acquired for good and valuable consideration or amortised within a 10-year period.

Goodwill is assigned to one or more cash-generating units (UGE, for their acronym in Spanish) which are expected to benefit from the synergies derived from the business combinations. These UGE are the smallest identifiable groups of assets which, as a result of their continuous operation, generate cash flow for the bank irrespective of other assets or groups of assets.

The UGEs to which the goodwill has been assigned are tested annually for impairment, or whenever there is evidence that impairment might have arisen. In this respect, the bank recalculates the recoverable amount mainly using the distributed profit discount method in which the following parameters are taken into account:

- Key business assumptions: these assumptions are used as a basis for cash flow projections used as part of the valuation. For businesses engaging in financial activity, projections are made for variables such as: changes in lending volumes, default rates, customer deposits and interest rates under a forecast macroeconomic scenario and capital requirements.
- Estimates of macroeconomic variables and other financial parameters.
- Projection period: this is usually five years, after which a recurring level is attained in terms of both income and profitability. These projections take account of the economic outlook at the time of the valuation.
- Type of discount: the present value of future dividends, from which a value in use is derived, is calculated using the capital cost of the entity ( $K_e$ ) from the standpoint of a market participant as a discount rate. To determine the capital cost the CAPM (Capital Asset Pricing Model) is used in accordance with the formula: " $K_e = R_f + \beta (P_m) + \alpha$ ", where:  $K_e$  = Required return or cost of capital;  $R_f$  = Risk-free rate;  $\beta$  = Company's systemic risk coefficient;  $P_m$  = Market premium and  $\alpha$  = Non-systemic risk premium.
- Growth rate used to extrapolate cash flow projections beyond the period covered by the most recent forecasts: it is based on long-term estimates for the main macroeconomic figures and key business variables, and bearing in mind the current financial market outlook at all times.

If the carrying value of a UGE is higher than its recoverable amount, the bank recognises an impairment loss which is allocated firstly by reducing the goodwill attributed to that UGE and secondly, if any losses remain to be allocated, by reducing the carrying value of the remaining assigned assets on a proportional basis. Impairment losses recognised for goodwill cannot subsequently be reversed.

#### Other intangible assets

This heading basically includes intangible assets identified in business combinations such as the value of brands and contractual rights arising from relations with customers acquired through the acquired businesses, as well as computer software.

These intangible assets are amortised on the basis of their useful lives, applying similar criteria to those used for tangible assets. In particular, the useful lives of brands and contractual rights arising from customer relations in acquired businesses vary between 5 and 15 years, while for computer software the useful life is between 7 and 15 years.

The criteria for recognising impairment losses in intangible assets and any recoveries of impairment losses recorded in earlier financial years are similar to those applied to tangible assets. In this respect, the bank determines whether there is evidence of impairment by comparing actual trends with the initial assumptions applied in the parameters used when they were first recognised. These include possible loss of customers, average customers' balances, average ordinary income and the assigned cost-to-income ratio.

Changes in the estimated useful lives of intangible assets are treated in a similar way to changes in the estimated useful lives of tangible assets.

### **1.3.13. Own equity items**

Own equity items are defined as equity instruments that meet the following criteria:

- Does not involve any contractual obligation to the issuer which entails: delivering cash or another financial asset to a third party, or exchanging financial assets or liabilities with a third party on terms potentially unfavourable to the issuer.
- If they may be, or will be, settled with the issuer's own equity instruments: in the case of a non-derivative financial instrument, it will be considered an equity instrument when such settlement does not entail an obligation to deliver a variable number of its own equity instruments; in the case of a derivative instrument, it will be considered an equity item provided that it is settled for a fixed amount of cash or with another financial asset, in exchange for a fixed number of the issuer's own equity instruments.

All transactions involving the Group's own equity items, including their issuance or redemption, are recognised directly with a balancing entry in the statement of equity.

Changes in the value of instruments classified as own equity items are not recognised in the financial statements. Any consideration received or paid in exchange for such instruments is added to or deducted directly from the statement of equity and the associated transaction costs are deducted therefrom.

Equity instruments issued in full or partial settlement of a financial liability are recognised at fair value unless this cannot be reliably determined. In this case, the difference between the carrying value of a financial liability (or any part thereof) that has been settled and the fair value of the equity instruments issued is recognised in the income statement for the year.

On the other hand, compound financial instruments, which are those contracts which simultaneously generate a financial liability and their own equity instrument for the issuer (such as, for example, convertible debentures which grant their holder the right to convert them into equity instruments of the issuing entity) are recognised on the date of their issue, separating their components and classifying them in accordance with the economic fund.

The assignment of the initial amount to the different components of the compound instrument will not imply, under any circumstances, a recognition of income. The amount shall firstly be assigned to the component which is a financial liability, including any implicit derivative for which its own equity is not used as an underlying asset. The amount shall be obtained based on the fair value of the entity's financial liabilities, with similar characteristics to compound instruments, but which are not associated with own equity instruments. The initial value attributable to the capital instrument will be the residual portion of the initial amount of the compound instrument, once the fair value assigned to the financial liability has been deducted.

#### **1.3.14. Remuneration based on equity instruments**

The delivery to employees of the Group's own equity instruments in payment for their services, where the instruments are determined at the start and are delivered on completion of a specified period of service, is recognised as an expense for services over the period during which the services are being provided, with a balancing entry under the heading "*Other equity instruments*" in equity. On the date such instruments are awarded, the services received are measured at fair value unless this cannot be reliably estimated, in which case they are measured by reference to the fair value of the committed equity instruments, bearing in mind the terms and other conditions envisaged in the commitments.

The amounts recognised in equity are not subsequently reversed, even when employees do not exercise their right to receive the equity items.

For transactions involving share-based remuneration paid in cash, the bank records an expense for services as the employees provide them, with a balancing entry under the heading "*Provisions - Other provisions*" for the fair value of the liability incurred. The bank recognises said liability at fair value until it is settled. Changes in value are recognised in income statement for the year.

The bank's employee remuneration based on equity instruments that had not become due as at 31 December 2017, shall be settled, as applicable, with the delivery of equity instruments (see Note 31).

#### **1.3.15. Provisions and contingent assets and liabilities**

Provisions are current obligations of the bank which have arisen from past events and whose nature at the balance sheet date is clearly specified, but which are of uncertain timing and amount; when such obligations mature or become due for settlement, the bank expects to settle them through an outflow of resources embodying economic benefits.

In general, the bank's annual accounts include all significant provisions with respect to which it is estimated that the likelihood of having met the obligation is higher than the opposite. These provisions include, amongst others, pension commitments undertaken with employees (see Note 1.3.16), as well as provisions for legal and other disputes.

Contingent liabilities are possible obligations that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more future events that lie outside the bank's control. Contingent liabilities include present obligations of the bank, the settlement of which is not likely to result in an outflow of resources embodying economic benefits or whose amount, in extremely rare instances, cannot be measured with sufficient reliability. Contingent liabilities are not recognised in the annual accounts but are disclosed in the report on such annual accounts.

The bank considers that to give a detailed breakdown of information on certain provisions and contingent liabilities would seriously affect the bank's position in disputes with third parties related to situations which contemplate provisions and contingent liabilities (such as those linked to certain disputes or arbitration issues), the bank chooses not to give details of this information.

Contingent assets are potential assets arising out of past events the existence of which is conditional upon events that are out of the bank's control and confirmation must be given both when such events occur and when they do not occur. These contingent assets are not recognised on the consolidated balance sheet or in the profit and loss account, but are disclosed in the corresponding report provided that an increase in resources embodying economic benefits for this reason is likely.

#### **1.3.16. Provisions for pensions**

The bank's pension commitments to its employees are as follows:

##### **Defined contribution schemes**

These are predetermined contributions made to a separate entity under the agreements reached with each group of employees in particular, without any legal or effective obligation to make additional contributions where the separate entity is unable to pay benefits to the employees for the services rendered in the current year and in previous years.

These contributions are recorded each year in the profit and loss account (see Note 31).

### **Defined benefit schemes**

Defined benefit schemes provide for all current commitments under Articles 42, 43, 44 and 48 of the 23rd Collective Agreement for the Banking Industry.

These commitments are financed through the following formats: the pension scheme, insurance contracts, and the voluntary social welfare entity "E.P.S.V." and internal funds.

#### 1. The pension scheme:

Banco Sabadell's employee pension scheme covers benefits payable under the aforementioned Collective Agreement with the employees belonging to regulated groups, with the following exceptions:

- Additional commitments due to early retirement as set out in Article 43 of the Collective Agreement.
- Disability arising in certain circumstances.
- Widowhood and orphanhood benefits arising from the death of a retiree joining the bank after 8 March 1980.

The Banco Sabadell employee pension scheme is regarded to all intents and purposes as an asset of the scheme for the obligations insured in entities that are not connected to the bank or its group. Obligations of the pension scheme insured in companies associated with the bank are not considered scheme assets.

#### 2. Insurance contracts:

Insurance contracts provide general cover for specified commitments under Articles 43 and 44 of the 23rd Collective Agreement for the Banking Industry, including:

- Commitments that are expressly excluded from the Banco Sabadell employee pension scheme (described above).
- Serving employees covered by a collective agreement with the former Banco Atlántico.
- Pension commitments in respect of some serving employees, not provided for under the collective agreement.
- Commitments towards employees on leave of absence who are not entitled to benefits under the Banco Sabadell employee pension scheme.
- Commitments towards early retirees. These may be partly financed out of pension rights under the Banco Sabadell employee pension scheme.

These insurance policies have been arranged with non-Group insurers, principally for commitments to former Banco Atlántico employees, and also with BanSabadell Vida, S.A. de Seguros y Reaseguros.



### 3. The voluntary social welfare entity "E.P.S.V."

The acquisition and subsequent merger of Banco Guipuzcoano resulted in the takeover of Gertakizun, E.P.S.V., which covers defined benefit commitments in respect of the bank's serving and former employees and are insured by policies. This entity was set up by Banco Guipuzcoano in 1991 as a legally separate entity. Pension commitments to serving and former employees are fully covered by entities separate from the bank.

### 4. Internal funds:

Internal funds cover obligations to early retirees up to their legal retirement age for employees previously working for Banco Sabadell, Banco Guipuzcoano and Banco CAM.

#### Accounting record of defined benefit obligations

The "*Provisions - Pensions and other post-employment defined benefit obligations*" heading on the liabilities side of the balance sheet includes the current actuarial value of pension commitments, which is calculated individually using the projected unit credit method on the basis of financial and actuarial assumptions with are set out below. This is the same method used for the sensitivity analysis described in Note 21.

From the obligations thus calculated, the fair value of the scheme assets have been deducted. Scheme assets are assets that will be used to settle obligations, including insurance policies, since they meet the following requirements:

- They are not owned by the Bank but by a legally separate, non-related third party.
- They are available only to pay or fund employee benefits and are not available to creditors of the bank, even in the event of the Bank becoming insolvent.
- They cannot be returned to the bank unless the assets remaining in the scheme are sufficient to meet all obligations of the scheme and of the bank relating to employee benefits, or unless assets are to be returned to the bank to reimburse it for employee benefits previously paid.
- They are not non-transferable financial instruments issued by the bank.

The assets that back pension commitments shown in the individual balance sheet of BanSabadell Vida, S.A. de Seguros y Reaseguros are not scheme assets as the company is a related party of the bank.

Pension commitments are recognised as follows:

- In the profit and loss account, net interest on the net defined benefit liability (asset) net of pension commitments as well as the cost of the services, which includes (i) the cost of services in the current year, (ii) the cost of past services arising from past changes made to existing commitments or from the introduction of new benefits and (iii) any gain or loss arising from a settlement of the scheme.
- Under the heading "*Accumulated other comprehensive income*" in the statement of equity, the re-evaluation of the net liabilities (assets) for pension commitments, which includes (i) actuarial gains and losses generated in the year arising from differences between the prior actuarial assumptions and the real situation and from changes in the actuarial assumptions made, (ii) the performance of the scheme assets, and (iii) any change in the effects of the asset limit, excluding, for the last two items, the amounts included in net interest on the net liabilities (assets).

The amounts recorded in the statement of equity are not reclassified to the profit and loss account in subsequent years but are reclassified under the heading "*Other reserves - Other*" in the statement of equity.

The heading "*Pensions - Other long-term employee benefits*" on the balance sheet includes mainly the value of commitments undertaken with early retirees. Changes occurring during the year in the value of liabilities are recognised on the profit and loss account.

### Actuarial assumptions

The most significant actuarial assumptions used in the valuation of pension commitments are as follows:

	2017	2016
Mortality tables	PERM / F 2000 New production	PERM / F 2000 New production
Technical interest rate, pension scheme	1.50% annual	1.25% annual
Technical interest rate, internal fund	1.50% annual	1.25% annual
Technical interest rate, related-party policies	1.50% annual	1.25% annual
Technical interest rate, non-related party	1.50% annual	1.25% annual
Inflation	2.00% annual	2.00% annual
Salary growth	3.00% annual	3.00% annual
Retirements due to disability	SS90-Absolute	SS90-Absolute
Staff turnover	None assumed	None assumed
Early retirement	Allowed for	Allowed for
Ordinary retirement	65 or 67 years	65 or 67 years

In 2017 and 2016, the technical interest rate on all commitments has been determined by reference to the yield on AA-rated corporate bonds (iBoxx € Corporates AA 10+), with an average duration of 11.52 years in 2017 and 10.62 years in 2016.

The age of early retirement is assumed to be the earliest retirement date after which pension entitlements cannot be revoked by the employer for all employees.

The yield on long-term assets related to scheme assets and insurance policies linked to pensions has been determined by applying the same technical interest rate (1.50% in 2017).

#### **1.3.17. Foreign currency transactions**

The bank's functional and presentation currency is the euro. All balances and transactions denominated in currencies other than the euro are therefore treated as denominated in a foreign currency.

On initial recognition, debit and credit balances denominated in foreign currency are translated to the functional currency at the spot exchange rate, defined as the exchange rate for immediate delivery, on the recognition date. Subsequent to initial recognition, the following procedures are used to translate foreign currency balances to the functional currency.

- Monetary assets and liabilities are translated at the closing exchange rate, defined as the average spot exchange rate at the reporting date.
- Non-monetary items measured at historical cost are translated at the exchange rate ruling on the date of acquisition.

- Non-monetary items stated at fair value are translated at the exchange rate ruling on the date on which the fair value was determined.
- Income and expenses are translated at the exchange rates ruling at the transaction date.

In general, foreign exchange differences arising on the translation of debit and credit balances denominated in foreign currency are recorded in the profit and loss account. However, for foreign exchange differences arising on non-monetary items measured at fair value where the fair value adjustment is made and recognised under the heading “*Other total cumulative income*” in equity, a breakdown is given for the exchange rate component of the revaluation of the non-monetary item.

### **1.3.18. Recognition of income and expense**

Interest income and expense and similar items are generally accounted for over the period in which they accrue using the effective interest rate method, under the headings “*Interest income*” or “*Interest expenses*” of the profit and loss account, as applicable. Dividends received from other entities are recognised as income at the time the right to receive them originates.

Generally, income and expenses on commissions and similar fees are recorded in the profit and loss account in accordance with the following criteria:

- Those linked to financial assets and liabilities carried at fair value through profit or loss are reflected at the time of disbursement.
- Those related to transactions or services performed over a period of time are reflected over this period.
- Those relating to a transaction or service that is performed in a single act are recorded when the originating act takes place.

Financial fees and commissions, which form an integral part of the effective cost or yield of a financial transaction, are deferred net of associated direct costs and recognised in the profit and loss account over the expected average life of the transaction.

The equity managed by the bank that is owned by third parties is not included in the balance sheet. Fees generated by this activity are recorded under the heading “*Fee and commission income*” in the profit and loss account.

Non-financial income and expenses are accounted for on an accrual basis. Deferred payments and collections are accounted for at the amount obtained by discounting expected cash flows at market rates.

For levies and tax obligations whose amount and date of payment are correct, the obligation is recognised when the event that leads to its payment takes place in line with the legislative terms and conditions. Therefore, the item pending payment is recognised whenever there is an obligation to pay these levies.

### **Deposit Guarantee Scheme**

The bank is a member of the Deposit Guarantee Scheme. In 2017, the Management Committee of the Deposit Guarantee Fund of credit institutions, in accordance with that laid out in Royal Decree Law 16/2011 and Royal Decree 2606/1996, set the contribution for all entities adhered to the deposit guarantee scheme at 1.8 promille of the amount of the deposits guaranteed at 30 June 2017. The calculation of each entity’s contribution was based on the amount of deposits guaranteed and the risk profile of the entity, taking into account indicators such as capital adequacy, the quality of the assets and liquidity, which have been defined in Bank of Spain Circular 5/2016 of 27 May. Furthermore, the contribution to the securities guarantee scheme has been set at 2 promille of 5% of the amount of the guaranteed securities at 31 December 2017. In accordance with current regulations, the transaction is recognised whenever there is a payment obligation, recorded at 31 December each year (see Note 30).

## Single Resolution Fund

Law 11/2015 of 18 June, together with its implementing regulation through Royal Decree 1012/2015, entailed the transposition into Spanish law of Directive 2014/59/EU. This Directive established a new framework for the resolution of credit institutions and investment firms, and is also one of the standards that have contributed to the constitution of the Single Resolution Mechanism, created through Regulation (EU) 806/2014. This regulation establishes standard rules and procedures for the resolution of credit institutions and investment firms within the framework of a Single Supervisory Mechanism and a Single Resolution Fund at European level.

As part of the implementation of this regulation, on 1 January 2016 the Single Resolution Fund entered into effect, to operate as a financing instrument which the Single Resolution Board can use. The Single Resolution Board is the European authority which makes decisions on the resolution of failing banks, in order to efficiently undertake the resolution measures which are adopted. The Single Resolution Fund receives contributions from credit institutions and investment firms subject to the same.

The calculation of each entity's contribution to the Single Resolution Fund, governed by Regulation (EU) 2015/63, is based on the proportion that each entity represents with respect to the aggregate total liabilities of the Fund's member entities, after deducting own funds and the guaranteed amount of the deposits. The latter is then adjusted to the entity's risk profile (see Note 30). The obligation to contribute to the Single Resolution Fund accrues on 1 January of each year.

### 1.3.19. Income taxes

Corporation tax and other similar taxes applicable to overseas branches are treated as expenses and recognised in the profit and loss account under the heading "*Tax expense or income related to profit on continuing operations*" unless the tax has arisen on a transaction accounted for directly in the statement of equity, in which case they are also recognised directly therein.

The total corporation tax expense is equivalent to the sum of current tax calculated by applying the relevant levy to taxable income for the year (after applying fiscally admissible deductions and allowances) and the variation in deferred tax assets and liabilities recognised in the profit and loss account.

Taxable income for the year may be at variance with the income for the year as shown in the profit and loss account, as it excludes items of income or expenditure that are taxable or deductible in other years as well as items which are non-taxable or non-deductible.

Deferred tax assets and liabilities relate to taxes expected to be payable or recoverable arising from differences between the carrying value of the assets and liabilities figuring in the financial statements and the related tax bases ("tax value"), as well as tax losses carried forward and unused tax credits that might be offset or applied in the future. They are calculated by applying to the relevant timing differences or tax credits the tax rate at which they are expected to be recovered or settled (see Note 36).

A deferred tax asset such as a tax prepayment or a credit in respect of a tax deduction or allowance, or a credit in respect of tax-loss carry-forwards is always recognised provided that the Tax Group is likely to obtain sufficient future taxable profits against which the tax asset can be realised, and that these are not derived from the initial recognition (except in a business combination) of other assets and liabilities in an operation that does not affect either the tax result or the accounting result.

Deferred tax assets originated due to deductible temporary differences arising from investments in subsidiaries, branches and associates, or from equity interests in joint ventures are only recognised insofar as the bank has the intention of liquidating the investee in the short or medium-term.

Deferred tax liabilities arising from timing differences associated with investments in subsidiaries and associates are recognised in the accounts unless the bank is capable of determining when the timing difference will reverse and, in addition, such a reversal is unlikely.

“*Tax assets*” and “*Tax liabilities*” figuring on the balance sheet include all tax assets and liabilities, differentiating between current (to be recovered in the coming 12 months) and deferred (to be recovered/paid in future years).

At each year-end, recorded deferred tax assets and liabilities are reviewed to ascertain whether they are current and to ensure that there is sufficient evidence of the likelihood of generating future tax profits that will allow them to be realised, in the case of assets, by applying relevant adjustments as necessary.

To conduct the aforementioned analysis, the following variables are taken into consideration:

- Forecasts of results of the Spanish tax group and of the other entities, based on the financial budgets approved by the bank’s administrators for a five-year period, subsequently applying constant growth rates similar to the mean long-term growth rates of the sector in which the various companies of the Group operate.
- Estimate of the reversal of timing differences on the basis of their nature;
- The period or limit set forth in current legislation in each country for the reversal of the different tax assets.

Income or expenses recognised directly in the statement of equity that do not affect profits for tax purposes, and income or expenses that are not recognised directly and do affect profits for tax purposes, are recorded as timing differences.

Banco Sabadell Group companies included in Spain’s consolidated tax regime for the bank’s Corporation Tax are listed in Schedule I. For this purpose, the amount corresponding to that tax during the year has been calculated taking this circumstance into account and will be satisfied by Banco de Sabadell, S.A. as the group’s parent company, settling this consolidated taxation with the Tax Authority.

### **1.3.20. Cash flow statements**

The cash flow statement includes certain items which are defined as follows:

- Cash flows: inflows and outflows of cash and cash equivalents, where “cash equivalents” are short-term, highly liquid investments with a low risk of changes in value. For these purposes, in addition to cash, deposits held with central banks and demand deposits held with credit institutions are also classified as cash components or equivalents.
- Operating activities: typical day-to-day activities of the bank and other activities that cannot be classified as investment or financing activities.
- Investment activities: the acquisition, sale or other disposal of long-term assets and other investments not included in cash and cash equivalents or in operating activities.
- Financing activities: activities that result in changes in the size and composition of equity and of liabilities that do not form part of operating activities.

No situations requiring the application of significant judgements to classify cash flows have arisen during the year.

There have been no significant transactions that have not generated cash flows not reflected in the cash flow statement.

#### 1.4. Comparability

The information presented in these annual accounts for 2016 is provided solely and exclusively for purposes of comparison with the information for the year ended 31 December 2017 and therefore does not constitute the bank's annual accounts for 2016.

BOICAC no. 109, issued by the ICAC (the Spanish Accounting and Account Auditing Institute) introduces certain changes, including the review of criteria for the recognition of deferred tax assets. Given that the bank has no intention of liquidating any subsidiaries of the Group, €1,557 million in tax assets have been derecognised as a result of this change in accounting criteria, which have been recognised on the opening balance sheet of 2016 with a contra account in equity.

#### Note 2 – Proposed distribution of earnings and earnings per share

Set out below is the distribution of 2017 Banco de Sabadell, S.A. profits which the Board of Directors will propose to the shareholders at the Annual General Meeting for approval, together with the proposed distribution of Banco de Sabadell S.A.'s 2016 profits approved by the shareholders on 30 March 2017.

Thousand euro	2017	2016
To dividends	392,977	279,766
To statutory reserve	270	4,423
To Canary Island investment reserve	239	314
To voluntary reserves	125,684	95,336
<b>Profit for the year of Banco de Sabadell, S.A.</b>	<b>519,170</b>	<b>379,839</b>

The Board of Directors will submit a proposal at the Annual General Meeting for the distribution of a €0.07 (gross) dividend per share for 2017.

On 26 October 2017, the Board of Directors agreed to distribute an interim dividend of the 2017 results totalling €111,628 thousand (€0.02 per share (gross)), payable on 29 December 2017.

Pursuant to Article 277 of the Spanish Capital Companies Act, the forward-looking accounting statement prepared as a mandatory requirement to demonstrate the existence of sufficient liquidity and profit at the bank at the time of approving the dividend on account is shown below.

Thousand euro	11/30/2017
<b>Available for the payment of dividends according to the interim statement at:</b>	
<b>Banco Sabadell profit as of the date indicated, after provisions for taxes</b>	<b>434,378</b>
Estimated statutory reserve	270
Estimated Canary Island investment reserve	239
<b>Maximum amount available for distribution</b>	<b>433,869</b>
<b>Interim dividend, proposed and distributed</b>	<b>111,628</b>
<b>Cash balance at Banco de Sabadell, S.A available (*)</b>	<b>15,442,896</b>

(\*) Includes the balance of the heading "Cash, cash balances from central banks and other demand deposits".

The General Meeting of Shareholders, held on 30 March 2017, approved shareholder remuneration supplementary to the dividend corresponding to 2016, of €0.03 per share (€168,485 thousand), which was paid on 7 April 2017. Previously, in December 2016, shareholders received remuneration in the form of a dividend of €0.02 per share, charged to the income statement for 2016, which was paid on 30 December 2016.

#### Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss attributable to the Group (adjusted by remuneration in other equity instruments) by the weighted average number of ordinary shares outstanding in the year, excluding any treasury shares acquired by the Group. Diluted earnings per share are calculated by applying adjustments for the estimated effect of potential conversions of ordinary shares to the attributable profit or loss and the weighted average number of ordinary shares outstanding.

The Group's earnings per share calculations are shown in the following table:

	<b>2017</b>	<b>2016</b>
Net profit attributable to the owners of the parent company (€'000)	801,466	710,432
Adjustment: Remuneration of other equity instruments (€'000)	(23,517)	-
Profit or loss (-) after taxes deriving from discontinued operations	-	-
Weighted average number of ordinary shares outstanding (*)	5,570,031,161	5,451,978,110
Conversion undertaken of convertible debt and other equity instruments	-	7,520,252
Adjusted weighted average number of outstanding ordinary shares	5,570,031,161	5,459,498,362
Earnings per share (€)	0.14	0.13
Basic earnings per share adjusted for mandatorily convertible bonds (€)	0.14	0.13
Diluted earnings per share (€)	0.14	0.13

(\*) Average number of shares in circulation, excluding the average number of own shares held in treasury stock during the period.

At 31 December 2017 and 2016, there were no other share-based financial instruments or commitments to employees with a material impact on the calculation of diluted earnings per share for the periods presented. For this reason, basic earnings per share coincide with diluted earnings per share.

## Note 3 – Financial risk management

### 3.1 Introduction

During 2017, Banco Sabadell Group has continued to strengthen its risk management framework, incorporating improvements which align it with the best practices in the financial sector.

Banco Sabadell Group has a Risk Appetite Framework in place which is intended to guarantee the control and proactive management of all of the Group's risks. This framework is set forth, amongst others, in the Risk Appetite Statement (RAS), which establishes the quantity and diversity of risks that the Group seeks and tolerates in order to achieve its business objectives, whilst maintaining a balance between return and risk.

The Risk Appetite Framework of Banco Sabadell Group has been adapted to the new organisational structure of the Group resulting from its internationalisation in order to ensure a consistent and effective deployment of the Group's RAS in all geographies.

Thus, a first level is established which makes up the Group's RAS, setting overall objectives and limits, and a second level deploys the objectives and limits of the first level to different geographical regions.

The RAS is comprised of quantitative metrics that allow the management of risks to be objectively, as well as the qualitative aspects that complement such management.

Risk management and control is embodied in a broad framework of principles, policies, procedures and advanced valuation methodologies, forming an efficient decision-making structure within a risk governance framework that is in line with Spanish and European regulations.

The principles, policies, procedures and methodologies framework is reflected in the document titled "Banco Sabadell Group Risk Policies", which is revised regularly. The Board of Directors is responsible for its approval.

For each significant risk of the Group, details are given of the main persons or units involved, their tasks, policies, methods and procedures, as well as control and monitoring mechanisms. Details are also given of the organisation structure of the Risk function, indicating the roles and responsibilities of the various divisions and committees with regard to risks and risk control systems, which have been adapted to the activities of each business unit, including the approval of loans and credit.

The main financial risks faced by Banco Sabadell Group companies as a result of their activity related to the use of financial instruments are credit risk, liquidity risk and market risk. Credit risk is the most significant risk for the Group's portfolio.

The main non-financial risks faced by the Group are operational risk, fiscal risk and compliance risk.

In its management of risks, the Group considers the macroeconomic environment and the regulatory environment. The most significant aspects of 2017 are set out below.

- In 2017, key topics have been the political and geopolitical environment and the steps taken by the major central banks towards monetary normalisation.
- Global financial markets have performed well in a context of growing complacency and have been hindered only occasionally and to a limited extent by certain political and geopolitical episodes.



- In the political arena, the year began with a change in government in the US and subsequently the spotlight fell on Europe, with the beginning of Brexit negotiations and elections in France, the UK and Germany. Tension between the United States and North Korea increased in the second half of the year.
- Global economic growth has become more in sync throughout the year, and it has also become more robust in the major developed economies.
- Emerging economies have left behind the worst stage of the economic adjustment of the past few years.
- Economic growth in the United Kingdom has been modest, hindered by uncertainty associated with Brexit negotiations.
- The economy in Spain has continued to perform remarkably well, and stood out in a positive light once again in the euro area, whilst its unemployment rate fell to minimums not seen since 2008.
- In Mexico, economic growth has been resilient to the uncertainty generated by Trump's arrival to the Presidency, partly thanks to the positive tone of the external sector.
- Inflation has been higher than in 2016, although it has remained below the objectives of the monetary policy in the major developed economies, with the exception of the UK.
- Oil prices reached maximums last seen in mid-2015, supported by the extension of production cuts by the OPEC and other oil producing countries to the end of 2018.
- The ECB amended its asset purchase programme, extending its duration to at least September 2018, but reducing its monthly purchase rate from €60bn to €30bn as of January 2018.
- Bank of England increased its reference rate to 0.50%, thereby undoing the cut implemented following the Brexit referendum.
- The Fed increased its Fed funds rate on three occasions, to 1.25%-1.50%, and began to reduce its balance sheet in October. It was also revealed that Powell, currently a member of the Board of Governors of the Fed, will be the new Chairman as of February 2018.
- Yields of long-term government bonds in the main developed economies have remained at reduced levels with no definite trend. Throughout the year, political events, actions taken by central banks and inflation have been the main factors affecting asset performance.
- Risk premiums in countries in the European periphery have continued to be supported by the ECB's accommodating policy. Risk premiums in Portugal and Greece experienced a significant decline, supported by credit rating upgrades, the favourable economic environment and, in the case of Greece, positive news regarding its bailout programme.
- The dollar has depreciated against the euro, hindered by political noise in the US and the consolidation of the economic recovery of the euro area.
- The pound sterling has been hindered by the various political events related to Brexit and domestic politics, despite attempts to contain it with the monetary policy.
- The Mexican peso recovered from the sharp devaluation that took place after Trump's arrival, insofar as the US President did not act on his threats to withdraw from NAFTA.
- The European banking system has strengthened its solvency, improved asset quality and slightly increased profitability. However, this progress has been disparate across jurisdictions and institutions, therefore the reduction of the total volume of doubtful loans and the improvement of long-term profitability continue to be key challenges for the sector as a whole.
- In terms of European construction, the EC has set an ambitious path to guarantee the completion of Banking Union by 2019, with a new proposal for a more gradual implementation of the third pillar (EDIS) with less loss sharing compared with its proposal from 2015. The review of the UMC's action plan focuses on more effective supervision by ESMA, to guarantee a more proportionate regulatory environment for SMEs, simplify cross-border investments and develop capital market ecosystems throughout the EU. The role of transformation played by financial technology and sustainable investment will also be promoted.
- Ten years after the onset of the financial crisis, an agreement has been reached to finalise the post-crisis regulatory financial framework. Regulations have continued to be demanding in the run-up to new standards that will enter into force in 2018.

## 3.2 Key milestones during the year

### *Improvement of the Group's risk profile during the year*

The Group's risk profile during 2017 has mainly improved for three reasons:

#### **(i) International diversification**

- International credit risk exposure (€44,259 million) accounts for 30% of the Group's total exposure, 6 times more than in 2014.
- Most of this international diversification is due to the acquisition of TSB, with an exposure of €35,581 million (90% of which are retail mortgages).
- International growth excluding the effect of the acquisition of TSB stands at 29% since 2014.

#### **(ii) Concentration risk**

- Reduction of real estate exposure (reduced by one third since 2014) and increase of exposure to the retail segment following the acquisition of TSB in 2015.
- From a sector-based point of view, the portfolio is well diversified with a growing trend in sectors with higher credit qualities. In terms of individual concentration, concentration risk metrics of major exposures have also been reduced.
- In geographical terms, the portfolio is positioned in regions showing the most dynamism, both nationally and internationally.

#### **(iii) Asset quality**

- The volume of problematic assets has been significantly reduced in recent years. Since 2013, doubtful exposures have been reduced by €10,173 million.
- During 2017, problematic assets have been reduced, at Group level, by €3,463 million.
- The foregoing has led to a reduction of the NPL ratio from 6.14% to 5.14%.

The improvement in the Group's fundamentals, particularly in terms of risk, is reflected in the improvement of the rating of the bank's senior debt during the year, allowing the bank to recover its Investment Grade category from all of the credit agencies rating its debt (see Directors' Report - Other significant information).

### *Strengthened risk management and control environment*

During 2017, efforts have continued to strengthen the risk management and control environment by preparing and deploying management and control frameworks for certain portfolios, sectors and geographies, providing a powerful tool that allows the Risk Appetite Framework to be implemented and guides the growth of lending, seeking to optimise the duality between profitability and risk in the long term.

Each such framework defines the Group's risk appetite in each sector or portfolio and the requirements to achieve it, establishing:

- Asset allocation, setting the growth targets in each key pillar (quality, type, etc.).
- General criteria that should govern activity in each portfolio, sector or geography.
- Basic policies for the acceptance and monitoring of loans.
- Risk monitoring and control metrics (for both existing and new stock).

Lastly, the set of management and control frameworks, together with ongoing planning and management, allow portfolio management actions to be anticipated in order to guide the growth in a way that is profitable in the long term.

### ***Improvement of monitoring environment***

During 2017, the risk monitoring environment of the Group's customers has been updated. The early warnings system has been incorporated into management procedures with a new monitoring environment that allows different strategies to be implemented depending on the segment (retail customers, businesses and self-employed, enterprises and corporates).

The main input used in this monitoring environment is taken from the early warning models adapted to different segments. This leads to:

- Improved efficiency by focusing monitoring on customers with signs of impairment.
- Forward-looking management when there are signs of deterioration, in which the Basic Management Team is responsible for renewing the rating of customers in which there has been an impairment.
- Regular control of customers whose situation remains unchanged and who have been evaluated by the Basic Management Team.
- Feedback using the information provided by the Basic Management Team as a result of this management.

### ***Improvement in the management of problematic assets***

During 2017, in compliance with the requirements set forth by the European Central Bank in its document "Guidance to Banks on Non-Performing Loans", the Board of Directors has approved a new "Strategic plan for the management of problematic assets" as well as the corresponding "Operational Plan for the management of problematic assets". The key points of the Strategic Plan are:

- management principles for these assets,
- a governance and management structure that allows these objectives to be achieved, and
- quantitative objectives with different time horizons, to reduce both doubtful assets and foreclosed assets.

In order to achieve these results, the bank has set itself two strategic priorities in relation to the management of problematic assets:

- Continuous reduction of problematic assets until all balances have been normalised.
- Focus on the management of problematic assets through the specialised management of its Asset Transformation and Industrial and Real Estate Investees Division, one of the first 'workout units' in Spain.

These two strategic priorities translate into five principles for the management of problematic assets, which are:

- The anticipation of default management and the preventive management of potential new entries into default.
- The segmented management of all problematic and potentially problematic exposures.
- Business intelligence and the continuous improvement of processes.
- Financial capacity.
- Clear governance system based on three lines of defence.

Policies on problematic Assets have also been implemented, pursuant to the requirements set forth in the same ECB document and in Annex IX to Bank of Spain Circular 4/2016. These policies are aligned with the Strategic Plan and the Operational Plan for the management of problematic Assets. Policies also address the new risk management model implemented in July 2017.

### 3.3 General principles of risk management

#### 3.3.1 Corporate risk culture

The risk culture of Banco Sabadell is one of the factors that sets it apart, and it is firmly rooted throughout the organisation as a result of its progressive development spanning over decades. Among the aspects that characterise this strong risk culture are:

- A high level of involvement of the Board of Directors in risk management and control procedures. Since before 1994, there has been a Risk Control Committee in the bank, whose main task is to supervise the management of all relevant risks and to align these with the risk profile defined by the Group.
- Banco Sabadell Group has a Risk Appetite Framework in place, which includes the Risk Appetite Statement, that guarantees control and proactive management of risks under a strengthened framework of corporate governance, which has been approved by the Board of Directors.
- A Basic Management Team as a key player in the acceptance and monitoring of risk. The team has existed for more than 20 years, and is formed of the relationship manager on one hand, and the risk analyst on the other. Risks are managed based on the points of view expressed by each party. Decisions must always be discussed and reached by means of an agreement between all parties involved. This provides a high degree of involvement of the team in the decision-making process and also contributes depth and solidity to the judgements.
- High degree of specialisation: there are specific management teams for each segment (Real Estate, Corporate Banking, Corporates, SMEs, Retailers, Banks and Countries, etc.) which allow a specialised risk management process to be implemented in each area.
- Advanced internal credit rating models that have served as a fundamental element of decision-making processes for over 15 years (since 1999 for individuals and since 2000 for corporates). The Group, in accordance with the relevant best practices, applies said practices in order to improve the overall efficiency of the process. Insofar as these models not only allow borrowers to be organised in ordinal terms but also provide a basis for a quantitative risk measurement, and they can be used in various key management processes: fine-tuning the delegation of powers, efficient risk monitoring, Group-wide risk management, risk-adjusted returns and the Group's capital adequacy assessment are just some examples.
- Powers for approving transactions with a degree of corporate risk at the various different levels are delegated based on expected losses. As a general policy in respect of the delegation of powers, the Group has opted for a system in which different levels are determined using the expected loss metric, which takes into account the exposure to credit risk of the transaction pending approval of the customer and risk group, the expected default rate and the estimated severity.
- A rigorous monitoring of credit risk carried out using an advanced system of early warning indicators for corporates and individuals. Risk monitoring at customer and group level can be divided into three types: operational, systematic and comprehensive. One of the key sources for this risk monitoring is the implementation of an early warning indicator system for both corporates and individuals (started in 2008 and 2011) which allows credit risk to be anticipated. These warnings are based on internal information such as, for example, the number of days past-due, overdrawn invoice discounting facilities, bank guarantees and international credit, as well as external information, such as customers classed as defaulters in the rest of the financial system or in information available from credit bureaux.

- Advanced abnormal risk management model that strengthens the anticipation and specialised management of risks. A comprehensive abnormal risk management model has been implemented which allows the treatment of risk to be aimed at those situations where default is most likely (anticipated default, refinancing, collections, etc.). This comprehensive system uses specific tools (simulators to help find the best solution on a case-by-case basis), as well as managers who specialise in the different segments and who are dedicated exclusively to this task.
- Risk-adjusted pricing. The commercial policy in respect of price management is dynamic, and is adapted to the economic and financial environment of the market (liquidity premiums, difficulty of accessing credit, interest rate volatility, etc.). It takes into account the cost of funding and the risk (expected loss and cost of capital). Risk models are a key element in setting prices and profitability objectives.
- The risk management model is fully integrated into the bank's technology platform, so that all policies can be immediately transferred for their day-to-day management: the policies, procedures, methodologies and models that make up the risk management model of Banco Sabadell are technically integrated into the bank's operational platform. This allows policies to be transferred immediately for an effective day-to-day management. This aspect has been particularly relevant in the bank's acquisitions.
- Use of stress testing as a risk management tool: For years, Banco Sabadell has been working with an internal tool to conduct stress tests, working together with internal teams with extensive experience in carrying out these tests.

### 3.3.2 Risk Appetite Framework

The Risk Appetite Framework includes, amongst others, the Risk Appetite Statement, which is defined as the quantity and diversity of risks that Banco Sabadell Group seeks and tolerates in order to achieve its business objectives, whilst maintaining a balance between return and risk.

The Risk Appetite Statement (RAS) is composed of quantitative measures which allow an objective monitoring to be carried out of the achievement of objectives and set limits and of qualitative elements that supplement these metrics and govern the Group's risk control and management policy.

#### Quantitative elements

The quantitative metrics of the RAS are divided into ten general areas:

- Capital and Solvency: level and quality of capital.
- Liquidity: liquidity buffers and financing structure.
- Profitability: balance between return and risk.
- Quality of Assets: for different significant risks and in stress scenarios.
- Credit and Concentration: individual and sector-wide.
- Market Risk.
- Structural Interest Rate and Exchange Rate Risk.
- Counterparty Risk.
- Operational Risk.

#### Qualitative aspects

As a supplement to the above quantitative metrics, the following qualitative principles should be used to guide the Group's risk management and control:

- The general position of the entity with regard to risk-taking aims to achieve a medium-to-low risk profile through the use of a prudent and balanced risk policy that will ensure the profitable and sustainable growth of its activity, and that it is in line with the strategic objectives of the Group, in order to maximise the generation of value while guaranteeing an adequate level of solvency.
- The Board of Directors is committed to risk management and control procedures: it approves policies, limits, the management model and procedures, as well as methodologies for risk measurement, monitoring and control.
- The Group maintains a risk culture that is embedded throughout the entity, and has various units that specialise in addressing different risks. The risk function conveys this culture by introducing policies, implementing and starting up internal models, and adapting these to the risk management procedures.

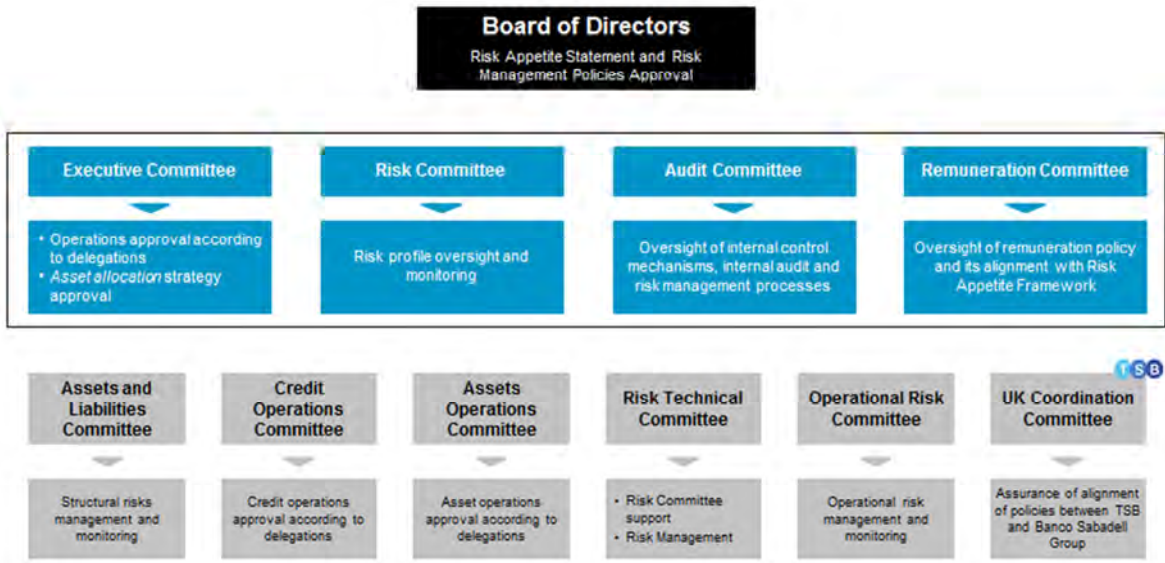
- The risk management policies and procedures are geared towards adapting the risk profile to the Risk Appetite Framework, whilst maintaining a balance between the expected return and risk.
- The risk control and management system in Banco Sabadell Group is set up as an extensive framework of principles, policies, procedures and advanced assessment methodologies that are integrated into an efficient decision-making structure. The risk variable is taken into account when making any kind of decision and is quantified in terms of allocated capital using a common measurement method.
- Risk management requires sound and on-going control procedures to keep risks within the pre-defined limits, with clear-cut responsibilities for identifying and monitoring indicators and early warnings, as well as an advanced risk assessment methodology.
- The levels of capital and liquidity should be sufficient to cover the risks accepted by the entity, including in unfavourable economic scenarios.
- There should be no risk concentration levels that could significantly compromise own funds.
- The objectives behind accepting market risk for trading purposes are to handle the flow of transactions produced by customers' operations and seize market opportunities, whilst maintaining a position in line with the bank's market share, risk appetite, risk-taking capacities and risk profile.
- The risk function is independent and senior management has a high degree of involvement that guarantees a strong risk culture focused on protecting and ensuring an appropriate return on capital.
- The Group's aim in terms of fiscal risk is to ensure compliance with fiscal obligations whilst guaranteeing an adequate return for shareholders.
- The achievement of the business objectives must be compatible, at all times, with compliance with the law and the application of best practices.
- The entity will have at its disposal the necessary human and technological resources to monitor, control and manage all risks that may arise during the course of its activities.
- The Group's remuneration systems should align the interests of employees and Senior Management with compliance with the Risk Appetite Framework.

### **3.3.3 General Organisation of the Risk Function**

The Group has a risk culture that is embedded throughout all units, with units specialised in the treatment of risks, thereby guaranteeing the independence of the risk function and a close involvement of Senior Management.

The Board of Directors is the body responsible for setting forth general guidelines on the organisational structure of risk management and control functions and for determining the main strategies in this regard. It is the body responsible for approving the Risk Appetite Framework (prepared together with the Chief Executive Officer, the Chief Risk Officer and the Chief Financial Officer) and ensuring that it is aligned with the entity's short- and long-term objectives, as well as with the business plan, capital planning, risk-taking capacity and compensation schemes.

There are four Delegated Committees in operation to which the Board of Directors delegates functions by making use of the powers conferred to it in the Articles of Association, which report to the full Board on the performance of their activities and report on any decisions made.



The Group has established its Control Framework based on the model of Three Lines of Defence, structured around the following assignment of functions:

- **First line of defence**, consisting mainly of business units and corporate centres, among the most noteworthy of which are the Risk Management Division, the Financial Division and the Treasury and Capital Markets Division. The first line of defence is responsible for the management of risks inherent in the bank’s activity, mainly in the acceptance, monitoring, measurement and assessment of risks and associated processes.

They are responsible for implementing corrective actions to correct weaknesses in their processes and controls. The core functions attributed to this line of defence under the control framework are:

- Maintaining effective internal controls and performing risk assessment and control procedures on a daily basis;
- Identifying, assessing, controlling and mitigating risks, following internal policies and procedures and ensuring that activities are consistent with the bank’s aims and objectives;
- Establishing adequate management and oversight processes to ensure regulatory compliance and focusing on control errors, inadequate procedures and unexpected events.

- **Second line of defence**, consisting mainly of:
  - The Risk Control Division is independent from the first line of defence and is responsible for identifying, assessing, monitoring and controlling the Group’s significant risks and for providing information related thereto.
  - The Compliance, Corporate Social Responsibility and Corporate Governance Division, which aims to minimise the risk of failing to comply with regulations and ensure that any instances of non-compliance are diligently identified, reported and resolved and that the appropriate preventive measures are implemented.
  - The Internal Validation function, which is responsible for reviewing these models and ensuring that they work as expected and that the results obtained from them are appropriate to their various uses, both internal and regulatory.
  - The IT Control Division is responsible for identifying risk situations associated with the use of technology across all units in the Group that could give rise to operational or reputational risks for the Group. It also promotes necessary training and support among the Group’s units to enable them to resolve risk situations associated with their scope of responsibility and actions, and independently transfers any significant residual risks that have not been covered by the implemented controls to the Group’s Operational Risk Division.

In general, the second line of defence ensures that the first line of defence is well designed, performs the tasks assigned to it and puts forward suggestions for its continuous improvement. The core functions attributed to this line of defence under the control framework are:

- Proposing the risk management and control framework.
  - Guiding and ensuring the implementation of risk policies, defining responsibilities and objectives for their effective implementation.
  - Cooperating in the implementation of risk management processes and controls.
  - Identifying changes in the underlying risk appetite of the organisation.
  - Verifying compliance with regulations applicable to the Group in the performance of its business activities.
  - Providing the technological infrastructure for risk management, measurement and control.
  - Analysing and comparing existing and future incidents by reviewing available information.
  - Ensuring that the models work as expected and that the results obtained from them are appropriate to their various uses, both internal and regulatory.
  - Promoting and pursuing the highest possible levels of compliance with current legislation and professional ethics within the Group.
  - Guaranteeing both the operational continuity of ordinary business activities and the security of the information on which such activities are based.
- As a **Third Line of Defence**, the Internal Audit function:
    - The Internal Audit Division conducts an independent and objective verification and advisory services, governed by a philosophy of adding value and helping the Group to fulfil its objectives.
    - It provides assistance to the Group in achieving its objectives by providing a systematic, disciplined approach to evaluate the sufficiency and effectiveness of the organisation's governance processes and the risk management and internal control activities.

### 3.4 Managing and monitoring the main significant risks

#### 3.4.1 Credit risk

Credit risk arises from the possibility of losses arising from defaults on payment obligations by borrowers, as well as losses of value due to the impairment of borrowers' credit rating.

##### 3.4.1.1 Credit risk management framework

###### *Acceptance and monitoring*

Credit risk exposure is subject to rigorous monitoring and control through regular reviews of borrowers' creditworthiness and their ability to honour their payment obligations to the Group, with exposure limits for each counterparty being adjusted to levels that are deemed to be acceptable. It is also usual practice to mitigate exposure to credit risk by requiring borrowers to provide collateral and guarantees to the bank.

The Board of Directors grants powers and discretions to the Executive Committee to allow the latter to delegate responsibilities to different decision-making levels. The implementation of authority thresholds in credit approval management systems ensures that powers delegated at each level are linked to the expected loss calculated for each business loan or other transaction that is requested.



To optimise the business opportunities provided by each customer and to guarantee an appropriate degree of security, responsibility for accepting and monitoring risks is shared between the account manager and the risk analyst, who by maintaining effective communication with the corresponding units, are able to obtain a comprehensive view of each customer's individual circumstances.

The account manager monitors the business aspect through direct contact with customers and by handling their day-to-day banking, whilst the risk analyst takes a more system-based approach making use of his/her specialised knowledge.

The implementation of advanced methodologies for managing risk (adapted to the New Basel Capital Accord and industry best practice) also benefits the process in ensuring that proactive measures can be taken once a risk has been identified. Of vital importance in this process are rating tools such as credit rating for corporate borrowers and credit scoring for retail customers, as well as early warning indicators for monitoring risk.

The analysis of indicators and early warnings, in addition to rating reviews, allows an integrated and continuous measurement to be made of the level of the accepted risk. The establishment of efficient procedures to manage performing loans also benefits the management of past-due loans by enabling a proactive policy to be devised based on a preliminary identification of any cases with propensity to default.

Risk monitoring is carried out for all exposures in order to identify potential problematic situations and to prevent the deterioration of credit quality. In general, this monitoring is based on an early warnings system at both transaction/borrower level and at portfolio level, and they both use the Bank's internal information and external information in order to obtain results. The monitoring is carried out on a forward-looking basis, i.e. with a forward-looking outlook in accordance with the foreseeable development of circumstances, in order to determine both actions to strengthen the business (increase in lending) and prevent risk (risk mitigation, improvement of guarantees, etc.).

The early warnings system allows an integrated measurement to be made of the level of the risk taken and allows it to be transferred to recovery management specialists, who determine the different types of procedures that should be implemented. Therefore, based on risks in excess of a set limit and predicted default rates, groups or categories are established to be treated individually. These warnings are additionally managed by the account manager and the risk analyst.

#### *Abnormal risk management*

Generally, during stages of weakness of the economic cycle, debt refinancing and restructuring operations are the most significant technical risk management operations. The bank's objective, when faced by debtors and borrowers that have, or are expected to have, financial difficulties when honouring their payment obligations under the agreed contractual terms, is to facilitate the repayment of the debt by reducing the likelihood of default as much as possible. A number of common policies to achieve this are in place across the entity, including procedures for the approval, monitoring and control of debt refinancing and restructuring processes, the most relevant of which are the following:

- The availability of a sufficiently detailed compliance record for the borrower and a manifest intention to repay the loan, assessing the time-frame of the financial difficulties affecting the customer.
- Refinancing and restructuring conditions based on a realistic repayment schedule which is in line with the borrower's current and predicted payment capacity, preventing issues being put off until a later date.
- If new guarantees are provided, these must be regarded as a secondary and exceptional means for recovering the debt, so as to avoid adversely affecting existing means. All ordinary interest accrued must always be paid up to the refinancing date.
- A maximum length is applied to grace periods.

The Group continually monitors compliance with the agreed terms and conditions and with the above policies.

#### *Internal risk models*

Banco Sabadell Group also has a system in place which is made up of three lines of defence to ensure the quality and oversight of internal models, as well as a governance process which has been specifically designed to manage and monitor these models and to ensure compliance with regulations and the Supervisor's instructions.

The governance framework of internal credit risk and impairment models (risk management, regulatory capital and provisions) is based on the following pillars:

- Effective management of changes to internal models.
- On-going monitoring of the environment of internal models.
- Regular reporting, both internal and external.
- Internal model management tools.

Some of the main bodies within the governance framework of internal risk and impairment models include the Models Committee, which meets on a monthly basis and carries out internal approval functions, in line with the levels of materiality of the risks, and monitors internal credit risk models.

Banco Sabadell Group also has an advanced abnormal risk management model in place to manage the impaired assets portfolio. The purpose of managing abnormal risk is to identify the best solution for the customer upon detecting the first symptoms of impairment, whilst reducing the entry into default of customers with economic difficulties, ensuring the smooth progression and consistent management across the different phases.

For further quantitative information, see Schedule 6 “*Other risk information: refinancing and restructuring operations*” of the annual accounts of Banco Sabadell Group.

#### *Real estate credit risk management*

As part of its on-going risk management and, in particular, its policy on the construction and real estate development industries, the Group has a number of specific policies in place for mitigating risks.

The main measure being implemented is the continuous monitoring of risks and the reappraisal of borrowers’ financial viability in the new economic environment. If the results of the reappraisal are satisfactory, the existing arrangements continue on the basis agreed, with fresh commitments being required where appropriate in light of the new circumstances.

The policy to be implemented depends in each case on the type of asset being financed. For completed developments, sale support actions are carried out through the Group’s distribution channels, setting a competitive price which enables the transactions to be processed and allowing final buyers access to financing, provided they comply with risk requirements. For works in progress, the main objective is to complete the work, provided that short and medium term market expectations are sufficient to absorb the resulting supply of property.

For land-related loans, the saleability of properties to be built on the site is the key consideration in deciding on the provision of finance for construction.

Where monitoring and scrutiny of a borrower’s position do not indicate a reasonable degree of viability, the solution may take the form of a surrender of assets in settlement of the debt and/or the purchase of assets.

Where a solution of this kind is not practicable, legal proceedings will be taken, leading to forbearance of the assets.

All assets taken into possession by the Group, whether by surrender in settlement of debt or by purchase, or as a result of legal proceedings, to ensure collection or to execute other lending improvements are mainly foreclosed tangible assets received from borrowers and other obligors of the bank, to satisfy financial assets representing the bank’s collection rights, and are actively managed with the primary purpose of divestment.

In terms of the stage of the construction process of real estate assets, three strategic lines of action have been established:

### **1. New funding: real estate development business**

A commercial unit was established at the end of 2014, for the exclusive management of new funding for real estate developers, having identified the requirements of the market and the solvency of its new players. A new monitoring approach was developed for this unit, which allows Banco Sabadell to have a detailed knowledge of the projects being considered in the unit (including the surface area for sale, the number of units being sold, the construction budget and the extent of pre-marketing activities).

In parallel, a new “Real Estate Analysis” division has been created, responsible for analysing all of the real estate projects that the bank is considering awarding funding to from a perspective of real estate business only, analysing the location, suitability of the product, as well as potential current supply and demand, and comparing in each case the figures of the business plan submitted by the customer (particularly costs, sales and timelines). The new analysis model is coupled with a model for monitoring approved real estate development projects. The progress of each real estate development project is monitored to control drawdowns and the compliance with the business plan (sales, costs and timelines).

The new management model has allowed a system of warnings to be developed for monitoring purposes, which is used by both the “Analysis and monitoring” division and the “Risks” division, both of which were involved in the process to define the system. In addition to warnings for already approved real estate development projects, new funding uses the “real estate development framework”, which defines the optimum allocation of the new business on the basis of the quality of the customer and development project.

### **2. Management of problematic real estate lending**

Problematic loans are managed in line with the defined policy. In general, they are managed taking into account the customer, guarantees and status of the loan (from the time when a potential warning is triggered, warning of a potential deterioration of the current status, up to the materialisation of payment in kind / purchase under amicable management proceedings, or until an auction is held following an enforcement process and whenever there is a deed of foreclosure).

After analysing the three aforementioned aspects, an optimum solution is sought to stabilise or settle the position (whether through amicable or judicial proceedings), which differs in line with the evolution of each customer / case file. Cases in which the stabilisation or settlement of the loan by the customer is not a feasible option are managed using support models on the basis of the type of loan or funded property. In the case of finished real estate developments or completed non-residential properties, customers are given a possibility to sell the assets via Solvia at competitive prices. In the case of plots of land, a possibility can be given to increase the debt to develop housing projects if the internal teams at Banco Sabadell identify a demand for housing in that location and are responsible for controlling their investment and marketing. For other funded real estate, the possibility of closing sale agreements with third parties is considered and friendly solutions are proposed (purchase, payment in kind, which in the case of properties owned by retail customers can be coupled with favourable conditions for relocation or social renting depending on the needs of the customer) or else legal proceedings are initiated.

### **3. Foreclosed real estate asset management**

Once the loan has been converted into a real estate asset, a management strategy is defined depending on the type of asset and its location, to identify the potential of each asset according to its potential demand. The main disposal mechanism is the sale of the asset, for which the bank, through Solvia, has developed different channels on the basis of the type of property and customer. The success of these sales channels is reflected in the high volumes of properties that are sold year after year, the significant growth in the volume of sales of non-residential properties, land ready for development and plots under management, a growth which began when the market began to be more interested in these types of assets and customers began to entrust the sale of their properties to Solvia.

A decision has been made to invest in certain land sites and plots under management with a high potential demand located in markets for which significant price increases are forecast, in order to optimise the revenue from such assets considering the forecast income and applying conservative growth assumptions.

The Group, given the importance of reaching a high degree of concentration of this risk in the past, has a first tier RAS metric in place which establishes a maximum level of concentration in terms of concentration metric for real estate development based on TIER 1 capital in Spain. This metric is monitored on a monthly basis and

reported to the Technical Risk Committee, the Risk Committee and the Board of Directors.

Lastly, it is worth highlighting that the Risk Control Division, together with the Business and Risk divisions, regularly monitors the adequacy of new financing granted to real estate developers. The monitoring process includes a review of compliance with policies and asset allocation. Results of this monitoring exercise are escalated to the Technical Risk Committee for information.

For further quantitative information, see Schedule 6 “*Other risk information: Exposure to construction and real estate development sectors*”.

### 3.4.1.2. Risk management models

#### *Rating*

Credit risks incurred with corporates, developers, specialised lending projects, financial institutions and countries are rated using a rating system based on predictive factors and an internal estimate of the probability of default.

The rating model is reviewed annually based on the analysis of real default trends. A predicted default rate is assigned to each internal credit rating level, which also allows a homogeneous comparison to be made of other segments and credit ratings from external credit agencies using a master ratings scale.

%

Breakdown of BS corporates portfolio										
9	8	7	6	5	4	3	2	1	0	TOTAL
0.38%	7.94%	15.46%	19.80%	31.39%	16.29%	6.31%	2.00%	0.33%	0.09%	100%

Includes Sovereigns, Corporates and Financial Institutions.

#### *Credit scoring*

In general, credit risks undertaken with individual customers are rated using scoring systems which are in turn based on a quantitative model of historic statistical data, where the relevant predictive factors are identified. In geographies in which scoring takes place, the latter is divided into two types:

*Behavioural scoring*: the system automatically classifies customers based on information regarding their activity and on each product which they have acquired. These scorings are mainly used in: the granting of transactions, setting (authorised) overdraft limits, advertising campaigns, monitoring and segmentation of claims and/or repayment procedures.

*Reactive scoring*: this is used to evaluate applications for consumer loans, mortgage loans and credit cards. Once all of the data relating to the transaction has been entered, the system calculates a result based on the estimated debt capacity, financial profile and, if applicable, the level of pledged assets.

If no scoring system exists, it is replaced with individual assessments supplemented with policies.

%

Breakdown by rating of individuals portfolio										
9	8	7	6	5	4	3	2	1	0	TOTAL
0.87%	3.61%	17.49%	40.53%	19.93%	11.02%	3.63%	1.55%	0.66%	0.71%	100%

Excludes operations from TSB and retail banking customer operations from Banco Cam, BMN-Penedès, Banco Gallego and Sabadell Solbank (formerly, Lloyds Bank).

### Warning tools

In general, Banco Sabadell Group has a system in place of early warnings comprised of both individual warnings and advanced early warning models for both the Corporates sector and the Individuals sector. These early warnings are based on behavioural factors obtained from available sources of information (rating or scoring, customer files, balance sheets, CIRBE (Bank of Spain Central Credit Register), information of a sector-based or operative nature, etc.). They measure the risk presented by the customer on a short-term basis (predicted propensity to default), obtaining a high level of predictability to detect potential defaulters. The rating, which is obtained automatically, is one of the basic input data used when monitoring the risk of corporates and individual customers.

This warnings system offers:

- More effective monitoring of customers with the lowest rating (different cut-off points for each group).
- Actions to be taken in advance to manage any negative change in the situation of the customer (change in rating, new severe warnings, etc.).
- Regular control of customers whose situation remains unchanged and who have been evaluated by the Basic Management Team.

#### 3.4.1.3 Credit risk exposure

The tables below show the breakdown, by headings of the individual balance sheet, of the bank's maximum gross exposure to credit risk at 31 December 2017 and 31 December 2016, without deducting collateral or credit upgrades received in order to ensure compliance with payment obligations, broken down by portfolios and in accordance with the nature of the financial instruments.

Thousand euro

<b>Maximum credit risk exposure</b>	<b>Note</b>	<b>2017</b>	<b>2016</b>
<b>Financial assets held for trading</b>		<b>102,348</b>	<b>1,620,780</b>
Equity instruments		-	-
Debt securities	7	102,348	1,620,780
Loans and advances		-	-
		-	-
<b>Financial assets designated at fair value through profit or loss</b>			
Equity instruments		-	-
Debt securities		-	-
Loans and advances		-	-
		-	-
<b>Available-for-sale financial assets</b>		<b>10,556,636</b>	<b>14,982,686</b>
Equity instruments	8	486,423	534,249
Debt securities	7	10,070,213	14,448,437
<b>Loans and receivables</b>		<b>127,406,464</b>	<b>126,044,338</b>
Debt securities	7	575,450	922,591
Loans and advances	10	126,831,014	125,121,747
<b>Held-to-maturity investments</b>	<b>7</b>	<b>11,051,699</b>	<b>4,598,190</b>
<b>Derivatives</b>	<b>9, 11</b>	<b>1,476,464</b>	<b>1,961,214</b>
<b>Total risk due to financial assets</b>		<b>150,593,611</b>	<b>149,207,208</b>
Guarantees given	24	9,154,329	8,831,580
Other commitments given	25	19,915,615	20,197,734
<b>Total commitments and guarantees given</b>		<b>29,069,944</b>	<b>29,029,314</b>
<b>Total maximum credit risk exposure</b>		<b>179,663,555</b>	<b>178,236,522</b>

The bank also has guarantees and contingent commitments given to borrowers, materialised by the establishment of guaranties provided or commitments inherent in the credit agreements up to an availability level or limit ensuring financing for the customer when required. These facilities also imply the acceptance of a credit risk and are subject to the same management and monitoring systems described above.

Information on the value of financial guarantees given at 31 December 2017 and 2016 year-end is shown below:

Thousand euro	2017	2016
Loan commitments given	16,865,777	14,560,453
<i>Of which classified as doubtful</i>	<i>38,304</i>	<i>30,210</i>
Amount recorded under liabilities on the balance sheet	89,540	136,910
Financial guarantees given (*)	2,358,198	2,151,249
<i>Of which classified as doubtful</i>	<i>48,163</i>	<i>42,507</i>
Amount recorded under liabilities on the balance sheet (**)	32,500	35,641
Other commitments given	9,845,969	12,317,612
<i>Of which classified as doubtful</i>	<i>9,729</i>	<i>61,632</i>
Amount recorded under liabilities on the balance sheet	28,375	19,824

(\*) Of which 90 and 89 million euros in December 2017 and 2016 granted in relation to construction and real estate development.

(\*\*) Of which 5 and 2 million euros in December 2017 and 2016 recorded under liabilities on the balance sheet in relation to real estate development.

The credit risk exposure described above includes the amount of collateral and other credit enhancements to ensure compliance, which are commonly used in the types of financial instrument managed by the entity.

Schedule 6 of these annual accounts shows quantitative data relating to credit risk exposure by geography.

#### 3.4.1.4. Credit risk mitigation

Credit risk exposure is subject to rigorous monitoring and control through regular reviews of borrowers' creditworthiness and their ability to honour their payment obligations to the Group, with exposure limits for each counterparty being adjusted to levels that are deemed to be acceptable. It is also usual practice to mitigate exposure to credit risk by requiring borrowers to provide collateral and guarantees to the bank.

Generally, these take the form of financial collateral, mainly mortgages on properties used as housing, whether finished or under construction. The entity also accepts, although to a lesser degree, other types of financial collateral, such as mortgages on retail properties, industrial warehouses, etc. and financial assets. Another credit risk mitigation technique that is commonly used by the entity is the acceptance of guarantees, in this case subject to the guarantor presenting a certificate of good standing.

All of these mitigation techniques are established ensuring their legal certainty, i.e. under legal contracts that are legally binding for all parties and which are enforceable in all relevant jurisdictions, thus guaranteeing that the collateral can be seized at any time. This process is fully subject to an internal verification of the legal adequacy of these contracts, and legal opinions of international specialists can be requested and applied where these contracts have been entered into under foreign legislation.

All collateral is formalised before a notary public through a public document, thus ensuring their enforceability before third parties. In the case of property mortgages, these public documents are also registered with the corresponding land registries, thus gaining constitutional weight before third parties. In the case of pledges, the pledged items are generally deposited with the entity. Unilateral cancellation by the debtor is not permitted, and the guarantee remains valid until repayment in full of the debt.

Personal guaranties or bonds are established in favour of the entity and, except in certain exceptional circumstances, are also formalised before a notary public through a public document, to vest the agreement with the highest possible legal security of formalisation and to allow legal claims to be submitted through executive proceedings in case of non-payment. They constitute a credit right with respect to the guarantor that is irrevocable and payable on first demand.

In addition to the mitigation of the risk arising from guarantees formalised between the debtors and the entity as a result of the acquisition of Banco CAM, the Group has an additional guarantee for a particular asset portfolio, provided by the APS, with retroactive effects from 31 July 2011, and for a period of ten years (see further details in Note 13).

The bank has not received significant guarantees which it is authorised to sell or pledge, irrespective of any non-payment by the owner of the referred guarantees, except for those intrinsic to treasury activities, which are mostly repos with maturities of no more than six months, therefore their fair value does not differ substantially from their carrying value (as disclosed in Note 5). The fair value of the assets sold with a buyback agreement arising from reverse repos is included under the heading “*Financial liabilities held for trading*” as part of the short positions of securities.

Conversely, assets assigned under the same transactions amount to €1,719,118 thousand and are included in line with their nature under the repos heading in Notes 17 and 18.

The value of the guarantees received to ensure collection of debts, broken down into collateral and other guarantees, at 31 December 2017 and at 2016 year-end, are as follows:

Thousand euro	2017	2016
<b>Guarantees received</b>		
Value of collateral	55,564,792	57,607,813
<i>Of which: guarantees doubtful risks</i>	<i>3,518,645</i>	<i>4,498,028</i>
Value of other collateral	11,204,854	8,905,640
<i>Of which: guarantees doubtful risks</i>	<i>354,063</i>	<i>485,638</i>
<b>Total value of guarantees received</b>	<b>66,769,646</b>	<b>66,513,453</b>

The main concentration of risk in relation to all of these types of collateral and credit enhancements corresponds to the use of the mortgage guarantees as a credit risk mitigation technique in exposures of loans for use in the financing or construction of housing or other types of real estate. On a like-for-like basis, mortgage loans represent 51% of gross lending.

In the case of market operations, counterparty risk is managed as explained in section 3.4.1.7.

#### 3.4.1.5. Credit quality of financial assets

As stated earlier, in general terms, the Group uses internal models to rate most borrowers (or transactions) through which credit risk is incurred. These models have been designed considering the best practices proposed by the NBCA. However, not all portfolios in which credit risk is incurred use internal models, partly due to the fact that a minimum level of experience in cases of non-payment is required in order for them to be reasonably designed.

The (original) percentage exposure, calculated using internal models, in terms of solvency for the entity is 45%.

The breakdown of the exposure, rated based on the internal rating levels, is as follows:

Distribution of exposure by rating	Risk assigned rating / scoring	
	2017	2016
AAA/AA	3	5
A	15	14
BBB	60	55
BB	19	20
B	3	5
Rest	-	1
<b>Total</b>	<b>100</b>	<b>100</b>

Does not include operations derived from TSB, or individuals' operations from Banco Cam, BMN-Penedès, Banco Gallego and Sabadell Solbank (formerly Lloyds bank).

Further details on the rating and scoring models are included in section 3.4.1.2 of these annual accounts.

During 2017 an improvement has been observed in the reduction of doubtful assets, which have been reduced by €1,769 million during the year, resulting in a reduction of the NPL ratio as shown in the table below.

	2017	2016
NPL ratio (*)	5,14	6,14
NPL coverage ratio (*)	48,27	51,55

(\*) The NPL ratio excluding TSB stands at 6,57 and the NPL coverage ratio at 48,13 (in 2016, 7,72 and 51,53).

#### 3.4.1.6. Concentration risk

Concentration risk refers to exposures whose risk of incurring losses is great enough to pose a threat to the financial solvency of the institution or the viability of its ordinary business activities. Concentration risk is organised into two basic sub-types:

- Individual concentration risk: imperfect diversification of the idiosyncratic risk within the portfolio due to either its reduced size, or due to significant exposures in specific customers.
- Sector concentration risk: imperfect diversification of systematic components of risk within the portfolio, which can be sector-based factors, geographical factors, etc.

Banco Sabadell has a series of specific tools and policies to ensure efficient management of concentration risk:

- Quantitative measures from the Risk Appetite Statement and their subsequent monitoring, such as level one metrics.
- Individual limits of risks or customers considered significant, set by the Executive Committee.
- Authority thresholds that ensure that all transactions carried out by the most significant customers are approved by the Credit Operations Committee or even the Executive Committee.



#### *3.4.1.6.1. Exposure to customers or significant risks*

At 31 December 2017 there were no borrowers with approved lending that individually exceeded 10% of the Group's own funds.

#### *3.4.1.6.2. Country risk: geographic exposure to credit risk*

Country risk is defined as the risk of a country's debts taken as a whole due to factors inherent in the sovereignty and economic situation of a country, i.e., for circumstances other than regular credit risk. It manifests itself in the eventual inability of a debtor to honour their foreign currency payment obligations to external creditors due to, among other reasons, the country preventing access to that foreign currency, the inability to transfer it or the non-enforceability of legal action against borrowers for reasons of sovereignty, or for reasons of war, expropriation or nationalisation.

Country risk not only affects debts contracted with a state or entities guaranteed by it, but also all private debtors that belong to that that state and who, for reasons outside their control and not at their volition, are generally unable to honour debts.

An exposure limit is set for each country which is applicable across the whole of Banco Sabadell Group. These limits are approved by the Executive Committee and the corresponding decision-making bodies, as per their delegated powers, and they are continuously monitored to ensure that any deterioration in the political, economic or social situation of a country can be detected in good time.

The main component of the framework for the acceptance of country risk and financial institution risk is the structure of limits for different metrics. The various risks are monitored by Senior Management using this structure, and the delegated bodies establish the Group's risk appetite.

The structure of limits comprises two levels: first tier metrics in the RAS and second tier limits or management.

Additionally, different indicators and tools are used to manage country risk: ratings, credit default swaps, macroeconomic indicators, etc.

Schedule 6 includes quantitative data relating to the breakdown of the concentration of risks by activity and on a global scale.

#### *3.4.1.6.3. Exposure to sovereign risk and exposure to construction and real estate sectors*

Schedule 6 includes quantitative data relating to sovereign risk exposure and exposure to the construction and real estate development sector.

#### 3.4.1.7. Counterparty risk

This heading contemplates credit risk associated with activities in financial markets involving transactions with counterparty risk. Counterparty risk refers to the risk of a counterparty defaulting before definitively settling cash flows of either a transaction with derivatives or a transaction with a repurchase commitment, with deferred settlements or collateral financing.

Exposure to counterparty risk is mainly concentrated in customers, financial institutions and counterparty clearing houses.

The following two tables show the breakdown of exposure by rating and geographies in which the Group operates.

%															
AAA	AA+	AA	AA-	A+	A	A-	BBB+	BBB	BBB-	BB+	BB	BB-	B+	Rest	
-	-	7.2%	4.1%	9.6%	10.7%	37.9%	10.7%	4.2%	2.5%	2.2%	3.3%	3.4%	1.1%	3.0%	<b>100.0%</b>

%	<b>2017</b>
Euro Zone	65.3%
Rest of Europe	26.3%
U.S.A and Canada	7.0%
Rest of the World	1.3%
<b>Total</b>	<b>100.0%</b>

As can be seen in the table, the risk is concentrated into counterparties with a high credit quality rating, with 69% of the risk with counterparties having a rating of A.

Since 2016, under the European Market Infrastructure Regulation EMIR (Regulation 648/2012), the obligation to settle and clear certain over-the-counter derivatives through central counterparty clearing houses (CCPs) has been applicable to the Group. For this reason, the derivatives subscribed by the Group susceptible to the foregoing are channelled via these agents. At the same time, the Group has strengthened the standardisation of OTC derivatives with a view to promoting the use of CCPs. The exposure to risk with CCPs largely depends on the amount of the deposited guarantees.

With regard to derivative transactions in organised markets (OMs), in line with management criteria, it is deemed that there is no exposure, given that there is no risk as the OMs act as a counterparty in the transactions and a settlement and guarantee mechanism is in place to ensure the transparency and continuity of the activity. In OMs the exposure is equivalent to the deposited guarantees.

The breakdown of transactions involving derivatives in financial markets depending on whether the counterparty is another financial institution, clearing house or organised market is as follows:

€ million	<b>2017</b>	<b>2016</b>
Operations with organised markets	3,582	2,195
OTC operations	137,106	133,379
<i>Settled through clearing houses</i>	<i>49,017</i>	<i>25,140</i>
<b>Total</b>	<b>140,688</b>	<b>135,574</b>

There are currently no transactions that meet the criteria set forth in IAS 32 to offset the balance of financial asset and liability transactions. The offsetting of derivative and repo transactions are only material when calculating the amount pending collateralisation, and are not material in terms of their recognition on the balance sheet.

The following table shows the aggregate amount reflected on the balance sheet for the financial instruments subject to a master netting and collateral agreement for the years 2017 and 2016:

Thousand euro

<b>2017</b>					
<b>Financial assets subject to collateral agreements</b>					
	Amount recognized in the balance	Offsetting amounts (only to collateral calculation)	Collateral received		Net value
			Cash	Debt securities	
<b>Financial assets</b>	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>	<b>(d)</b>	<b>(a) - (b) - (c) - (d)</b>
Derivatives	962,192	881,526	124,318	-	(43,652)
Repurchase agreements	4,966,485	-	23,127	4,883,010	60,348
<b>TOTAL</b>	<b>5,928,677</b>	<b>881,526</b>	<b>147,445</b>	<b>4,883,010</b>	<b>16,696</b>

Thousand euro

<b>2017</b>					
<b>Financial liabilities subject to collateral agreements</b>					
	Amount recognized in the balance	Offsetting amounts (only to collateral calculation)	Cash given		Net value
			Cash	Debt securities	
<b>Financial liabilities</b>	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>	<b>(d)</b>	<b>(a) - (b) - (c) - (d)</b>
Derivatives	1,448,597	881,526	851,632	274	(284,835)
Repurchase agreements	12,493,553	-	219,544	12,955,135	(681,126)
<b>TOTAL</b>	<b>13,942,150</b>	<b>881,526</b>	<b>1,071,176</b>	<b>12,955,409</b>	<b>(965,961)</b>

Thousand euro

<b>2016</b>					
<b>Financial assets subject to collateral agreements</b>					
	Amount recognized in the balance	Offsetting amounts (only to collateral calculation)	Collateral received		Net value
			Cash	Debt securities	
<b>Financial assets</b>	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>	<b>(d)</b>	<b>(a) - (b) - (c) - (d)</b>
Derivatives	1,392,302	1,313,289	101,874	-	(22,861)
Repurchase agreements	1,711,930	-	12,690	1,700,588	(1,348)
<b>Total</b>	<b>3,104,232</b>	<b>1,313,289</b>	<b>114,564</b>	<b>1,700,588</b>	<b>(24,209)</b>

Thousand euro

<b>2016</b>					
<b>Financial liabilities subject to collateral agreements</b>					
	Amount recognized in the balance	Offsetting amounts (only to collateral calculation)	Cash given		Net value
			Cash	Debt securities	
<b>Financial liabilities</b>	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>	<b>(d)</b>	<b>(a) - (b) - (c) - (d)</b>
Derivatives	1,980,064	1,313,289	1,214,526	8,002	(555,753)
Repurchase agreements	9,179,782	-	326,152	9,350,064	(496,434)
<b>Total</b>	<b>11,159,846</b>	<b>1,313,289</b>	<b>1,540,678</b>	<b>9,358,066</b>	<b>(1,052,187)</b>

The amounts of derivative financial instruments which are settled through a clearing house represent, at 31 December 2017 and 2016:

Thousand euro	<b>2017</b>	<b>2016</b>
Derivative financial assets settled through a clearing house	275,169	348,850
Derivative financial liabilities settled through a clearing house	249,248	293,150

The philosophy behind counterparty risk management is in line with the business strategy, and seeks to ensure the creation of value whilst maintaining a balance between return and risk. To this end, criteria have been established for controlling and monitoring counterparty risk arising from activity in financial markets so as to ensure that the bank can carry out its business activity whilst adhering to the risk thresholds approved by Senior Management.

The approach for quantifying counterparty risk exposure takes into account current and future exposure. Current exposure represents the cost of substituting a transaction at market value in the event that a counterparty defaults at the present time. To calculate it, the current or Mark to Market (MtM) value of the transaction is required. The future exposure represents a potential risk that could be associated with a transaction over a certain period of time, given the characteristics of the transaction and the market variables on which it depends. In the case of transactions carried out under a collateral agreement, the future exposure represents the possible fluctuation of MtM between the time of default and the replacement of such transactions in the market. If the transaction is not carried out through a collateral agreement, it represents the possible MtM changes throughout the life of the transaction.

Each day at close of business all of the exposures are recalculated in accordance with the transaction inflows and outflows, changes in market variables and risk mitigation mechanisms established by the Group. In this manner, exposures are subjected to day-to-day monitoring and are controlled in accordance the limits approved by Senior Management. This information is included in risk reports for disclosure to the departments and areas responsible for their management and monitoring.

With regard to counterparty risk, the Group adopts different mitigation measures. The main measures are:

- Netting agreements for derivatives (ISDA and EMA).
- Collateral agreements for derivatives (CSA and Schedule 3 - EMA) and repos (GMRA, EMA).

Netting agreements allow positive and negative MtM to be aggregated for transactions with a single counterparty, in such a way that in the event of default, a single payment or collection obligation is established in relation to all of the transactions closed with such counterparty.

By default, the Group has netting agreements with all of the counterparties that wish to operate with derivatives.

Collateral agreements, as well as including the netting effect, also include the regular exchange of guarantees which mitigate the current exposure with a counterparty in respect of the transactions subject to such agreement.

In order to operate in derivatives or repos with financial institutions, the Group has established the requirement of having collateral agreements. The Group's standard collateral agreement is bilateral (i.e. both parties are obliged to deposit collateral) and includes a daily exchange of guarantees, always in cash and always denominated in euro.

#### 3.4.1.8 Assets pledged in financing operations

At the end of 2017 and 2016, there are certain financial assets pledged in financing operations, i.e. offered as collateral or guarantees for certain liabilities. These assets correspond mainly to loans linked to the issue of covered bonds, territorial bonds or long-term securitisation bonds (see Note 19 and Schedules 3 and 4). The remaining pledged assets are debt securities which are submitted in transactions involving assets sold under repurchase agreements, pledged collateral (loans or debt instruments) to access certain financing operations with central banks and all types of collateral provided to back derivative transactions.

Information on mortgage loans awarded in Spain and included in the “*Loans and advances - Customers*” portfolio which are linked to the issuance of covered bonds pursuant to the Spanish Mortgage Market Law is included in Schedule 3 on “Policies and procedures on the mortgage market”, a special accounting record of the issuing entity Banco Sabadell, as required by Bank of Spain Circular 5/2011, implementing Royal Decree 716/2009 of 24 April (implementing certain aspects of Law 2/1981 of 25 March on the regulation of the mortgage market).

The bank has used part of its portfolio of loans and similar credit in fixed-income securities by transferring assets to various securitisation funds created for this purpose. Under current regulations, securitisations in which there is no substantial risk transfer cannot be derecognised from the balance sheet.

The balance of the financial assets securitised under these programmes by the bank, identifying those in which the risks and associated economic benefits have been transferred, is as follows:

Thousand euro	2017	2016
<b>Derecognised in full from the balance sheet</b>	<b>1,014,339</b>	<b>1,228,533</b>
Securitised mortgage assets	322,074	485,119
Other securitised assets	16,712	19,332
Other financial assets transferred	675,553	724,082
<b>Retained in full on the balance sheet:</b>	<b>12,948,784</b>	<b>9,585,051</b>
Securitised mortgage assets	10,909,047	8,622,458
Other securitised assets	2,039,737	962,593
Other transfers to credit institutions	-	-
<b>TOTAL</b>	<b>13,963,123</b>	<b>10,813,584</b>

The assets and liabilities associated with securitisation funds of assets which originated after 1 January 2004, and for which inherent risks and benefits have not been transferred to third parties, have been maintained in the consolidated financial statements. In terms of the assets shown, the risk is not transferred as some form of subordinated financing or credit enhancement has been transferred to the securitisation funds.

The heading ‘other transferred financial assets fully derecognised from the balance sheet’ included mainly assets transferred to the Spanish company for the management of assets proceeding from the restructuring of the banking system (*Sociedad de Gestión de Activos procedentes de la Reestructuración Bancaria*, SAREB) by Banco Gallego, as they continue to be managed by the entity. These assets amount to €655,625 thousand.

Details of Securitisation Funds are included in Schedule 2.

### **3.4.2. Liquidity risk**

#### 3.4.2.1. Description

Liquidity risk refers to the possibility of losses being incurred as a result of the bank being unable, albeit temporarily, to honour payment commitments due to a lack of liquid assets, or of its being unable to access the markets to refinance debts at a reasonable cost. This risk may be associated with factors of a systemic nature or specific to the bank itself.

In this regard, the objective of Banco Sabadell Group is to maintain liquid assets and a funding structure that, in line with its strategic objectives and based on its Risk Appetite Statement, allows it to honour its payment commitments normally and at a ‘reasonable cost’, under business-as-usual conditions or under a stress situation caused by systemic and/or idiosyncratic factors.

The governance structure in terms of Banco Sabadell's liquidity management is based on the direct involvement of the Board of Directors and Senior Management, a clear-cut definition of the Three Lines of Defence, a strict separation of functions and a clear structure of responsibilities in Committees, General Divisions and functional areas.

#### 3.4.2.2. Liquidity management

Banco Sabadell's liquidity management seeks to ensure funding for its commercial activity at an appropriate cost and term while minimising liquidity risk. The bank's funding policy is focused on maintaining a balanced funding structure, based mainly on customer deposits, and supplemented with access to wholesale markets that allows the Group to maintain a comfortable liquidity position at all times.

In order to manage its liquidity, the Group applies a structure based on Liquidity Management Units (UGLs, for their acronym in Spanish). Each UGL is responsible for managing its own liquidity and for setting its own metrics to control liquidity risk, in coordination with the Group's corporate functions. At present, the UGLs are Banco Sabadell (includes overseas branches - OFEX), Banc Sabadell d'Andorra (BSA) and TSB.

In order to achieve these objectives, the Group's current liquidity risk management strategy is based on the following principles and pillars, in line with the UGLs' retail business model and the defined strategic objectives:

- The involvement of the Board of the Directors and Senior Management in the management and control of liquidity and funding risk.
- Clear separation of functions between the different areas within the organisation, with a clear-cut definition of the three lines of defence, to give a degree of independence when evaluating positions and when controlling and assessing risks.
- Decentralised liquidity management system for the more significant units but with a centralised risk oversight and management system.
- Sound identification, measurement, management, control and reporting processes on the different liquidity and funding risks to which the Group is exposed.
- Existence of a transfer pricing system to transfer the cost of funding.
- Balanced funding structure largely based on customer deposits.
- Ample base of unencumbered liquid assets that can be accessed immediately to generate liquidity and which comprises the first line of defence of the Group.
- Diversification of sources of funding, with controlled use of short-term wholesale funding without having to depend on individual fund suppliers.
- Self-funding by the main banking subsidiaries outside of Spain.
- Monitoring of the balance sheet volume being used as collateral in funding transactions (encumbrance).
- Maintenance of a second line of liquidity that includes the issuing capacity of covered bonds and territorial bonds.

- Availability of a Liquidity Contingency Plan.

#### *Tools/metrics for monitoring and controlling liquidity risk management*

Banco Sabadell Group defines two sets of metrics that allow it to measure and control its liquidity risk: 1) first-tier RAS metrics and 2) second-tier metrics. Liquidity risk is also monitored and controlled on a daily basis through the Early Warning Indicators (EWI) system and the Structural Treasury Report.

The Board of Directors of Banco Sabadell is responsible for defining the Group's liquidity and funding risk appetite statement (RAS) at a consolidated level and for setting indicators that Liquidity Management Units (UGLs, for their acronym in Spanish) must include in their local RAS, even if they include other additional indicators.

The RAS is comprised of quantitative metrics that allow the management of risks to be objectively monitored, as well as the qualitative aspects that complement these metrics.

Aside from the metrics included in the Risk Appetite Framework, each UGL defines a set of second-tier metrics which contribute to the assessment and monitoring of funding and liquidity risk. These metrics are monitored on an on-going basis in each of the local Asset and Liability Committees.

Lastly, it should be mentioned that the Group has designed and implemented an early warning indicators (EWIs) system at the UGL level, which includes market and liquidity indicators adapted to the funding structure and the business model of each UGL. The deployment of these metrics at UGL level complements the RAS indicators and second-tier metrics and allows local threats to the local liquidity position and funding structure to be detected early, thereby facilitating the implementation of corrective measures and actions and reducing the risk of contagion between the different management units.

Banco Sabadell has a Liquidity Contingency Plan (LCP) in place, which sets forth the strategy for guaranteeing that the institution has sufficient management capacities and measures in place to limit any negative impacts of a crisis situation affecting its liquidity position and to allow it to return to a business-as-usual situation. The LCP also aims to facilitate business continuity in the management of liquidity, particularly in the event that the crisis has arisen due to a flawed performance of one or more market infrastructures. The LCP can be activated in response to different crisis situations of either the markets or the bank itself. In general, following the impact channels considered in the bank's stress tests, these situations can be classified into systemic crises, idiosyncratic crises and combined crises.

The risk control and reporting framework for the liquidity risk management limits is comprised of, amongst others:

- Daily monitoring of risk indicators and limits, reporting to the various management units.
- Systematic control and analysis of drawdowns identifying instances of non-compliance and activating the necessary procedures for their correction.

### 3.4.2.3. Residual term of transactions

The table below shows the breakdown by contractual balance maturity, excluding, in some cases, value adjustments and losses due to impairment, of certain balance totals on the consolidated balance sheet at 31 December 2017 and 31 December 2016, under business-as-usual market conditions:

Thousand euro										
2017										
Time to review or maturity	Demand	Up to 1 month	1-3 months	3-12 months	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	Total
Money Market	-	20,161,958	696,798	1,370,874	389,549	413,670	-	16,905	-	23,049,754
Lending	-	6,730,718	7,326,461	20,727,516	10,615,489	9,230,066	8,400,453	7,955,890	32,661,994	103,648,587
Debt securities	-	2,125,276	393,984	806,204	393,068	546,537	1,559,564	405,412	14,987,219	21,217,264
Other assets	-	-	-	-	-	-	-	-	-	-
<b>Total assets</b>	<b>-</b>	<b>29,017,952</b>	<b>8,417,243</b>	<b>22,904,594</b>	<b>11,398,106</b>	<b>10,190,273</b>	<b>9,960,017</b>	<b>8,378,207</b>	<b>47,649,213</b>	<b>147,915,605</b>
Money Market	-	8,972,364	3,322,474	2,481,895	-	10,264,091	10,500,000	-	-	35,540,824
Of which: Repos	-	7,288,735	2,728,401	2,431,376	-	264,091	-	-	-	12,712,603
Customer funds	69,117,712	3,641,983	5,194,247	13,807,891	1,236,804	450,268	51,679	534,378	7,814	94,042,776
Debits represented by marketable securities (*)	-	1,731,180	1,798,857	5,407,313	3,116,107	3,117,339	2,037,838	2,491,763	7,244,767	26,945,164
Of which: Secured senior debt	-	1,074,548	203,007	700,993	1,540,181	2,148,752	1,924,954	1,243,763	5,715,075	14,551,273
Of which: Unsecured senior debt	-	-	5,125	158,832	177,893	43,987	112,884	73,000	14,667	586,388
Of which: Subordinated liabilities	-	-	-	1,372,850	1,398,033	924,600	-	1,175,000	1,515,025	6,385,508
Other liabilities	-	69,001	108,638	603,812	528,657	331,588	228,519	145,445	485,948	2,501,608
<b>Total liabilities:</b>	<b>69,117,712</b>	<b>14,414,528</b>	<b>10,424,216</b>	<b>22,300,911</b>	<b>4,881,568</b>	<b>14,163,286</b>	<b>12,818,036</b>	<b>3,171,586</b>	<b>7,738,529</b>	<b>159,030,372</b>
<i>Of which:</i>										
Secured liabilities	-	8,363,283	2,931,408	3,132,369	1,540,181	2,412,843	1,924,954	1,243,763	5,715,075	27,263,876
Unsecured liabilities	69,117,712	6,051,245	7,492,808	19,168,541	3,341,386	11,750,443	10,893,083	1,927,823	2,023,454	131,766,495
<b>Trading and Hedging Derivatives</b>										
Receivable	9,393,701	5,429,845	12,564,338	5,729,366	6,212,643	10,207,317	6,520,101	53,220,437	-	109,277,748
Payable	6,719,197	5,587,187	14,091,860	5,736,200	10,344,784	10,139,648	6,989,816	53,634,755	-	113,243,447
<b>Net</b>	<b>2,674,504</b>	<b>(157,342)</b>	<b>(1,527,522)</b>	<b>(6,834)</b>	<b>(4,132,141)</b>	<b>67,669</b>	<b>(469,715)</b>	<b>(414,318)</b>	<b>-</b>	<b>(3,965,699)</b>
<b>Contingent risks</b>										
Financial guarantees	683	37,540	92,454	293,149	207,435	96,369	106,935	43,083	1,480,550	2,358,198

(\*) See information on the maturity of issues aimed at institutional investors in section 3.4.2.4



Thousand euro

2016										
Time to review or maturity	Demand	Up to 1 month	1-3 months	3-12 months	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years	Total
Money Market	-	6,620,456	553,213	823,180	300,351	321,355	-	-	-	8,618,554
Lending	-	5,077,000	7,283,576	20,424,678	11,161,847	9,229,326	7,830,330	7,379,433	33,637,862	102,024,052
Debt securities	-	-	-	869,918	751,367	871,977	723,343	1,663,659	14,435,061	19,315,325
Other assets	-	-	-	-	-	-	-	-	-	-
<b>Total assets</b>	<b>-</b>	<b>11,697,456</b>	<b>7,836,789</b>	<b>22,117,776</b>	<b>12,213,565</b>	<b>10,422,658</b>	<b>8,553,673</b>	<b>9,043,092</b>	<b>48,072,923</b>	<b>129,957,931</b>
Money Market	-	8,784,783	1,940,840	1,523,277	300,052	-	10,264,091	-	-	22,813,043
<i>Of which: Repos</i>	-	6,280,977	1,754,037	1,497,043	300,052	-	264,091	-	-	10,096,200
Customer funds	59,154,515	4,938,512	6,705,430	16,919,986	1,842,452	785,843	350,298	373,936	55,571	91,126,543
Debits represented by marketable securities (*)	-	2,113,994	2,629,039	6,467,424	3,366,608	1,757,627	3,259,753	2,366,031	5,985,687	27,946,163
<i>Of which: Secured senior debt</i>	-	1,442,997	40,419	1,127,854	1,774,737	1,574,548	2,270,419	2,204,446	5,385,729	15,821,149
<i>Of which: Unsecured senior debt</i>	-	299,885	1,059,050	901,253	1,591,871	183,079	564,734	121,184	66,533	4,787,589
<i>Of which: Subordinated liabilities</i>	-	-	-	83,730	-	-	424,600	40,400	533,425	1,082,155
Other liabilities	-	156,018	231,593	1,344,915	732,766	544,119	333,506	228,452	599,364	4,170,733
<b>Total liabilities:</b>	<b>59,154,515</b>	<b>15,993,307</b>	<b>11,506,902</b>	<b>26,255,602</b>	<b>6,241,878</b>	<b>3,087,589</b>	<b>14,207,648</b>	<b>2,968,419</b>	<b>6,640,622</b>	<b>146,056,482</b>
<i>Of which:</i>										
<i>Secured liabilities</i>	-	7,723,974	1,794,456	2,624,897	2,074,789	1,574,548	2,534,510	2,204,446	5,385,729	25,917,349
<i>Unsecured liabilities</i>	59,154,515	8,269,334	9,712,445	23,630,705	4,167,089	1,513,041	11,673,139	763,972	1,254,894	120,139,134
<b>Trading and Hedging Derivatives</b>										
Receivable	406	9,471,666	9,830,794	14,372,243	7,616,950	3,459,788	3,514,663	5,806,041	40,098,439	94,170,990
Payable	-	11,688,567	17,111,939	17,270,185	7,768,453	3,619,168	6,966,646	4,461,294	41,011,313	109,897,565
<b>Net</b>	<b>406</b>	<b>(2,216,901)</b>	<b>(7,281,145)</b>	<b>(2,897,942)</b>	<b>(151,503)</b>	<b>(159,380)</b>	<b>(3,451,983)</b>	<b>1,344,747</b>	<b>(912,874)</b>	<b>(15,726,575)</b>
<b>Contingent risks</b>										
Financial guarantees	177	58,165	84,559	352,800	110,221	116,704	53,298	100,858	1,274,467	2,151,249

In this analysis, very short-term loans traditionally present financing needs as they contain the continuous maturities of short-term liabilities, which in typical banking activities see higher turnover rates than assets, but as they are continuously renewed they end up actually covering such needs and even resulting in an increase of the outstanding balances.

It should be noted that it systematically verifies that the Group's funding capacity in capital markets can meet short, medium and long-term needs.

With regard to the information included in this table, it is worth highlighting that the table is a snapshot of the balance sheet which shows residual time to maturity of the asset and liability positions on the balance sheet, broken down into different time brackets.

The information provided is static and does not reflect foreseeable financing needs, as it does not include performance models of the asset/liability items.

It should also be noted that cash flows broken down in the parent company have not been discounted.

The parent company's treatment of the contractual maturities of financial liabilities with specific characteristics for the purpose of showing the same are as follows:

- For any transaction that includes flows corresponding to early repayments (regular or irregular), each capital flow is shown in the time bracket in which the payment/collection is expected to take place (in accordance with the contractual amortisation schedule).

In the case of demand liabilities, they are included in the “demand” tranche, without taking into account their type (stable vs. unstable).

- There are also contingent commitments which could lead to changes in liquidity requirements. These are fundamentally credit facilities granted with limits that have not been drawn at the balance sheet date by the borrowers. The Board of Directors also establishes limits in this regard for its control.

Note 25 includes a breakdown of balances of contingent commitments. Given the characteristics of these contracts, contingent commitments are generally enforceable from the time of their contractual formalisation. It is for this reason that they should appear as “demand” in the table of the parent company’s contractual maturities.

- Balances from financial guarantee contracts have been included in the parent company’s table, assigning them the maximum amount of the guarantee to the first year in which the guarantee can be enforced.
- Financing in the capital markets via instruments which include clauses that could lead to accelerated repayment (puttables or instruments with clauses linked to a downgrade in credit rating) is reduced in line with the Group’s financial liabilities. It is for this reason that the estimated impact on the parent company would not be significant.
- At 31 December 2017 the Group has no additional instruments regulated by master agreements associated with the acquisition of derivatives or repos/reverse repos.
- The Group does not have any instruments which allow the entity to decide whether to settle its financial liabilities using cash (or another financial asset) or through the submission of its own shares at 31 December 2017.
- At 31 December 2017 the Group does not have instruments which are subject to master netting agreements.

#### 3.4.2.4. Funding strategy and development of liquidity throughout 2017

The main source of the Group’s funding is customer deposits (mainly sight accounts and term deposits acquired through the branch network), supplemented by funding through interbank and capital markets in which the entity maintains various short-term and long-term funding programmes in order to achieve an adequate level of diversification by type of product, term and investor. The institution maintains a diversified portfolio of liquid assets that are largely eligible as collateral in exchange for access to financing operations with the European Central Bank (ECB).

### On-balance sheet customer funds

At 31 December 2017, the balances of on-balance sheet customer funds amounted to:

In million euros

	2017	2016	Year-on year change (%)	Ex TSB 2017	Ex TSB 2016	Year-on year change (%)
On-balance sheet customer funds	132,096	133,457	(1.0)	97,686	99,123	(1.4)
Sight accounts	98,020	92,011	6.5	68,039	62,624	8.6
Customer term deposits (*)	32,425	40,154	(19.2)	27,996	35,207	(20.5)

(\*) Includes deposits redeemable at notice and hybrid financial liabilities.

The downward trend of interest rates in financial markets has caused a shift in the composition of on-balance sheet customer funds from term deposits to sight accounts and off-balance sheet funds.

On-balance sheet customer funds by maturity (balance sheet):

€ million

	2017	3 months	6 months	12 months	>12months	No mat.
<b>Total on balance sheet customer funds (*)</b>	<b>132,096</b>	<b>8.4%</b>	<b>4.8%</b>	<b>7.2%</b>	<b>5.4%</b>	<b>74.2%</b>
Deposits with agreed maturity	29,816	33.9%	19.4%	29.7%	17.1%	-
Demand deposits	98,020	-	-	-	-	100.0%
Retail issues	4,260	24.0%	12.9%	15.2%	47.8%	-

(\*) Includes customer deposits (ex-repos) and other liabilities placed by the branch network: mandatory convertible bonds, non-convertible Banco Sabadell bonds, promissory notes and others.

€ million

	2016	3 months	6 months	12 months	>12months	No mat.
<b>Total on balance sheet customer funds (*)</b>	<b>133,457</b>	<b>10.3%</b>	<b>6.8%</b>	<b>7.9%</b>	<b>5.9%</b>	<b>68.9%</b>
Deposits with agreed maturity	37,214	34.7%	21.3%	26.7%	17.3%	-
Demand deposits	92,011	-	-	-	-	100.0%
Retail issues	4,232	21.4%	28.0%	15.7%	34.9%	-

(\*) Includes customer deposits (ex-repos) and other liabilities placed by the branch network: mandatory convertible bonds, non-convertible Banco Sabadell bonds, promissory notes and others.

Off-balance sheet customer funds managed by the Group and those sold but not under management are shown in Note 26 to these annual accounts.

The deposits of the entity are sold through the following business units/companies of the Group (Retail and Business Banking, Corporate Banking and Global Businesses, Private Banking and TSB). Details of the volumes of these business units are included in the section on business results of the Directors' Report.

In 2017, the positive trend in terms of the generation of a customer funding gap observed in recent years has continued, which has allowed the entity to continue with its policy to partially refinance capital market maturities and, at the same time, continue reducing the Group's Loan to Deposit (LtD) ratio (from 147% at 2010 year-end to 104.3% at 2017 year-end).

## Capital Markets

The level of funding in capital markets has declined in recent years, due to, amongst other aspects, the positive evolution of the customer funding gap. The outstanding balance of funding in capital markets by type of product as at December 2017 and 2016 is shown below:

Million euros	2017	2016
<b>Performing Balance</b>	<b>22,390</b>	<b>25,160</b>
Covered Bonds	13,335	13,607
<i>Of which: TSB</i>	564	-
Promissory notes and ECP	2,037	2,612
Senior debt	1,669	1,741
Subordinated debt and preference shares	2,497	1,514
<i>Of which: TSB</i>	434	450
Securitisation bonds	2,820	5,653
<i>Of which: TSB</i>	925	3,433
Other	33	33

Maturities of issuances aimed at institutional investors by type of product at 31 December 2017 are analysed below:

€ million	2018	2019	2020	2021	2022	2023	>2023	Outstanding balance
Bonds and mortgage covered bonds (*)	1,556	1,124	2,015	1,808	1,683	1,388	3,761	13,335
Senior Debt (**)	644	-	-	-	25	1,000	-	1,669
Subordinated debt and preference shares (**)	-	-	403	434	-	-	1,660	2,497
Other medium/long term financial instruments (**)	18	-	-	10	-	-	5	33
<b>Total</b>	<b>2,217</b>	<b>1,124</b>	<b>2,418</b>	<b>2,252</b>	<b>1,708</b>	<b>2,388</b>	<b>5,426</b>	<b>17,534</b>

(\*) Secured issues

(\*\*) Unsecured issues

Banco Sabadell Group is an active participant in capital markets and has a number of funding programmes in operation, with a view to diversifying its sources of liquidity.

In terms of short-term financing, the entity maintains a company promissory notes programme and a Euro Commercial Paper (ECP) programme:

- Company promissory notes programme: this programme regulates issues of promissory notes and is aimed at institutional and retail investors. On 02 March 2017, the promissory notes programme of Banco Sabadell for 2017 was registered with the CNMV (Spanish Securities Commission), with an issue limit of €7 billion, extendible to €9 billion. The outstanding balance of the promissory notes programme has been declining over the year. At 31 December 2017, the outstanding balance of the programme was of €2,823 million (net of promissory notes subscribed by companies of the Group), compared with the €3,676 million at 31 December 2016.

- Euro Commercial Paper (ECP) Programme, aimed at institutional investors, whereby short-term securities are issued in various foreign currencies: EUR, USD and GBP. On 18 December 2015, Banco Sabadell renewed its Euro Commercial Paper Programme for a maximum nominal amount of €3.5 billion. At 31 December 2017 the outstanding balance of the programme stood at €346 million, in comparison to €246 million at the end of 2016.

Regarding medium- and long-term funding, the entity maintains the following active programmes:

- Programme for the issue of non-equity securities (“Fixed Income Programme”) registered with the CNMV on 11 April 2017, with a maximum issue amount of €16,500 million: this programme regulates the issues of bonds and debentures, both non-convertible and subordinated, as well as covered bonds, territorial bonds and structured bonds carried out under Spanish law through the CNMV (Spanish National Securities Market Commission) and aimed at both national and foreign institutional and retail investors. The limit available for new issues under the Programme for the issue of non-equity securities for 2017 of Banco Sabadell at 31 December 2017, was of €10,046 million (at 31 December 2016, the limit available under the Fixed Income Programme was of €10,638.8 million).

During 2017, Banco Sabadell has carried out public issuances under the Fixed-Income Scheme in force for a total of €3,044.6 million. Throughout the year, the entity has accessed the market on several occasions taking advantage of available liquidity windows. Specifically, Banco Sabadell carried out the following issuances:

Million euros

	ISIN Code	Type of investor	Issue Date	Amount	Term
Non-Convertible Bonds VIII/2016	ES03138602T3	Retail	March-17	591	2 years
Covered Bonds I/2017	ES0413860596	Institutional	April-17	1,000	10 years
Issue of Non-Convertible Bonds II/2017	ES03138602V9	Retail	April-17	342	2 years
Issue of Non-Convertible Bonds III/2017	ES03138602W7	Retail	June-17	465	2 years
EIB Covered Bonds I/2017	ES0413860604	Institutional	July-17	500	8 years
Issue of Non-Convertible Bonds IV 2017	ES0213860275	Retail	July-17	10	5 years
Issue of Non-Convertible Bonds 5/2017	ES03138602X5	Retail	July-17	27	5 years
Issue of Non-Convertible Bonds 6/2017	ES03138602Y3	Retail	September-17	10	5 years
Covered Bonds I/2017	ES0413860596	Institutional	October-17	100	10 years

- Euro Medium Term Notes (EMTN) programme, registered with the Irish Stock Exchange on 22 March 2017. This programme allows senior debt (preferred and non-preferred) and subordinated bonds to be issued in any currency, with a maximum limit of €5 billion. On 5 December 2017, Banco Sabadell carried out an issuance of 5-year and 3-month senior debt amounting to €1 billion under this programme.

Similarly, throughout the year, two issues of preference shares contingently convertible into the bank’s ordinary shares (Additional Tier 1) have been carried out. On 18 May 2017, Banco Sabadell carried out its first Additional Tier 1 issuance, amounting to €750 million with a coupon rate of 6.5%. Subsequently, on 23 November 2017, it carried out a second Additional Tier 1 issuance, amounting to €400 million with a coupon rate of 6.125%.

On 24 February 2017, the FCA approved TSB’s new Covered Bonds programme with a limit on covered bond issuance of £5bn. On 7 December 2017, TSB carried out its first Covered Bond issuance, launching a 5-year operation in the institutional market of £500 million with a 3 month Libor coupon + 24bps.

In relation to asset securitisation:

- Since 1993, the Group has been an active participant in this market and has taken part in a number of securitisation programmes, in some cases in conjunction with other highly solvent institutions, awarding mortgage loans, SME loans, consumer loans and finance lease receivables.
- There are currently 27 outstanding asset securitisation operations (including those performed by Banco Guipuzcoano, Banco CAM, BMN, Banco Gallego and TSB), although part of the bonds issued were retained by the issuing entity as liquid assets eligible for financing operations with the European Central Bank, the rest of the bonds were placed on capital markets. At the end of 2017, the balance of securitisation bonds placed in the market stood at €2,820 million.
- For efficiency reasons, three securitisation operations were redeemed early in 2017 (see further details on securitisation funds in Schedule 2 of these annual accounts).

- On 4 December 2017, Banco Sabadell carried out a securitisation of residential mortgage loans named TDA Sabadell RMBS 4, for an amount of €6 billion; the loans were retained in their entirety. Subsequently, on 20 December 2017, Banco Sabadell carried out a new securitisation of loans awarded to SMEs named IM Sabadell Pyme 11, for an amount of €1.9 billion; of which €150 million were placed on the market and the remaining amount was retained.

In general, the tone of the markets has been very positive in 2017, which is reflected in the tightening of credit spreads for issues in the market, although there have been various peaks of volatility caused mainly by political uncertainty, which has led to tensions and even the occasional closure of markets.

In March 2016, the European Central Bank announced new economic stimulus measures through a new targeted long-term refinancing operations programme (TLTRO II), consisting of four auctions of liquidity at a term of four years, to be performed between June 2016 and March 2017. Banco Sabadell has taken part in TLTRO II for a total amount of €20,500 million (€10,000 million in the first auction of June 2016 and €10,500 million in the last auction of March 2017).

In 2016, Bank of England also implemented a series of measures to support economic growth. This package includes a cut in the Bank Base Rate and the introduction of the Term Funding Scheme (TFS), a scheme to incentivise lending which was implemented in August 2016 by Bank of England, through which British banks can carry out 4-year drawdowns in exchange for the provision of collateral eligible as consideration. TSB, as a member of the Sterling Monetary Framework (SMF), has made use of the TFS throughout 2017, with an amount drawn of €6,334 million as at 2017 year-end.

### *Liquid Assets*

In addition to these sources of funding, Banco Sabadell maintains a liquidity buffer in the form of liquid assets with which to meet possible liquidity needs.

In million euro	2017	2016
Cash(*) + Net Interbank Position	22,361	8,002
Balance available in Bank of Spain facility	5,393	6,869
<i>Assets pledged in the facility(**)</i>	<i>26,894</i>	<i>18,687</i>
<i>Balance drawn from Bank of Spain facility(***)</i>	<i>21,501</i>	<i>11,818</i>
Assets eligible as collateral to access ECB facility not pledged in facility	4,013	8,423
Other marketable assets not deemed eligible by the European Central Bank (****)	1,398	3,587
Memorandum item: Balance drawn from Bank of England Term Funding Scheme	6,334	6,000
<b>Total Available Liquid Assets</b>	<b>33,165</b>	<b>26,881</b>

(\*) Surplus of reserves in Central Banks.

(\*\*) In market value, after applying the ECB's haircut for monetary policy transactions.

(\*\*\*) Includes TLTRO-II.

(\*\*\*\*) In market value, after applying the haircut of the Liquidity Coverage Ratio (LCR). Includes Fixed-Income qualifying as a High Quality Liquid Asset (HQLA) in accordance with the LCR and other marketable assets from various Group companies.

With respect to 2016, Banco Sabadell's first line of liquidity has grown by €6,284 million, mainly due to the generation of a customer funding gap. The balance in Central Banks and the net interbank credit position are particularly noteworthy, increasing by €14,359 million in 2017, while the available eligible balance with the ECB has declined by €5,886 million, of which €1,476 million correspond to the lower available balance in the Bank of Spain facility. Marketable assets not eligible in exchange for access to the ECB facility have declined by €2,189 million, which is largely explained by the assets that were previously contributed by Sabadell United Bank (SUB) as at the end of 2016.

In the case of TSB, the first line of liquidity at 31 December 2017 is mainly comprised of gilts amounting to €761 million (€1,678 million at 31 December 2016) and a surplus of reserves in Bank of England (BoE) amounting to €8,286 million (€4,191 million at 31 December 2016), mostly derived from the drawdowns of the TFS carried out throughout the year.

It should be noted that Banco Sabadell Group follows a decentralised liquidity management model. This model tends to limit the transfer of liquidity between the various subsidiaries involved in liquidity management, thereby limiting intra-group exposures beyond any restrictions imposed by local regulators on each subsidiary. Thus, the subsidiaries involved in liquidity management determine their liquidity position by considering only those assets in their possession which meet the requirements of eligibility, availability and liquidity set forth both internally and in regulations in order to comply with regulatory minima.

There are no significant amounts of cash or cash equivalents that are unavailable for use by the Group.

In addition to the first line of liquidity, the bank maintains a buffer of real estate assets and loans to general governments eligible as collateral for covered bonds and territorial bonds respectively, which at the end of 2017 contributed €2,666 million in terms of the capacity to issue new treasury bonds eligible as collateral in exchange for access to the ECB facility. At the end of 2017, available liquidity amounted to €35,831 million in cash, corresponding to the amount of the first line of liquidity plus the bank's capacity to issue covered mortgage and territorial bonds as at the end of December.

#### 3.4.2.5. Compliance with regulatory ratios

As part of its liquidity management approach, Banco Sabadell Group monitors the short-term liquidity coverage ratio (LCR) and the net stable funding ratio (NSFR) and reports the necessary information to the regulator on a monthly and quarterly basis, respectively. The measurement of liquidity based on these metrics forms part of the liquidity risk control in the set of UGLs.

In terms of LCR, as from 1 January 2017, the regulatory required minimum LCR is 80%, a level which is amply surpassed by all of the institution's UGLs. At Group level, throughout the year the LCR has consistently been well above 100%, with the cases of Banco Sabadell Spain and TSB being particularly noteworthy, with very high LCRs. At the end of December 2017, the LCR stood at 168% for the Group (excl. TSB) and at 295% in TSB.

In terms of NSFR, this is still undergoing evaluation and has yet to be finalised, despite its implementation being scheduled for January 2018 and, as with the LCR, it will follow a phase-in implementation. However, the Group has already started monitoring this ratio as a liquidity metric for UGLs.

Given the bank's funding structure, with a preponderance of customer deposits, and as the majority of its market funding is in the medium/long-term, the bank has maintained stable levels consistently over 100%.

### **3.4.3. Market risk**

This risk is defined as the possibility of loss in the market value of financial asset positions due to changes in risk factors with an impact on their market prices and trading, volatility or correlation between them.

These positions that generate market risk are usually limited to trading activities, consisting of hedging transactions arranged by the bank to provide services to its customers and the maintenance of the entity's discretionary proprietary positions.

Market risk may also arise simply by maintaining overall balance sheet positions (also known as structural positions) that in net terms are left open. In the latter case, the entity uses the market risk management and monitoring system to manage the structural exchange rate risk position.

The items of the bank's balance sheet are shown below, making a distinction between positions included in trading activity and other positions. In the case of items not included in trading activity, their main risk factor is indicated:

Thousand euro

	On-balance sheet balance	Trading activity	Rest	Main risk factor for balance sheet under "Rest"
<b>Assets subject to market risk</b>	<b>180,172,886</b>	<b>1,445,794</b>	<b>178,727,092</b>	
Cash and cash balances at central banks and other demand deposits	17,411,543	-	17,411,543	Interest Rate
Financial assets held for trading	1,434,012	1,120,867	313,145	Interest Rate
Financial liabilities designated at fair value through profit or loss	-	-	-	Interest Rate
Available-for-sale financial assets	12,573,038	324,927	12,248,111	Interest Rate, Credit Spread
Derivatives – Hedge accounting	144,800	-	144,800	Interest Rate
Investments in joint ventures and associates	5,707,897	-	5,707,897	Equity, Exchange Rate
Loans and receivables	121,758,032	-	121,758,032	Interest Rate
Held-to-maturity investments	11,051,168	-	11,051,168	Interest Rate, Credit Spread
Other financial assets	73,310	-	73,310	Interest Rate
Other non-financial assets	10,019,086	-	10,019,086	
<b>Liabilities subject to market risk</b>	<b>166,270,201</b>	<b>1,119,563</b>	<b>165,150,638</b>	
Financial liabilities held for trading	1,424,075	1,119,563	304,512	Interest Rate
Financial liabilities designated at fair value through profit or loss	-	-	-	Interest Rate
Derivatives – Hedge accounting	198,965	-	198,965	Interest Rate
Financial liabilities measured at amortised cost	163,455,203	-	163,455,203	Interest Rate
Provisions	335,084	-	335,084	Interest Rate
Other financial liabilities	-	-	-	Interest Rate
Other non-financial liabilities	856,874	-	856,874	
<b>Equity</b>	<b>13,452,093</b>	<b>-</b>	<b>13,452,093</b>	

The market risk acceptance, management and oversight system is based on setting limits for specifically assigned positions and approving transactions of each business unit. The various management units therefore have the duty and obligation to manage their positions within the established limits and to obtain approval from the risk department.

#### 3.4.3.1. Trading activity

The principal risk factors considered by Banco Sabadell in its trading activity are:

- Interest rate risk: risk associated with the possibility of fluctuations in interest rates adversely affecting the value of a financial instrument. This is reflected, for example, in interbank deposit operations, fixed-income and interest rate derivatives.



- Credit spread risk: this risk derives from the fluctuations in the credit spreads at which instruments are quoted with respect to other benchmark instruments, such as interbank interest rates. This risk occurs mainly in fixed-income instruments.
- Exchange rate risk: risk associated with the fluctuation in exchange rates with respect to the reference currency. In the case of Banco Sabadell, the reference currency is the euro. This risk occurs mainly in currency exchange transactions and currency derivatives.
- Equity risk: risk which derives from the fluctuation in the value of capital instruments (shares and indices). This risk is reflected in the market prices of the securities and their derivatives.

Changes in commodities prices have not had an impact in the year, given that the Group's exposure is marginal, both direct and in underlying assets.

Market risk in trading activities is measured using the VaR and stressed VaR methodologies. This allows for a standardisation of risks across different types of financial market transactions.

VaR provides an estimate of the maximum potential loss that could affect a position due to an adverse but normal movement of any of the identified parameters influencing market risk. This estimate is expressed in monetary terms and refers to a specific date, a particular level of confidence and a specific time horizon. A 99% confidence level is used. Due to the low complexity of the instruments and the high level of liquidity of the positions, a time horizon of 1 day is used.

The methodology used to calculate VaR is historical simulation. The advantages of this methodology are that it is based on the full appreciation of the transactions under recent historic scenarios, and no assumptions are required concerning the distribution of market prices. The main limitation to this methodology is its reliance on historical data, given that, if a potential event did not materialise within the range of historical data used, it will not be reflected in the VaR information.

The reliability of the VaR methodology can be checked using backtesting techniques, which serve to verify that the VaR estimates fall within the contemplated confidence level. Backtesting consists of a comparison between daily VaR and daily results. If losses exceed the level of VaR, an exception occurs. In 2017 there were no exceptions to backtesting due to the low exposure to the year's significant events, such as the euro swap rates hike and the devaluation of the dollar against the euro on 27 June, or movements in short-term swap rates for the dollar throughout December.

Stressed VaR is calculated in the same way as VaR but with a historical window of variations in the risk factors in stressed market conditions. This stress situation is determined on the basis of current operations, and it can vary if the risk profile of portfolios changes. The methodology used for this risk metric is historical simulation.

This monitoring is supplemented with additional measures such as sensitivities, which refer to a change taking place in the value of a position or portfolio in response to a change in a specific risk factor, and also with the calculation of management results, used to monitor stop-loss limits.

Furthermore, specific simulation exercises are carried out with extreme market scenarios (stress testing), in which the impacts of different past and theoretical scenarios on portfolios are analysed.

Market risks are monitored on a daily basis and reports are made to the oversight bodies on the existing risk levels and on the compliance with the limits set forth by the Risk Committee for each management unit (limits based on nominal, VaR and sensitivity, as applicable). This makes it possible to keep track of changes in exposure levels and measure the contribution of market risk factors.

Trading market risk incurred in terms of the 1-day VaR with 99% confidence for 2017 and 2016 is as follows:

	2017			2016		
	Medium	Maximum	Minimum	Medium	Maximum	Minimum
Interest rate risk	1.13	3.27	0.40	0.90	2.86	0.45
Currency risk-trading	0.17	0.41	0.05	0.20	0.55	0.04
Equity risk	1.17	3.40	0.30	0.69	1.62	0.30
Credit spread	0.37	2.38	0.08	0.99	3.58	0.32
<b>Aggregate VaR</b>	<b>2.84</b>	<b>5.34</b>	<b>1.35</b>	<b>2.78</b>	<b>7.90</b>	<b>1.23</b>

### 3.4.3.2. Structural interest rate risk

Structural Interest rate risk (also known as Interest Rate Risk in the Banking Book, or IRRBB) is inherent to banking activities and is defined as the possibility of incurring losses as a result of the impact caused by interest rate fluctuations on the income statement (income and expenses) and on an entity's equity structure (current value of assets, liabilities and off-balance sheet positions that are sensitive to interest rates).

The following types are considered under structural interest rate risk:

- Repricing risk: related to a temporary mismatch between the maturity dates and the repricing of assets, liabilities and short and long-term off-balance sheet positions.
- Curve risk: arising from changes in the form or gradient of the interest rate curve.
- Basis risk: arising from hedging an interest rate exposure using exposure to an interest rate that is repriced in different conditions.
- Optionality risk: arising from options, including implicit options.

The metrics developed to control and monitor the Group's structural interest rate risk are aligned with the market best practices and are consistently implemented across all balance sheet management units (UGBs, for their acronym in Spanish), and by local asset and liability committees. The effect of diversification between currencies and UGBs is taken into account when presenting overall key figures.

The Group's current interest rate risk management strategy relies particularly on the following principles and pillars, in line with the business model and the defined strategic objectives:

- Each UGB has appropriate tools and process and robust systems in order to properly identify, measure, manage, control and report on IRRBB. This allows them to obtain information from all of the identified sources of IRRBB, assess their effect on financial margins and the economic value of assets and measure the vulnerability of the Group/UGB to potential losses deriving from IRRBB under different stress scenarios.
- At corporate level, a set of limits is established for overseeing and monitoring the level of IRRBB exposure that are appropriate in the light of internal risk tolerance policies. However, each UGB has the autonomy to set any other additional limits deemed necessary, based on their specific needs and the nature of its activities.
- The existence of a transfer pricing system.
- The set of systems, processes, metrics, limits, reporting and governance covered by the IRRBB strategy must comply with regulatory requirements.

The metrics used to monitor structural interest rate risk include, on one hand, the interest rate gap, a static measure which shows the breakdown of maturities and repricing of sensitive items on the balance sheet. For items with no contractual maturity, expected maturities estimated using the bank's past experience are considered to make assumptions as to stability and remuneration on the basis of the type of product.

The following table gives details of the Group's interest rate gap as at 31 December 2017:

Thousand euro									
Time to review or maturity	Up to 1 month	1 and 3 months	3 and 12 months	1 and 2 years	2 and 3 years	3 and 4 years	4 and 5 years	More than 5 years	TOTAL
Money Market	21,272,204	650,502	1,103,439	6,704	-	-	16,905	-	23,049,754
Loans and receivables	13,435,272	27,424,345	41,433,349	3,475,464	2,810,115	2,553,909	2,665,299	9,850,834	103,648,587
Debt securities	2,465,417	726,118	298,904	393,068	546,537	1,559,564	405,412	14,822,244	21,217,264
Other assets	-	-	-	-	-	-	-	-	-
<b>Total assets</b>	<b>37,172,893</b>	<b>28,800,965</b>	<b>42,835,692</b>	<b>3,875,236</b>	<b>3,356,652</b>	<b>4,113,473</b>	<b>3,087,616</b>	<b>24,673,078</b>	<b>147,915,605</b>
Money Market	8,972,364	3,322,474	2,481,895	-	10,264,091	10,500,000	-	-	35,540,824
Customer funds	10,172,076	31,063,629	13,807,891	1,236,804	450,268	36,769,917	534,378	7,814	94,042,777
Of which: Subordinated liabilities	3,294,705	4,394,843	5,160,454	2,043,572	2,662,109	1,710,600	1,942,444	5,736,436	26,945,163
Subordinated liabilities	-	-	1,372,850	1,398,033	924,600	-	1,175,000	1,515,025	6,385,508
Other liabilities	212,932	320,200	1,035,084	312,673	190,887	120,396	71,158	238,278	2,501,608
<b>Total liabilities:</b>	<b>22,652,077</b>	<b>39,101,146</b>	<b>22,485,324</b>	<b>3,593,049</b>	<b>13,567,355</b>	<b>49,100,913</b>	<b>2,547,980</b>	<b>5,982,528</b>	<b>159,030,372</b>
<b>Hedging Derivatives</b>	<b>1,534,224</b>	<b>1,806,072</b>	<b>1,009,850</b>	<b>(158,838)</b>	<b>223,486</b>	<b>838,824</b>	<b>(85,807)</b>	<b>(5,167,811)</b>	<b>-</b>
<b>Interest rate gap</b>	<b>16,055,040</b>	<b>(8,494,109)</b>	<b>21,360,218</b>	<b>123,349</b>	<b>(9,987,217)</b>	<b>(44,148,616)</b>	<b>453,829</b>	<b>13,522,739</b>	<b>(11,114,767)</b>

Additionally, the sensitivity of different key economic figures (net interest margin, economic value) to changes in the interest rate curve is calculated. The following table shows the interest rate risk level in terms of the sensitivity of the main currencies of the Group at 2017 year-end.

Interest rate sensitivity	Instant and parallel increase of 100 b.p's	
	Impact on financial spread	Impact on economic value
EUR	7.5%	1.6%
USD	0.2%	(0.5%)

In addition to the impact on the net interest margin within the time horizon of one year shown in the previous table, the Group calculates the impact on the margin over a time horizon of two years, the result of which is notably more positive for all of the currencies.

Given the current level of market interest rates, the scenario of a decline in interest rates uses, for the points of the curve in which rates are positive, a maximum shift of 100 basis points in each term, so that the resulting interest rate is always greater than or equal to zero. In the points of the curve in which rates are negative, no shift will be applied.

Derivatives are arranged in financial markets to hedge risks, mainly interest rate swaps (IRS), which qualify for hedge accounting. Two separate types of macro-hedging are used:

- Interest rate macro-hedging of cash flows, the purpose of which is to reduce the volatility of the net interest margin as a result of interest rate fluctuations, for a one-year time horizon.
- Fair value interest rate macro-hedges, the purpose of which is to maintain the economic value of the hedged items, consisting of assets and liabilities at a fixed interest rate.

#### 3.4.3.3. Structural exchange rate risk

Structural exchange rate risk arises in the event that changes in market rates between different currencies generate losses on financial investments and on permanent investments in overseas branches and subsidiaries with functional currencies other than the euro.

The purpose of managing structural exchange rate risk is to minimise its impact on the value of the portfolio / the entity's equity due to adverse movements in currency markets. The risk appetite defined in the RAS takes precedence and the established levels for the risk metrics must be complied with at all times.

Exchange rate risk is monitored on a regular basis and reports on current risk levels and compliance with the limits assigned to each unit are sent to the established risk control bodies. The main monitoring metric is currency exposure (measured as a percentage of Tier 1), which measures the sum of the net open position (assets less liabilities) maintained by the entity in each currency through any type of financial instrument (FX spots, forwards and options), valued in euros and in terms of Tier 1.

Compliance with, and the effectiveness of, the Group's objectives and policies are monitored and reported on a monthly basis to the Risk Committee and to the Audit and Control Committee, respectively.

The bank's Financial Division, through the ALCO, designs and executes strategies for the coverage of foreign exchange structural positions with the primary aim of minimising the impact on CET1 capital ratios caused by exchange rate fluctuations.

The effective sale of Sabadell United Bank, N.A. was carried out on 31 July 2017 (see Note 13), reducing the structural position on a consolidated basis in USD from USD 811 million at 31 December 2016 to USD 442 million (€368 million) at 31 December 2017.

In terms of permanent investments in Mexican pesos, given the uncertainty surrounding NAFTA and the increase in political risk in Mexico as the presidential elections of July 2018 draw nearer, the capital buffer has been adjusted from MXN 1,293 million as at 31 December 2016 to MXN 7,054 million as at 31 December 2017, representing 73% of the total investment made (see Note 11 on allowances for net investments in business overseas).

In terms of the structural position in pound sterling, in a context of economic weakness and domestic political instability in the United Kingdom, Banco de Sabadell, S.A. closely monitors changes in the EUR/GBP exchange rate on a continuous basis. The Group has been implementing a hedging policy that seeks to mitigate any negative effects on capital ratios and on revenue generated by its business in GBP that could be experienced as a result of changes in the aforementioned EUR/GBP exchange rate. Thus, the bank has maintained an economic hedge of profits and flows expected from its subsidiary TSB through an open position in GBP to offset exchange rate fluctuations of this currency, recognised as a trading position.

Considering the foregoing, in 2017 adjustments have been made to the capital buffer, going from GBP 1,368 million as at 31 December 2016 to the current GBP 1,268 million as at 31 December 2017, representing 66% of total investments (see Note 11 on coverage of net investments in business overseas).

The exchange value in euro of assets and liabilities in foreign currencies maintained by the Group at 31 December 2017 and 2016, classified in accordance with their nature, is as follows:

Thousand euro				
2017				
	U.S.D	GBP	Other currencies	TOTAL
<b>Assets denominated in foreign currency:</b>	<b>8,857,103</b>	<b>3,130,448</b>	<b>1,092,852</b>	<b>13,080,403</b>
Cash and cash balances with central banks and other demand deposits	368,796	27,345	35,245	431,386
Debt securities	1,614,870	1,602	41,763	1,658,235
Loans and advances				
Central banks and credit Institutions	1,350,263	11,852	362,670	1,724,785
Customers	5,378,447	903,011	179,307	6,460,765
Other assets	144,727	2,186,638	473,867	2,805,232
<b>Liabilities denominated in foreign currency:</b>	<b>8,190,606</b>	<b>504,633</b>	<b>214,818</b>	<b>8,910,057</b>
Deposits				
Central banks and credit Institutions	2,675,307	71,699	74,458	2,821,464
Customers	5,334,528	417,690	127,816	5,880,034
Other liabilities	180,771	15,244	12,544	208,559

Thousand euro				
2016				
	U.S.D	GBP	Other currencies	TOTAL
<b>Assets denominated in foreign currency:</b>	<b>10,871,662</b>	<b>2,914,972</b>	<b>861,282</b>	<b>14,647,916</b>
Cash and cash balances with central banks and other demand deposits	390,197	5,491	78,137	473,826
Debt securities	2,769,714	-	44,881	2,814,595
Loans and advances				
Central banks and credit Institutions	1,366,879	16,372	97,851	1,481,102
Customers	5,794,467	650,222	260,583	6,705,271
Other assets	550,405	2,242,886	379,831	3,173,122
<b>Liabilities denominated in foreign currency:</b>	<b>10,089,813</b>	<b>434,969</b>	<b>146,358</b>	<b>10,671,139</b>
Deposits				
Central banks and credit Institutions	4,112,924	38,538	22,915	4,174,377
Customers	5,712,292	384,271	104,905	6,201,468
Other liabilities	264,597	12,159	18,538	295,294

The net position of foreign currency assets and liabilities includes the structural position of the bank valued at a historic exchange rate at €1,221 million, of which €747 million correspond to permanent shareholdings in GBP, €324 million to permanent shareholdings in USD and €113 million in shareholdings in MXN. Net assets and liabilities valued at exchange rate are hedged with forwards transactions and options denominated in foreign currencies in line with the Group's risk management policy.

At the end of 2017, the equity exposure sensitivity to a 1% devaluation in exchange rates against the euro of the main currencies to which the bank is exposed amounted to €12 million, of which 61% correspond to the sterling pound, 27% to the US dollar and 9% to the Mexican peso.

#### 3.4.4. Operational risk

Operational risk is defined as the risk of incurring losses due to the inadequacy or failures of internal processes, people or systems or due to unexpected external events. This definition includes reputational risk, conduct risk, technology risk, model risk and outsourcing risk.

Management of operational risk is decentralised and devolved to process managers throughout the organisation. The processes that they manage are indicated in the corporate process flowchart, which facilitates the integration of data throughout the organisation. The Group has a central unit specialised in the management of operational risk, whose main functions are to coordinate, oversee and promote the identification, assessment and management of risks by the process managers, based on the management model adopted by Banco Sabadell Group.

Senior Management and the Board of Directors are directly involved and effectively take part in the management of this risk by approving the management framework and its implementation as proposed by the Operational Risk Committee. The latter is formed of Senior Management members from different functional areas within the bank. The management of this risk also requires regular audits to be carried out on the application of the management framework and the reliability of the information provided, as well as internal validation tests of the operational risk model. Operational risk management is based on two lines of action:

The first line of action is based on the analysis of processes, the identification of risks associated with such processes that may result in losses, a qualitative assessment of the risks and the associated controls, carried out jointly between process managers and the central operational risk unit. This provides an assessment which lets the bank know its future exposure to the risk in terms of expected and unexpected loss and also allows trends to be foreseen and the corresponding mitigating actions to be efficiently planned.

This is complemented by the identification, monitoring and active management of the risk through the use of key risk indicators, causing the establishment of alerts to warn of any increase in this exposure, the identification of the causes for this increase, and the measurement of the efficiency of the resulting controls and improvements.

At the same time, a check is carried out to ensure that processes identified as being highly critical in the event of discontinued service have specific business continuity plans in place and implemented. In terms of the identified risks, a qualitative estimate is made of the reputational impact that these risks could cause in the event of their occurrence.

The second line of action is based on experience. It consists in recording all losses incurred by the bank in a database, which provides information about operational risks encountered by each line of business as well as their causes, so that action may be taken to minimise these risks.

Additionally, this information allows the consistency between the estimates of potential and real losses to be determined, in terms of both frequency and severity, iteratively improving the estimates of exposure levels.

Operational risk includes management and oversight of the following main risks:

- Reputation risk: possibility of incurring losses derived from negative publicity related to the bank's practices and business, which may also generate a lack of confidence in the institution, thereby affecting its solvency.
- Technology risk: possibility of incurring losses derived from an inability of the systems' infrastructure to fully continue carrying out its day-to-day activities.
- Outsourcing risk: the possibility of incurring losses deriving from suppliers failing to provide subcontracted services or discontinuing their provision, weaknesses in their systems' security, disloyal customers or a breach of applicable regulations.
- Model risk: the possibility of incurring losses deriving from decisions taken based on the use of inadequate models.

### 3.4.5. Tax risk

Tax risk is defined as the probability of failing to comply with the objectives set out in Banco Sabadell's tax strategy Sabadell from a dual perspective due to either internal or external factors:

- On one hand, the probability of failing to comply with the tax obligations that may result in an undue lack of income, or the occurrence of any other event that generates potential damages for the bank in terms of its meeting objectives.
- On the other hand, the probability of undue income during attempts to comply with tax obligations, thus negatively affecting shareholders and other stakeholders.

Banco Sabadell's tax risk policies aim to set out principles and guidelines in order to ensure that any tax risks that may affect the Group's tax strategy and objectives are systematically identified, measured and managed so as to comply with the new requirements of the Spanish Capital Companies Act and meet the demands of Banco Sabadell Group stakeholders.

In terms of fiscal risk, Banco Sabadell aims to comply with its fiscal obligations at all times, adhering to the current legal framework in matters relating to taxation.

Banco Sabadell's fiscal strategy reflects its commitment to promoting responsible taxation, promoting the prevention and development of key transparency schemes in order to gain the trust of the various stakeholders.

The Group's fiscal strategy is aligned with its business strategy, and manages fiscal aspects efficiently and in line with the principles of prudence and mitigation of fiscal risk.

The Board of Directors of Banco Sabadell, under the mandate set out in the Spanish Capital Companies Act for the improvement of corporate governance, is responsible, and cannot delegate such responsibility, for the following:

- Setting the bank's tax strategy.
- Approving investments and operations of all types which are considered strategic or to have a particular fiscal risk due to their amounts or particular characteristics, except when such approval corresponds to the Annual General Meeting.
- Approving the creation and acquisition of equity interests in special purpose entities or entities domiciled in countries or territories considered tax havens.
- Approving any transaction which, due to its complexity, might undermine the transparency of the entity and its Group.

Thus, the responsibilities of the Board of Directors of Banco Sabadell include the obligation to approve the corporate fiscal policy and ensure compliance therewith by implementing an appropriate control and oversight system, which is enshrined in the general risk management and control framework of the Group.

### 3.4.6. Compliance risk

Compliance risk is the risk of incurring legal or administrative sanctions, significant financial losses or loss or damage to the entity's reputation as a result of an infringement of laws, regulations, internal procedures and codes of conduct applicable to the banking industry.

An essential aspect of Banco Sabadell Group's policy, and one of the foundations of its organisational culture, is the meticulous fulfilment of all legal terms and conditions. The achievement of the business objectives must be compatible, at all times, with compliance with the law and the application of best practices.

To this end, the Group has a Compliance Division, the purpose of which is to promote and endeavour to reach the highest degrees of compliance with the legislation in force and the professional ethics of the Group, minimise the possibility of non-compliance and ensure that any instances of non-compliance are identified, reported and diligently resolved and that the appropriate preventive measures are adopted in the event that these are not already in place.

The compliance model assigns responsibility for establishing policies, procedures and controls to the parent undertaking. Responsibility for the execution of control programmes also resides with the parent undertaking. Overseas branches and subsidiary undertakings are assigned responsibility for the implementation of those policies, procedures and controls that directly affect them, and are therefore the functional directors of the such procedures and controls.

It is a flexible model focused on risk, which is continuously adapted to the Group's strategy and which takes full advantage of synergies, maintaining an overall focus on any aspects that fall within the general scope and/or which require significant technological development, but which is also adapted to the specific characteristics and legislation affecting each business or country.

The main challenge is the standardisation within the Group of compliance control levels by setting mandatory minimum standards, irrespective of the activity or country in which this activity is being carried out.

This model is formed of two pillars:

(i) A central unit which provides services to the whole Group and which is aimed at the Group-wide management of compliance risk. Its main tasks are the analysis, distribution and implementation control of any new regulations that could impact the Group, as well as the control, focused on risk, of the correct compliance with the regulations already in place.

Additionally, it is directly responsible for the execution of various processes which have been categorised as high risk, as they require comprehensive and direct control methods: anti-money laundering and combating the financing of terrorism, control of market abuse practices, control of fulfilment of Internal Code of Conduct and the implementation and monitoring elements for investor protection (MiFID).

(ii) A network of compliance supervisors located in each subsidiary and overseas branch (with functional dependency on the central compliance unit and hierarchical reliance on the manager of the subsidiary or foreign branch) and which operate their own control programmes. They regularly report to the central unit to ensure the fulfilment of internal rules and regulations and compliance with the legislation in force that govern the countries in which these subsidiaries and overseas branches operate, and the activities that they carry out.

To ensure its efficiency, this model is implemented and enhanced using six catalysts (technology, training, procedures, communication channels, oversight and monitoring programmes, and product and rule approval processes).

#### **Note 4 – Minimum own funds and capital management.**

At 31 December 2017 and 2016, the bank's eligible own funds exceeded regulatory requirements set out in current regulations (Directive 2013/36/EU and Regulation (EU) No. 575/2013).

Note 5 to the annual accounts of Banco Sabadell Group sets out the data and information relating to capital management.



## Note 5 – Fair value of assets and liabilities

### Financial assets and liabilities

The fair value of a financial asset or liability at a given date is understood as the amount at which it could be sold or transferred, respectively, at that date, between independent and knowledgeable parties acting freely and prudently and without coercion in market conditions. The most objective and commonly used reference for the fair value of a financial asset or liability is the price that would be paid on in organised, transparent and deep market (“quoted price” or “market price”).

When there is no market price for a particular financial asset or liability, the fair value is estimated from the values established for similar instruments in recent transactions or, failing that, by using mathematical valuation models suitably tested by the international financial community. When using these models, the specific characteristics of the financial asset or liability being valued are taken into account, particularly the different types of risk that may be associated with them. The above notwithstanding, the limitations inherent in the valuation models that have been developed and possible inaccuracies in the assumptions and parameters required by these models may result in the estimated fair value of a financial asset or liability not precisely matching the price at which the asset or liability could be delivered or settled on the valuation date.

The fair value of financial derivatives quoted on an active market is the daily quoted price.

In the case of instruments for which quoted prices cannot be determined, prices are estimated using internal models developed by the bank, most of which take data based on observable market parameters as significant inputs. Otherwise, the models make use of other inputs which rely on internal assumptions based on generally accepted practices within the financial community.

For financial instruments the fair value measurements disclosed in the financial statements are classified according to the following fair value levels:

- Level I: Fair values are obtained from the prices (unadjusted) being quoted on active markets for the same instrument.
- Level II: Fair values are obtained from the prices being quoted on active markets for similar instruments, the prices of recent transactions, expected flows or other measurement techniques in which all significant inputs are based on directly or indirectly observable market data.
- Level III: Fair values are obtained through measurement techniques in which some significant inputs are not based on observable market data.

Set out below are the main valuation methods, assumptions and inputs used when estimating the fair value of financial instruments classified in Levels 2 and 3, according to the type of instrument concerned:

Level 2 financial instruments	Main assumptions	Main assumptions	Main inputs used
Debt securities	Net present value method	Calculation of the present value of financial instruments as the present value of future cash flows (discounted at market interest rates), taking into account: - An estimate of pre-payment rates - Issuers' credit risk	- Issuer credit spreads - Observable market interest rates
Equity instruments	Sector multiples (P/BV)	Based on the NACE code that best represents the company's primary activity, the price-to-book value (P/BV) ratio obtained from peers is applied.	- NACE codes - Share price listings in organised markets
Derivatives (a)	Black-Scholes model (analytic/semi-analytic formulae)	For equity derivatives, inflation, currencies and commodities: - Black-Scholes assumes a lognormal process of forward rates taking into account potential convexity adjustments.	For equity derivatives, inflation, currencies or commodities: - Forward structure of the underlying asset, given by market data (dividends, swaps points, etc.) - Option volatility surfaces  For interest rate derivatives: - Interest rate time structure - Underlying Options asset volatility surfaces on Libor rate (caps) and Swaps rates (swaptions) - Probability of default for CVA and DVA calculation (b)  For credit derivatives: - Credit Default Swaps (CDS) values - Historic credit spread volatility
	For equity derivatives, currencies and commodities: - Monte Carlo simulations - SABR	Black-Scholes model: a lognormal distribution is assumed for the underlying asset with volatility depending on the term. - SABR: stochastic volatility model.	
	For interest rate derivatives: - Standard Model - Libor Market Model	These models assume that: - The standard and shifted models allow negative interest rates. - Forward rates in the term structure of the interest rate curve are fully correlated.	
	For credit derivatives: - Intensity models	These models assume a default probability structure resulting from term-based default intensity rates.	

(a) Given the small net position of Banco Sabadell, the funding value adjustment (FVA) is estimated to have a non-material impact on the valuation of derivatives.

(b) To calculate CVA and DVA, levels of severity fixed at 60% have been used, which corresponds to the market standard for senior debt. Average future, positive and negative exposures have been estimated using market models, Libor for interest rates and t

Level 3 financial instruments	Main assumptions	Main assumptions	Main non-observable inputs
Debt securities	Net present value method	Calculation of the present value of financial instruments as the present value of future cash flows (discounted at market interest rates), taking into account: <ul style="list-style-type: none"> <li>- An estimate of pre-payment rates</li> <li>- Issuers' credit risk</li> <li>- Current market interest rates</li> </ul>	- Estimated credit spreads of the issuer or a similar issuer.
Equity instruments	Discounted cash flow method	Calculation of the present value of future cash flows discounted at risk-adjusted market interest rates (CAPM method), taking into account: <ul style="list-style-type: none"> <li>- Estimated cash flows for the company</li> <li>- Sector risk for the company</li> <li>- Macroeconomic inputs</li> </ul>	- The bank's business plans - Risk premiums for the company's sector - Adjustment for systematic risk (Beta parameter)
Derivatives (a)	For equity derivatives, currencies and commodities: <ul style="list-style-type: none"> <li>- Monte Carlo simulations</li> </ul>	Black-Scholes model: a lognormal distribution is assumed for the underlying asset with volatility depending on the term. <ul style="list-style-type: none"> <li>- SABR: stochastic volatility model.</li> </ul>	For equity derivatives, inflation, currencies and commodities: <ul style="list-style-type: none"> <li>- Historical volatilities</li> <li>- Historical correlations</li> <li>- PD for calculation of CVA and DVA (b)</li> </ul>
	For credit derivatives: <ul style="list-style-type: none"> <li>- Intensity models</li> </ul>	These models assume a default probability structure resulting from term-based default intensity rates	For credit derivatives: <ul style="list-style-type: none"> <li>- Estimated credit spreads of the issuer or a similar issuer</li> <li>- Historical volatility of credit spreads</li> </ul>
	For interest rate derivatives: <ul style="list-style-type: none"> <li>- Standard Model</li> <li>- Libor Market Model</li> </ul>	These models assume that: <ul style="list-style-type: none"> <li>- The standard and shifted models allow negative interest rates</li> <li>- Forward rates in the term structure of the interest rate curve are fully correlated</li> </ul>	For interest-rate derivatives: <ul style="list-style-type: none"> <li>- Internal PD for calculation of CVA and DVA (b)</li> </ul>

(a) Given the small net position of Banco Sabadell, the funding value adjustment (FVA) is estimated to have a non-material impact on the valuation of derivatives.

(b) To calculate CVA and DVA, levels of severity fixed at 60% have been used, which corresponds to the market standard for senior debt. Average future, positive and negative exposures have been estimated using market models, Libor for interest rates and t

## Determination of the fair value of financial instruments

A comparison between the value at which the financial assets and liabilities are recognised on the accompanying balance sheets and the related fair value is given below:

	Note	2017		2016	
		Accounting balance	Fair value	Accounting balance	Fair value
<b>Assets:</b>					
Cash, cash and cash balances with central banks and other demand deposits	6	17,411,543	17,411,543	6,464,915	6,464,915
Financial assets held for trading	7, 9	1,457,675	1,457,675	3,348,646	3,348,646
Financial assets at fair value through profit or loss		-	-	-	-
Available-for-sale financial assets	7, 8	10,413,409	10,413,409	14,853,067	14,853,067
Loans and receivables	7, 10	121,812,513	128,960,640	120,032,969	128,337,903
Held to maturity investments	7	11,051,168	11,579,471	4,598,190	4,956,486
Derivatives - hedge accounting	11	121,137	121,137	233,348	-
Fair value changes of the hedged items in portfolio hedge of interest rate risk		73,310	73,310	-	-
<b>Total assets</b>		<b>162,340,755</b>	<b>170,017,185</b>	<b>149,531,135</b>	<b>157,961,017</b>

Thousand euro

	Note	2017		2016	
		Accounting balance	Fair value	Accounting balance	Fair value
<b>Liabilities:</b>					
Financial liabilities held for trading	11	1,427,323	1,427,323	1,889,775	1,889,775
Financial liabilities designated at fair value through profit or loss		-	-	-	-
Financial liabilities at amortised cost	17, 18, 19, 20	163,806,074	163,151,481	150,564,174	151,670,356
Derivatives - hedge accounting	11	247,856	247,856	355,475	355,475
Fair value changes of the hedged items in portfolio hedge of interest rate risk		(52,140)	(52,140)	(18,270)	(18,270)
<b>Total liabilities</b>		<b>165,429,113</b>	<b>164,774,520</b>	<b>152,791,154</b>	<b>153,897,336</b>

In relation to financial instruments the book value of which differs from their fair value, the latter has been calculated as follows:

- The fair value of the heading "*Cash and cash balances with central banks and other demand deposits*" has been likened to its book value, as these are mainly short-term balances.
- The fair value of the headings "*Loans and receivables*" and "*Financial liabilities measured at amortised cost*" has been estimated by the discounted cash flow method, using market interest rates at the end of each year.
- The fair value of the heading "*Investments held to maturity*" has been estimated using market prices at year-end.
- The heading "*Fair value changes of the hedged items in portfolio hedge of interest rate risk*" on the accompanying balance sheets records the difference between the carrying amount of the deposits covered (recorded in "*Loans and receivables*") and the fair value calculated using internal models and observable market variables.

The following table shows the main financial instruments recognised at fair value in the accompanying balance sheets, broken down according to the valuation method used when estimating their fair value:

Thousand euro					
2017					
	Note	Level 1	Level 2	Level 3	Total
<b>Assets:</b>					
Financial assets held for trading		102,673	1,355,002	-	1,457,675
Loans and advances-Customers		-	-	-	-
Debt securities	7	102,348	-	-	102,348
Equity instruments		-	-	-	-
Derivatives	9	325	1,355,002	-	1,355,327
Financial assets at fair value through profit or loss		-	-	-	-
Equity instruments		-	-	-	-
Debt securities		-	-	-	-
Loans and advances-Credit institutions		-	-	-	-
Available-for-sale financial assets		9,826,830	453,398	133,181	10,413,409
Debt securities	7	9,771,033	292,728	-	10,063,761
Equity instruments	8	55,797	160,670	133,181	349,648
Derivatives - hedge accounting	11	41,039	80,098	-	121,137
<b>Total assets</b>		<b>9,970,542</b>	<b>1,888,498</b>	<b>133,181</b>	<b>11,992,221</b>

Thousand euro					
2017					
	Note	Level 1	Level 2	Level 3	Total
<b>Liabilities:</b>					
Financial liabilities held for trading		70,165	1,357,158	-	1,427,323
Deposits with credit institutions		-	-	-	-
Derivatives	9	311	1,357,158	-	1,357,469
Short positions		69,854	-	-	69,854
Financial liabilities designated at fair value through profit or loss		-	-	-	-
Derivatives - hedge accounting	11	22,502	225,354	-	247,856
<b>Total liabilities</b>		<b>92,667</b>	<b>1,582,512</b>	<b>-</b>	<b>1,675,179</b>

Thousand euro					
2016					
	Note	Level 1	Level 2	Level 3	Total
<b>Assets:</b>					
Financial assets held for trading		1,624,554	1,724,092	-	3,348,646
Loans and advances-Customers		-	-	-	-
Debt securities	7	1,620,780	-	-	1,620,780
Equity instruments		-	-	-	-
Derivatives	9	3,774	1,724,092	-	1,727,866
Financial assets at fair value through profit or loss		-	-	-	-
Equity instruments		-	-	-	-
Debt securities		-	-	-	-
Loans and advances-Credit institutions		-	-	-	-
Available-for-sale financial assets		14,070,512	612,375	170,180	14,853,067
Debt securities	7	13,994,834	446,288	-	14,441,122
Equity instruments	8	75,678	166,087	170,180	411,945
Derivatives - hedge accounting	11	108,077	125,271	-	233,348
<b>Total assets</b>		<b>15,803,143</b>	<b>2,461,738</b>	<b>170,180</b>	<b>18,435,061</b>

Thousand euro

	Note	2016			Total
		Level 1	Level 2	Level 3	
<b>Liabilities:</b>					
Financial liabilities held for trading		59,900	1,829,875	-	1,889,775
Deposits with credit institutions		-	-	-	-
Derivatives	9	8	1,829,875	-	1,829,883
Short positions		59,892	-	-	59,892
Financial liabilities designated at fair value through profit or loss		-	-	-	-
Derivatives - hedge accounting	11	63,745	291,730	-	355,475
<b>Total liabilities</b>		<b>123,645</b>	<b>2,121,605</b>	<b>-</b>	<b>2,245,250</b>

Derivatives without a collateral contract (CSAs) include Credit Valuation Adjustment (CVA) and Debit Valuation Adjustment (DVA) in their fair value. The fair value of these derivatives represents 9.73% of the total, and their adjustment for credit and debit risks represents 3.44% of their fair value.

The movements in the balances of the financial assets and liabilities classified as Level 3 that are disclosed in the accompanying balance sheets are as follows:

Thousand euro

	Assets	Liabilities
<b>Balance at 31 December 2015</b>	<b>709,323</b>	<b>286,520</b>
Valuation adjustments recorded to profit and loss (*)	-	-
Valuation adjustments not recorded to profit and loss	-	-
Purchases, sales and write-offs	79,357	(24,339)
Net additions/(exits) on Level 3	(618,500)	(262,181)
Exchange differences and other	-	-
<b>Balance at 31 December 2016</b>	<b>170,180</b>	<b>-</b>
Valuation adjustments recorded to profit and loss (*)	(37,000)	-
Valuation adjustments not recorded to profit and loss	-	-
Purchases, sales and write-offs	1	-
Net additions/(exits) on Level 3	-	-
Exchange differences and other	-	-
<b>Balance at 31 December 2017</b>	<b>133,181</b>	<b>-</b>

(\*) Relates to 2017 and 2016 securities kept on the balance sheet.

Financial instruments that were transferred between valuation levels during 2016 present the following balances in the accompanying balance sheet at 31 December 2017:

Thousand euro

	2017					
	From: Level 1		Level 2		Level 3	
	To: Level 2	Level 3	Level 1	Level 3	Level 1	Level 2
<b>Assets:</b>						
Financial assets held for trading	-	-	-	-	-	-
Financial assets at fair value through profit or loss	-	-	-	-	-	-
Available-for-sale financial assets	-	-	353,314	-	-	-
Derivatives - hedge accounting	-	-	-	-	-	-
<b>Liabilities:</b>						
Financial assets held for trading	-	-	-	-	-	-
Other financial liabilities designated at fair value through profit or loss	-	-	-	-	-	-
Derivatives - hedge accounting	-	-	-	-	-	-
<b>Total</b>	-	-	<b>353,314</b>	-	-	-

Thousand euro

	2016					
	From: Level 1		Level 2		Level 3	
	To: Level 2	Level 3	Level 1	Level 3	Level 1	Level 2
<b>Assets:</b>						
Financial assets held for trading	-	-	-	-	-	618,470
Financial assets at fair value through profit or loss	-	-	-	-	-	-
Available-for-sale financial assets	-	-	-	-	-	-
Derivatives - hedge accounting	-	-	-	-	-	30
<b>Liabilities:</b>						
Financial assets held for trading	-	-	-	-	-	226,032
Other financial liabilities designated at fair value through profit or loss	-	-	-	-	-	-
Derivatives - hedge accounting	-	-	-	-	-	36,149
<b>Total</b>	-	-	-	-	-	<b>880,681</b>

Transfers from Level 3 to Level 2 were due to an assessment made of the impact of non-observable market data on the valuation of these instruments and, as such valuation was residual, it was deemed appropriate to transfer these instruments to Level 2.

At 31 December 2017, the effect of replacing the main assumptions used in the valuation of Level 3 financial instruments with other reasonably possible assumptions, taking the highest value (most favourable assumption) or lowest value (least favourable assumption) in the range that is considered likely, is not significant.

The instruments considered as level 3 mainly correspond to the investment that the entity holds in the Spanish company for the management of assets proceeding from the restructuring of the banking system (*Sociedad de Gestión de Activos procedentes de la Reestructuración Bancaria*, SAREB), and also because, given the singularity of this investment, it is measured at fair value calculated based on the business plan and financial projections of that entity.

#### Loans and financial liabilities designated at fair value through profit or loss

At 31 December 2017 and 2016, there were no loans or other financial liabilities at fair value other than those recognised under "*Financial assets held for trading – Loans and advances – Customers*", "*Other assets designated at fair value through profit or loss*" and "*Other liabilities designated at fair value through profit or loss*" in the accompanying balance sheets.

### **Financial instruments at cost**

At the end of both years there were no derivatives using equity instruments as underlyings or interests in discretionary gains in any companies.

There are also no equity instruments valued at their cost of acquisition (that could be considered significant).

Non-financial assets

### **Real estate assets**

At 31 December 2017 and 2016, net book values of real estate assets do not differ significantly from the fair values of these assets (see Notes 12 and 14).

The selection criteria for valuation suppliers and the update of appraisals are defined in the section “*Guarantees*”, in Note 1.3.3. of these annual accounts.

The valuation techniques are generally used by all appraisal companies based on the type of each real estate asset.

As per regulatory requirements, in the valuation techniques used, the valuation companies maximise the use of observable market data and other factors which would be taken into account by market operators when setting prices, endeavouring to keep the use of subjective considerations and non-observable or non-verifiable data to a minimum.

The following measurement hierarchy levels would correspond to the main valuation methods used:

Level 2

- Comparison method: applicable to all kinds of properties provided that there is a representative market of comparable properties and that sufficient data is available relating to transactions that reflect the current market situation.
- Rental update method: applicable when the valued property generates or may generate income and there is a representative market of comparable data.
- Statistical model: This model adjusts the value of the assets based on the date of acquisition and their location, updating the value in accordance with price trends in the area concerned as from the date of purchase. To this end, it includes statistical information on price trends in all provinces provided by external valuation companies and demographic data from the Spanish National Statistics Institute to calculate sensitivity at a municipality level. At the same time, the value obtained is adjusted based on the degree of maturity (finished product, development in progress, plots or land under management) and use (residential, industrial, etc.) of the asset.



### Level 3

- Cost method: applicable to determine the value of buildings being planned, under construction or undergoing renovations.
- Residual method: in the present macroeconomic climate, the dynamic calculation procedure is being used preferentially in new land valuations to the detriment of the statistical procedure, which is reserved for specific cases in which the envisaged time frames for project completion are in line with the relevant regulations.

Depending on the type of asset, the methods used in the valuation of the bank's portfolio are the following:

- Completed works: valued in comparable terms, based on updates to income or the statistical model (Level 2).
- Works in progress: valued using the cost method as a sum of the land value and the value of the work carried out (Level 3).
- Land: valued using the residual method (Level 3).

### Calculation of fair value

The following table shows the main real estate assets broken down using the valuation method used in their fair value estimate:

	2017			Total
	Level 1	Level 2	Level 3	
Housing	-	1,859,374	-	1,859,374
Offices, retail outlets and other properties	-	1,146,240	-	1,146,240
Land and building plots	-	-	242,263	242,263
Work in progress	-	-	108,683	108,683
<b>Total assets</b>	-	<b>3,005,614</b>	<b>350,946</b>	<b>3,356,560</b>

Significant non-observable variables used in valuations classed as Level 3 have been developed not by the Group but by the independent valuation companies that performed the appraisals. Given the widespread use of the appraisals, the valuation techniques of which are clearly set out in the regulation governing the valuation of properties, the non-observable variables used reflect the assumptions frequently used by all valuation firms. Regarding the weight of the non-observable variables in the appraisals, these represent almost all of the value of these appraisals.

The movements of balances during 2017 classed as Level 3 are shown below:

	Offices, retail outlets and other properties		
	Housing		Lands
<b>Balance at 31 December 2016</b>	-	-	<b>349,901</b>
Purchases	-	-	74,573
Sales	-	-	(46,912)
Net additions/(exits) on Level 3	-	-	(26,616)
<b>Balance at 31 December 2017</b>	-	-	<b>350,946</b>

(\*) Relates to assets kept on the balance sheet at 31 December 2017 and 2016.

During 2017, certain real estate assets have been transferred between the different valuation levels, owing to the transformation of assets in the process of construction becoming finished products.

The fair value of real estate assets valued by appraisal companies, portfolios of foreclosed assets and own-use assets classified as “*Non-current assets and disposal groups classified as held for sale*” and “*Investment property*” in 2017 is as follows:

Thousand euro

Appraisal company	Non-current assets held for sale		Tangible assets
	For own use	Foreclosed	Real estate investments
Afes técnicas de tasación, S.A.	11,343	10,026	4,881
Alia tasaciones, S.A.	-	225,851	95,201
Arco valoraciones S.A.	1,198	3,485	641
Cbre valuation advisory S.A.	-	106	-
Cohispania	-	232	-
Col.lectiu d'arquitectes taxadors	86	5,337	816
Cushman & wakefield	-	-	-
Egara informes S.L.	-	327	-
Eurovaloraciones, S.A.	14,363	138,303	54,120
Eurovasan S.L.	-	140	-
Gestión de valoraciones y tasaciones, S.A.	2,687	175,418	103,866
Ibérica de tasaciones, S.A.	-	11,045	8,204
Ibertasa, S.A.	2,146	139,420	49,782
Instituto de valoraciones S.A.	-	74,982	23,980
Internacional de transacciones y se	-	135	-
Krata, S.A.	1,000	153,469	38,676
Sociedad de tasación S.A.	466	649,387	47,493
Tabimed gestión de proyectos S.L	-	6,412	635
Tasaciones de bienes mediterráneo, S.A.	-	8,768	577
Tasaciones hipotecarias	-	79,200	34,702
Tasaciones inmobiliarias, S.A.	-	89,450	23,146
Tasasur sociedad de tasaciones S.A.	-	275	254
Tecglen tasaciones S.A.	654	-	-
Técnicos en tasación, S.A.	1,340	-	352
Tecnitasa técnicos en tasación S.A.	-	50,102	25,399
Thirsa	-	39,296	28,759
Tinsa	804	579	2,025
Valoraciones mediterráneo, S.A.	-	137,092	36,463
Valtecnic, S.A.	-	6,659	1,835
Other	429	16,958	7,752
<b>Total</b>	<b>36,517</b>	<b>2,022,455</b>	<b>589,557</b>

The fair value of property, plant and equipment does not differ significantly from its net carrying value.

## Note 6 – Cash and cash balances at central banks and other demand deposits

The composition of this asset heading at 31 December 2017 and 2016 was as follows:

Thousand euro	2017	2016
<b>By nature:</b>		
Cash	552,373	492,811
Cash balances at central banks	16,600,830	5,807,330
Other demand deposits	258,340	164,774
<b>Total</b>	<b>17,411,543</b>	<b>6,464,915</b>
<b>By currency:</b>		
In euro	16,980,157	5,991,089
In foreign currency	431,386	473,826
<b>Total</b>	<b>17,411,543</b>	<b>6,464,915</b>

## Note 7 – Debt securities

Debt securities reported in the accompanying balance sheets at 31 December 2017 and 2016 are analysed below:

Thousand euro	2017	2016
<b>By heading</b>		
Financial assets held for trading	102,348	1,620,780
Financial assets designated at fair value through profit or loss	-	-
Available-for-sale financial assets	10,063,761	14,441,122
Loans and receivables	574,171	918,584
Held to maturity investments	11,051,168	4,598,190
<b>Total</b>	<b>21,791,448</b>	<b>21,578,676</b>
<b>By nature:</b>		
Central Banks	-	-
General Governments	20,081,265	19,711,120
Credit institutions	253,473	476,598
Other sectors	1,451,848	1,393,248
Doubtful assets	13,124	9,030
Impairment adjustments	(8,262)	(11,322)
<b>Total</b>	<b>21,791,448</b>	<b>21,578,675</b>
<b>By currency:</b>		
In euro	20,133,213	18,764,080
In foreign currency	1,658,235	2,814,595
<b>Total</b>	<b>21,791,448</b>	<b>21,578,675</b>

Details of debt instruments recorded under the heading Available-for-sale financial assets are as follows:

Thousand euro	2017	2016
Amortised cost (*)	9,819,845	14,143,791
Fair value	10,063,761	14,441,122
Accumulated losses recognised in equity at year end	(56,369)	(81,220)
Accumulated capital gains recognised in equity at year end	300,285	378,551

(\*) Includes net profit/(loss) due to impairment in the P&L account for 2017 and 2016 (€6,172.0 thousand) and €2,760 thousand, of which provisions during the year amounted to (€9,219 thousand) and (€1,697 thousand), and due to the reversal of impairment at €3,047 thousand and €4,457 thousand during 2017 and 2016 (see Note 32).

The breakdown of government debt exposures classified as available-for-sale financial assets is as follows:

Thousand euro	2017	2016
Amortised cost	8,754,221	13,011,263
Fair value	8,975,978	13,277,271
Accumulated losses recognised in equity at year end	(43,455)	(69,289)
Accumulated capital gains recognised in equity at year end	265,212	335,297

The portfolio of investments held to maturity breaks down as follows:

Thousand euro	2017	2016
Central Banks	-	-
General Governments	11,051,699	4,598,190
Credit institutions	-	-
Other sectors	-	-
Impairment adjustments	(531)	-
<b>Total</b>	<b>11,051,168</b>	<b>4,598,190</b>

## Note 8 – Equity instruments

Equity instruments recognised on the balance sheets at 31 December 2017 and 2016 can be analysed as follows:

Thousand euro	2017	2016
<b>By heading:</b>		
Available-for-sale financial assets	349,648	411,945
<b>Total</b>	<b>349,648</b>	<b>411,945</b>
<b>By nature:</b>		
Resident sector	219,192	287,464
Credit institutions	8,461	9,418
Other	210,731	278,046
Non resident sector	91,047	74,525
Credit institutions	59,733	53,190
Other	31,314	21,335
Equity investments in investment funds and companies	39,409	49,956
<b>Total</b>	<b>349,648</b>	<b>411,945</b>
<b>By currency:</b>		
In euro	266,380	355,382
In foreign currency	83,268	56,563
<b>Total</b>	<b>349,648</b>	<b>411,945</b>

At 2017 year-end there were no investments in listed equity instruments for which their quoted market price has not been considered as a reference of their fair value.

Details of equity instruments recorded under the heading “*Available-for-sale financial assets*” are as follows:

Thousand euro			
	Note	2017	2016
Acquisition cost		301,915	373,347
Fair value		349,648	411,945
Accumulated losses recognised in equity at year end		(4,829)	(2,333)
Accumulated capital gains recognised in equity at year end		52,562	40,931
Losses recorded as impairment in profit and loss for the year	32	(38,131)	(15,249)

During 2017, Banco Sabadell has impaired the value of the equity interest that it held in the Spanish company for the management of assets proceeding from the restructuring of the banking system (*Sociedad de Gestión de Activos procedentes de la Reestructuración Bancaria*, SAREB) for an amount of €37,000 thousand. At 31 December 2017, the value impairment of such equity interest amounted to €93,576 thousand, and its resulting value amounted to €133,174 thousand (€170,174 thousand in 2016).

## Note 9 – Asset and liability derivatives held for trading

The breakdown by type of transaction of this heading on the asset and liability sides of the balance sheet at 31 December 2017 and 2016 is as follows:

Thousand euro				
	2017		2016	
	Assets	Liabilities	Assets	Liabilities
Securities risk	111,243	111,701	169,449	170,058
Interest rate risk	779,072	805,961	962,860	1,051,682
Currency risk	453,207	427,199	519,859	530,860
Other kinds of risk	11,805	12,608	75,698	77,283
<b>Total</b>	<b>1,355,327</b>	<b>1,357,469</b>	<b>1,727,866</b>	<b>1,829,883</b>
<b>By currency:</b>				
In euro	1,286,284	1,302,189	1,665,804	1,766,810
In foreign currency	69,043	55,280	62,062	63,073
<b>Total</b>	<b>1,355,327</b>	<b>1,357,469</b>	<b>1,727,866</b>	<b>1,829,883</b>

Their fair values, broken down by type of derivative at 31 December 2017 and 2016, are shown below:

Thousand euro

	<b>2017</b>	<b>2016</b>
<b>Assets</b>		
<i>Derivatives held for trading</i>	1,355,327	1,727,866
Swaps, CCIRS, Call Money Swap	746,046	969,473
Exchange-rate options	99,858	30,068
Interest-rate options	40,527	50,591
Index and securities options	114,397	184,169
Currency forwards	353,349	489,791
Forward fixed-income bonds	1,150	3,774
<b>Total assets held for trading</b>	<b>1,355,327</b>	<b>1,727,866</b>
<b>Liabilities</b>		
<i>Derivatives held for trading</i>	1,357,469	1,829,883
Swaps, CCIRS, Call Money Swap	765,620	1,011,696
Exchange-rate options	101,028	31,323
Interest-rate options	39,241	100,748
Index and securities options	124,309	186,571
Currency forwards	326,171	499,537
Forward fixed-income bonds	1,100	8
<b>Total liabilities held for trading</b>	<b>1,357,469</b>	<b>1,829,883</b>

## Note 10 – Loans and advances

### Central banks and Credit institutions

The composition of the headings “Loans and advances - Central banks” and “*Loans and advances - Credit institutions*” in the balance sheets at 31 December 2017 and 31 December 2016 is as follows:

Thousand euro

	2017	2016
<b>By heading:</b>		
Financial assets held for trading	-	-
Financial assets designated at fair value through profit or loss	-	-
Loans and receivables	7,239,612	4,805,917
<b>Total</b>	<b>7,239,612</b>	<b>4,805,917</b>
<b>By nature:</b>		
Deposits with agreed maturity	3,786,001	2,874,254
Assets acquired under repurchase agreements	2,965,960	1,704,375
Hybrid financial assets	-	-
Other	485,024	228,555
Doubtful assets	364	368
Impairment adjustments	(5,306)	(6,481)
Other valuation adjustments (interest, fees and commissions, other)	7,569	4,846
<b>Total</b>	<b>7,239,612</b>	<b>4,805,917</b>
<b>By currency:</b>		
In euro	5,514,827	3,324,815
In foreign currency	1,724,785	1,481,102
<b>Total</b>	<b>7,239,612</b>	<b>4,805,917</b>

## Customers

The breakdown of the heading “*Loans and advances - Customers*” (General governments and Other sectors) at 31 December 2017 and 2016 is as follows:

Thousand euro	2017	2016
<b>By heading:</b>		
Financial assets held for trading	-	-
Financial assets designated at fair value through profit or loss	-	-
Loans and receivables	113,998,730	114,308,468
<b>Total</b>	<b>113,998,730</b>	<b>114,308,468</b>
<b>By nature:</b>		
On-demand loans and other	5,810,414	5,663,526
Trade credit	5,662,520	5,346,519
Finance leases	2,092,871	1,986,434
Secured loans	54,269,446	56,358,322
Assets acquired under repurchase agreements	2,001,437	7,930
Other term loans	42,230,421	41,310,379
Doubtful assets	7,598,212	9,371,817
Impairment adjustments	(5,587,366)	(6,000,881)
Other valuation adjustments (interest, fees and commissions, other)	(79,225)	264,421
<b>Total</b>	<b>113,998,730</b>	<b>114,308,468</b>
<b>By sector:</b>		
General governments	9,776,372	9,557,157
Other sectors	102,290,737	101,115,953
Doubtful assets	7,598,212	9,371,817
Impairment adjustments	(5,587,366)	(6,000,881)
Other valuation adjustments (interest, fees and commissions, other)	(79,225)	264,421
<b>Total</b>	<b>113,998,730</b>	<b>114,308,468</b>
<b>By currency:</b>		
In euro	107,537,966	107,603,197
In foreign currency	6,460,764	6,705,271
<b>Total</b>	<b>113,998,730</b>	<b>114,308,468</b>
<b>By geography:</b>		
Spain	109,088,786	109,319,617
Rest of European Union	5,120,389	5,323,542
Latin America	1,796,701	1,965,939
North America	2,186,246	2,308,509
Other OECD countries	206,892	242,515
Rest of the world	1,187,082	1,149,227
Impairment adjustments	(5,587,366)	(6,000,881)
<b>Total</b>	<b>113,998,730</b>	<b>114,308,468</b>



The balance sheet heading “*Loans and receivables - Customers*” includes certain assets pledged in financing operations, i.e. those pledged as collateral or guarantees with respect to certain liabilities. For further information, see Note 3 “*Financial risk management*” in the section entitled “*Credit risk*”.

## Finance leases

Properties leased out under financial leases are recognised by the amortised cost of the instalments owed by the lessee plus the secured and unsecured residual value, excluding financial liens and value added tax. Details of the foregoing are set out hereafter:

Thousand euro	<b>2017</b>	<b>2016</b>
<b>Finance leases</b>		
Total gross investment	2,052,720	1,956,559
<i>Of which: Contingent lease payments recognised in income</i>	<i>71,601</i>	<i>73,572</i>
Unearned financial income	217,409	229,188
Unguaranteed residual value	139,380	131,565
Impairment adjustments	(37,150)	(32,964)

The table below shows a breakdown by term of the current value of minimum future amounts receivable by the bank during the period of mandatory compliance (assuming that no extensions or existing purchase options will be exercised):

Thousand euro	<b>Up to 1 year</b>	<b>1-5 years</b>	<b>More than 5 years</b>	<b>Total</b>
<b>Minimum lease payments receivable</b>				
Minimum lease payments receivable	487,186	1,111,436	555,257	2,153,879

## Past-due financial assets

The balance of “*Loans and advances - Customers*” past-due and pending collection not deemed as unlikely at 31 December 2017 amounted to €188,351 thousand (€222,129 thousand at 31 December 2016). Of this total, over 76% of the balance at 31 December 2017 (75% of the balance at 31 December 2016) had become due in a period no longer than one month.

## Doubtful assets

Assets recognised as doubtful in the different balance sheet asset headings at 31 December 2017 and 2016 were as follows:

Thousand euro	<b>2017</b>	<b>2016</b>
Debt securities	13,124	9,030
Loans and advances		
Customers	7,598,212	9,371,817
Central Banks and Credit Institutions	364	368
<b>Total</b>	<b>7,611,700</b>	<b>9,381,216</b>
<b>By sector:</b>		
General governments	12,432	13,863
Central Banks and Credit Institutions	364	7,276
Other private sectors	7,598,904	9,360,076
<b>Total</b>	<b>7,611,700</b>	<b>9,381,216</b>

The movements of doubtful assets are as follows:

Thousand euro	
<b>Balance at 31 December 2015</b>	<b>12,169,351</b>
Additions	1,743,642
Disposals	(4,003,661)
Amortisations	(528,116)
<b>Balance at 31 December 2016</b>	<b>9,381,216</b>
Additions	1,741,981
Disposals	(3,055,140)
Amortisations	(456,357)
<b>Balance at 31 December 2017</b>	<b>7,611,700</b>

The breakdown of doubtful assets by type of guarantee at 31 December 2017 and 2016 is as follows:

Thousand euro		
	2017	2016
Secured with a mortgage (*)	2,639,013	3,736,817
Other collateral (**)	1,886,152	1,701,633
Rest	3,086,535	3,942,766
<b>Total</b>	<b>7,611,700</b>	<b>9,381,216</b>

(\*) Assets secured with a mortgage with an outstanding risk below 100% of their valuation amount.

(\*\*) Includes the rest of assets secured with collateral.

The breakdown of the balance of doubtful assets by geography at 31 December 2017 and 2016 is as follows:

Thousand euro		
	2017	2016
Spain	7,391,274	8,986,753
Rest of European Union	156,135	315,845
Latin America	29,958	33,933
North America	2,424	3,356
Other OECD countries	3,522	6,471
Rest of the world	28,387	34,858
<b>Total</b>	<b>7,611,700</b>	<b>9,381,216</b>

Accumulated financial income on impaired financial assets incurred but not recorded in the profit and loss account amounts to €551,701 thousand at 31 December 2017 and to €610,647 thousand at 31 December 2016.

The movements in impaired financial assets written off because their recovery is regarded as unlikely are as follows:

Thousand euro	
<b>Balance at 31 December 2015</b>	<b>5,691,748</b>
<b>Additions</b>	<b>563,120</b>
Use of accumulated impairment balance	528,233
Directly recognised on the profit and loss account	1,296
Contractually payable interests	33,591
Other items	-
<b>Disposals</b>	<b>(1,231,580)</b>
Collection of principal in cash from counterparties	(96,634)
Collection of interest in cash from counterparties	(59,983)
Foreclosure of tangible assets	(92,933)
Transfers	-
Debt refinancing or restructuring	-
Sales	(982,030)
<b>Exchange differences</b>	<b>-</b>
<b>Balance at 31 December 2016</b>	<b>5,023,288</b>
<b>Additions</b>	<b>497,773</b>
Use of accumulated impairment balance	389,498
Directly recognised on the profit and loss account	66,859
Contractually payable interests	24,193
Other items	17,223
<b>Disposals</b>	<b>(987,608)</b>
Collections of principal in cash from counterparties	(149,022)
Collections of interest in cash from counterparties	(4,509)
Write-offs	(16,033)
Transfers	(447,629)
Sales	(370,415)
<b>Exchange differences</b>	<b>-</b>
<b>Balance at 31 December 2017</b>	<b>4,533,453</b>

### Value adjustments

The amounts of value adjustments due to asset impairment under the different headings on the asset side of the balance sheet at 31 December 2017 and 2016 are as follows:

Thousand euro		
	2017	2016
Debt securities	8,262	11,322
Loans and advances		
Customers	5,587,366	6,000,881
Central Banks and Credit Institutions	5,306	6,481
<b>Total</b>	<b>5,600,934</b>	<b>6,018,684</b>

The bank considers that the value adjustments due to impairment and provisions made by the bank are sufficient to absorb potential losses on its assets and the effects of the occurrence of any open contingencies of the bank.

Details of the value adjustments for credit risk hedging and their cumulative amount at the start and at the end of the year is as follows:

Thousand euro

	Determined individually	Determined collectively	IBNR coverage(***)	Country risk	Total
<b>Balance at 31 December 2015</b>	<b>2,637,797</b>	<b>2,490,990</b>	<b>2,131,362</b>	<b>4,555</b>	<b>7,264,704</b>
<b>Movements reflected in impairment losses (*)</b>	<b>86,048</b>	<b>125,109</b>	<b>472,767</b>	<b>(1,965)</b>	<b>681,959</b>
<b>Movements not reflected in impairment losses</b>	<b>(1,402,617)</b>	<b>(337,831)</b>	<b>(192,171)</b>	<b>5,414</b>	<b>(1,927,205)</b>
Utilisation of allowances	(966,247)	(592,005)	(94,142)	-	(1,652,394)
Other movements	(436,370)	254,174	(98,029)	5,414	(274,811)
<b>Adjustments for exchange differences</b>	<b>-</b>	<b>995</b>	<b>(2,271)</b>	<b>502</b>	<b>(774)</b>
<b>Balance at 31 December 2016</b>	<b>1,321,228</b>	<b>2,279,263</b>	<b>2,409,687</b>	<b>8,506</b>	<b>6,018,684</b>
<b>Movements reflected in impairment losses (*)</b>	<b>196,234</b>	<b>655,952</b>	<b>693,404</b>	<b>2,516</b>	<b>1,548,106</b>
<b>Movements not reflected in impairment losses</b>	<b>(673,084)</b>	<b>(836,267)</b>	<b>(453,060)</b>	<b>(2,983)</b>	<b>(1,965,394)</b>
Utilisation of allowances	(569,771)	(848,631)	(176,697)	-	(1,595,099)
Other movements (**)	(103,313)	12,364	(276,363)	(2,983)	(370,295)
<b>Adjustments for exchange differences</b>	<b>-</b>	<b>-</b>	<b>(461)</b>	<b>(1)</b>	<b>(462)</b>
<b>Balance at 31 December 2017</b>	<b>844,378</b>	<b>2,098,948</b>	<b>2,649,570</b>	<b>8,038</b>	<b>5,600,934</b>

(\*) This figure is included in the heading Impairment losses on financial assets (see Note 32).

(\*\*) Includes €185,886 thousand corresponding to the transfer of value adjustments for credit risk hedging to non-current assets held for sale (see Note 12) and investment property (see Note 14) and €184,409 thousand corresponding to equity interests as a result of contributions by shareholders to Group companies in order to redeem loans with the parent company (see Note 13).

(\*\*\*) Collective value adjustments for losses incurred but not reported (see Note 1.3.3).

The breakdown of the balance of value adjustments due to asset impairment at 31 December 2017 and 2016 is as follows:

Thousand euro

	2017	2016
Spain	5,468,964	5,803,406
Rest of European Union	94,248	158,367
Latin America	19,337	38,610
North America	4,539	2,044
Other OECD countries	1,378	1,909
Rest of the world	12,468	14,348
<b>Total</b>	<b>5,600,934</b>	<b>6,018,684</b>

Value adjustments due to impairment include €201 million to cover the occurrence of contingencies relating to floor clauses.

## Note 11 – Derivatives - Asset and liability hedge accounting

The bank enters into interest rate risk hedging contracts as part of its policy for managing interest rate risk (see Note 3.4.3.2 on financial risk management). The main types of hedges are described below:

- Fair value hedges:

These are hedges which cover exposure to changes in the fair value of a specific type of risk, with micro-hedging transactions being those covering the risk of an asset or liability transaction, and macro-coverage being those covering a portfolio of financial assets or financial liabilities.

The bank classifies in this category the derivatives contracted to mitigate interest rate risk in asset and liability transactions.

- Cash flow hedges:

These hedge changes in cash flows of financial instruments associated with a specific risk or a highly probable forecast transaction. The derivatives used in such hedging mainly consist of interest rate swaps and forward transactions.

The composition of the fair values of these headings in the balance sheets at 31 December 2017 and 2016, in terms of the type of hedge carried out, was as follows:

	2017		2016	
	Assets	Liabilities	Assets	Liabilities
<i>Thousand euro</i>				
<b>Micro-hedges:</b>				
Fair value hedges	52,448	31,564	91,509	42,901
<i>For funding operations (A)</i>	50,578	24,159	89,266	33,332
<i>For lending operations (B)</i>	1,870	7,405	2,243	9,569
Cash flow hedges	41,055	38,837	120,532	83,623
<i>For future fixed-income transactions (C)</i>	41,039	22,502	108,078	63,746
<i>For inflation-linked bonds (D)</i>	-	15,216	2,687	18,267
<i>Rest</i>	16	1,119	9,767	1,610
<i>Of which: recognised in equity</i>	41,055	(85,085)	115,424	(109,026)
<b>Macro-hedges:</b>				
Fair value hedges	27,634	145,189	21,306	179,597
<i>For funding operations (E)</i>	246	37,009	-	72
<i>For lending operations (F)</i>	27,388	108,180	21,306	179,525
Cash flow hedges (G)	-	32,266	-	49,354
<i>Of which: recognised in equity</i>	-	(27,907)	-	(44,059)
<b>Total</b>	<b>121,137</b>	<b>247,856</b>	<b>233,348</b>	<b>355,475</b>
<b>By currency:</b>				
In euro	121,137	244,359	199,940	352,087
In foreign currency	-	3,497	33,408	3,388
<b>Total</b>	<b>121,137</b>	<b>247,856</b>	<b>233,348</b>	<b>355,475</b>

The types of hedges according to their composition that are identified in the table are as follows:

- Micro-hedges of the bank's financing operations in capital markets and operations involving term deposits contracted with customers.
- Micro-hedges of transactions comprised of loan transactions with customers.
- Micro-hedges of interest rates on future fixed-income security transactions. The bank designates as a hedging item derivative contracts that will be settled at their gross amount with the delivery of the underlying asset (according to the contracted price) which, in accordance with the implementation guidelines of IAS 39, can be considered as cash flow hedges in respect of the consideration that will be settled in a future transaction that will arise from the settlement of the derivative itself in gross terms. If the derivative has not been contracted, the Group would be exposed to changes in purchase price.
- Micro-hedges of interest rates on inflation-linked bonds. The bank has contracted financial swaps to hedge future changes in cash flows that will be settled by ILBs.
- Macro-hedges of the bank's financing operations in capital markets and operations involving term deposits contracted with customers.
- Macro-hedges of debt securities classified in the available-for-sale and customer loan portfolio.

- G. Cash flow macro-hedges the purpose of which is to reduce the volatility of the buy-sell spread as a result of interest rate fluctuations, for a one-year time horizon. Thus, this macro-hedge covers future cash flows based on the net exposure of a portfolio consisting of highly probable liabilities with a similar exposure to interest rate risk. Hedging instruments used for this purpose are interest rate swaps.

In relation to fair value hedges, the losses and gains recognised in 2017 and 2016 arising from both hedging instruments and hedged items are detailed hereafter:

Thousand euro

	2017		2016	
	Hedging instruments	Hedged items	Hedging instruments	Hedged items
<b>Micro-hedges:</b>	<b>(46,890)</b>	<b>46,914</b>	<b>(33,013)</b>	<b>33,031</b>
Fixed-rate assets	(35,494)	35,834	(35,304)	35,366
Capital markets	(1,099)	731	(2,327)	2,607
Fixed-rate liabilities	(10,297)	10,349	4,618	(4,942)
<b>Macro-hedges:</b>	<b>(50,250)</b>	<b>50,066</b>	<b>(277,541)</b>	<b>277,979</b>
Capital markets and fixed-rate liabilities	(46,250)	46,086	(5,958)	5,958
Fixed-rate assets	(4,000)	3,980	(271,583)	272,021
<b>Total</b>	<b>(97,140)</b>	<b>96,980</b>	<b>(310,554)</b>	<b>311,010</b>

In cash flow hedges, the amounts recognised in the statement of equity during the year and the amounts derecognised from the statement of equity and included in earnings during the year are indicated in the statement of total changes in equity of Banco Sabadell.

No inefficiency in the 2017 and 2016 results due to non-material cash flow micro-hedges has been detected.

## Note 12 – Non-current assets and assets and liabilities included in disposal groups classified as held for sale

The breakdown of these headings at 31 December 2017 and 2016 was as follows:

Thousand euro	2017	2016
<b>Assets</b>	<b>3,061,951</b>	<b>2,721,600</b>
Loans and advances	71,328	-
Credit institutions	-	-
Customers	71,328	-
Debt securities	-	-
Equity instruments	-	-
Tangible assets	2,821,210	2,682,242
Tangible assets for own use	54,942	66,958
Foreclosed tangible assets	2,766,268	2,615,284
Rest of other assets	169,413	39,358
<b>Impairment adjustments</b>	<b>(765,987)</b>	<b>(726,304)</b>
<b>Non-current assets and disposal groups classified as held for sale</b>	<b>2,295,964</b>	<b>1,995,297</b>
<b>Liabilities</b>	-	-
<b>Liabilities included in disposal groups classified as held for sale</b>	-	-

Foreclosed tangible assets comprise assets received from borrowers and other debtors of the bank for the full or partial settlement of financial assets representing collection rights against those borrowers and debtors.

Tangible assets for own use relate mainly to commercial establishments.

In respect of real estate assets originating in foreclosures, 89.95 % of the balance corresponds to residential properties, 7.84 % to industrial properties and 2.21 % to agricultural properties.

The average term during which assets remained within the category of “*Non-current assets and assets and liabilities in disposal groups classified as held for sale - Foreclosed assets*” was 38.5 months in 2017.

The percentage of foreclosed assets sold with financing granted to the buyer by the bank in 2017 was 21.26% (30.82% in 2016).

Changes in “Non-current assets and disposal groups classified as held for sale” during 2017 and 2016 were as follows:

Thousand euro		Non-current assets held for sale
	Note	
<b>Cost:</b>		
<b>Balances at 31 December 2015</b>		<b>2,824,938</b>
Additions		1,057,151
Disposals		(970,291)
Transfer of credit losses (*)		(153,962)
Other transfers		(36,236)
<b>Balances at 31 December 2016</b>		<b>2,721,600</b>
Additions		968,439
Disposals		(645,938)
Transfer of credit losses (*)		(164,585)
Other transfers		182,435
<b>Balances at 31 December 2017</b>		<b>3,061,951</b>
<b>Value adjustments due to impairment:</b>		
<b>Balances at 31 December 2015</b>		<b>493,924</b>
Impairment through profit or loss	35	672,336
Reversal of impairment through profit or loss	35	(425,690)
Utilisations		(5,904)
Other transfers		(8,363)
<b>Balances at 31 December 2016</b>		<b>726,303</b>
Impairment through profit or loss	35	724,406
Reversal of impairment through profit or loss	35	(529,139)
Utilisations		(164,209)
Other transfers		8,626
<b>Balances at 31 December 2017</b>		<b>765,987</b>
<b>Net balances at 31 December 2016</b>		<b>1,995,297</b>
<b>Net balances at 31 December 2017</b>		<b>2,295,964</b>

(\*) Allowance arising from value adjustments made in relation to credit risk hedging.



## Note 13 – Investments in subsidiaries, joint ventures and associates

The breakdown of the balance of this heading at 31 December 2017 and 2016 was as follows:

Thousand euro			
<b>2017</b>			
	<b>Associates</b>	<b>Group entities</b>	<b>Total</b>
<b>By nature:</b>			
Credit institutions	-	525,107	525,107
Other resident sectors	111,817	2,330,978	2,442,795
Other non resident sectors	19,144	2,180,177	2,199,321
<b>Total</b>	<b>130,961</b>	<b>5,036,262</b>	<b>5,167,223</b>
<b>By quote:</b>			
Quoted	422	2,468	2,890
Not quoted	130,539	5,033,794	5,164,333
<b>Total</b>	<b>130,961</b>	<b>5,036,262</b>	<b>5,167,223</b>
<b>By currency:</b>			
In euro	111,817	2,442,628	2,554,445
In foreign currency	19,144	2,593,634	2,612,778
<b>Total</b>	<b>130,961</b>	<b>5,036,262</b>	<b>5,167,223</b>

Thousand euro			
<b>2016</b>			
	<b>Associates</b>	<b>Group entities</b>	<b>Total</b>
<b>By nature:</b>			
Credit institutions	-	812,656	812,656
Other resident sectors	120,087	2,716,811	2,836,898
Other non resident sectors	19,144	2,232,436	2,251,580
<b>Total</b>	<b>139,231</b>	<b>5,761,903</b>	<b>5,901,134</b>
<b>By quote:</b>			
Quoted	422	2,468	2,890
Not quoted	138,809	5,759,435	5,898,244
<b>Total</b>	<b>139,231</b>	<b>5,761,903</b>	<b>5,901,134</b>
<b>By currency:</b>			
In euro	120,087	2,828,461	2,948,548
In foreign currency	19,144	2,933,442	2,952,586
<b>Total</b>	<b>139,231</b>	<b>5,761,903</b>	<b>5,901,134</b>

Changes during 2017 and 2016 were as follows:

Thousand euro

	Associates	Group companies	Total
<b>Balance at 31 December 2015</b>	<b>136,209</b>	<b>5,750,142</b>	<b>5,886,351</b>
Change due to merger(s)	-	-	-
Additions due to acquisition(s)	-	-	-
Contributions	176	203,136	203,312
Capital increases	6,500	166,384	172,884
Sale, settlement, recovery of investment(s)	(3,954)	(62,874)	(66,828)
Transfers (*)	10	(118,536)	(118,536)
Exchange differences	-	(125,393)	(125,393)
Impairments	300	(50,956)	(50,656)
<b>Balance at 31 December 2016</b>	<b>139,231</b>	<b>5,761,903</b>	<b>5,901,134</b>
Change due to merger(s)	-	-	-
Additions due to acquisition(s)	-	33	33
Contributions	-	184,547	184,547
Capital increases	-	235,610	235,610
Sale, settlement, recovery of investment(s)	(7,595)	(726,353)	(733,948)
Transfers (*)	10	(320,413)	(321,088)
Exchange differences	-	(100,037)	(100,037)
Impairments	-	972	972
<b>Balance at 31 December 2017</b>	<b>130,961</b>	<b>5,036,262</b>	<b>5,167,223</b>

(\*) Includes transfers from insolvencies amounting to €184,409 thousand (116,651 thousand at 31 December 2016) and €136,335 thousand that have been reclassified under the heading "Non-current assets and assets and liabilities included in disposal groups classified as held for sale".

The cash flow statement - investment activities shows the item on charges for investments in subsidiaries, joint ventures and associates, amounting to €733,948 thousand in the concept of "Sales, settlement and recovery of the investment", dividends received from associates and the Group, €323,329 thousand, plus the result of gains from investees no longer consolidated in Note 34 which amounted to €558,338 thousand.

#### Most significant changes in investments during 2017

Schedule 1 includes details of additions and disposals of equity interests in 2017 and 2016.

#### Group companies

- On 28 February 2017, Banco Sabadell reached an agreement to sell shares representing 100% of the share capital of its subsidiary Sabadell United Bank, N.A. (SUB) to the US entity Iberiabank Corporation (hereinafter, "IBKC").

In July 2017, after receiving the corresponding authorisations, Banco Sabadell completed the sale of its subsidiary, receiving from IBKC, as the purchase price, US\$795,980 thousand in cash and 2,610,304 IBKC shares, representing 4.87% of its share capital with a value at close of trading on 28 July 2017 of US\$208,955 thousand. Gains on this operation amounted to €557,081 thousand (€369,817 thousand on the consolidated profit and loss statement for 2017).

The IBKC shares were sold in October 2017, with no significant impact on the income statement.

- The most significant capital increases and contributions carried out during 2017 were as follows:

- Hotel Investment Partners, S.L for a total amount of €133,170 thousand.
- Banco de Sabadell, S.A. de I.B.M for €88,884 thousand.
- Sabadell Capital S.A., de C.V. SOFOM for €10,926 thousand.
- Bansabadell Holding, S.L. for €174,909 thousand.

Most significant changes in investments during 2016

### **Associates**

On 13 April 2016, Banco Sabadell transferred its full equity interest (20.994% of its share capital) in Dexia Sabadell, S.A. to Dexia Cr dit Local, S.A. (Dexia), at a price of €52,390 thousand, entailing gross gains for Banco Sabadell in the same amount, under the terms ratified by the arbitration award.

This transfer was the result of Banco Sabadell exercising its put option on 6 July 2012 to Dexia, holder of the remaining share capital of the above-referred institution.

The transfer of shares by Banco Sabadell and their acquisition by Dexia occurred after having sent the relevant notifications to the corresponding regulatory authorities.

### **Group companies**

The most significant capital increases carried out during 2016 were as follows:

- Hotel Investment Partners, S.L for a total amount of €72,298 thousand.
- Sabadell Capital S.A., de C.V. SOFOM, E.N.R, for €53,442 thousand.
- Banco de Sabadell, S.A. de I.B.M for €34,444 thousand.

Other significant corporate transactions and contracts

### **Asset protection scheme**

As a result of the acquisition of Banco CAM on 1 June 2012, the Asset Protection Scheme (hereinafter, APS) came into force with retroactive effect as from 31 July 2011, in accordance with the protocol on financial assistance for the restructuring of Banco CAM. Under the scheme, which covers a specified portfolio of assets with a gross value of €24,644 million at 31 July 2011, the Deposit Guarantee Fund (hereinafter, DGF) will bear 80% of losses on the portfolio for a period of ten years, once impairment allowances in respect of those assets, which amounted to €3,882 million at that date, have been fully applied.

The portfolio of assets protected by the APS on the date it entered into force (31 July 2011) breaks down as follows:

	On individual balance sheet		On Group balance sheet	
	Balance	Provision	Balance	Provision
<b>Loans and advances</b>	21,711	2,912	19,117	2,263
<i>Of which risk drawn down</i>	21,091	-	18,460	-
<i>Of which guarantees and contingent liabilities</i>	620	-	657	-
<b>Real estate assets (*)</b>	2,380	558	4,663	1,096
<b>Investments in joint venture and associates</b>	193	52	504	163
<b>Written-off assets</b>	360	360	360	360
<b>Total</b>	<b>24,644</b>	<b>3,882</b>	<b>24,644</b>	<b>3,882</b>

(\*) Real estate assets includes non-current assets and disposal groups classified as held for sale, investment properties and inventories.

In general, the objective of financial statements is to provide information that fairly represents the financial situation, financial performance, changes in equity and cash flows of an entity, for the purpose of constituting useful information to a wide range of users in making economic decisions. At the same time, as laid out in IAS 1 - Presentation of Financial Statements, to meet this objective, the financial statements should provide information on the management carried out by the administrators of the assets they have been entrusted. Amongst other aspects, a reasonable presentation requires the entity to present information in a manner that provides relevant, reliable, comparable and understandable information.

Considering the foregoing and the relevance of the economic impacts deriving from the application of the APS in the Group's financial statements, particularly with regard to: (i) the volume of doubtful assets; (ii) the NPL ratio; and (iii) the level of hedging of provisions, certain characteristics have been considered with the objective of not distorting the three aforementioned indicators and therefore, ensuring that the presentation of the financial statements on the guarantees granted under the APS protocol is as faithful and comparable as possible.

With regard to customer lending classified as doubtful, as well as the real-estate assets deriving from non-payment by borrowers covered by the scheme, the Bank classifies doubtful balance as the amount corresponding to 20% of retained exposure due to not having transferred the credit risk to the DGF. Whilst the credit or loan is included on the balance sheet, 80% of the risk is presented as a standard exposure as credit risk has been transferred. That is, for each covered asset, the Group considers the proportion of its flows that would be obtained from borrowers or third parties and the proportion that would be obtained from the DGF as a result of the guarantee provided taking into account the value of any mortgage guarantees securing the loan.

For the purposes of preventing gross loans from becoming overvalued or duplicated by recording under the same heading the balance receivable from the DGF as well as the 80% exposure covered by the APS, the provisions constituted for this 80% are presented net of gross loans. Presenting the information in this way does not impact net lending.

For all of the losses that have been accounted for (those deriving from loan loss provisions, loan reductions, impairment allowances for real estate assets and losses from the disposal of these assets), the bank keeps an account receivable classed under the "Loans and receivables" heading and recognised on the income statement, in order to reflect the rights of collection from the DGF as a result of its guarantee and to offset the impact of recorded losses related to assets covered by the APS in the profit and loss account. The aggregate amount recorded as at 31 December 2017 amounts to close to €5,100 million.

## Note 14 – Tangible assets

The composition of this item at 31 December 2017 and 2016 was as follows:

Thousand euro								
	2017				2016			
	Cost	Depreciation	Impairment	Net value	Cost	Depreciation	Impairment	Net value
<b>Property, Plant and Equipment</b>	<b>2,401,421</b>	<b>(1,115,063)</b>	<b>(21,571)</b>	<b>1,264,787</b>	<b>2,361,068</b>	<b>(1,035,186)</b>	<b>(6,271)</b>	<b>1,319,610</b>
For own use:	2,401,421	(1,115,063)	(21,571)	1,264,787	2,361,068	(1,035,186)	(6,271)	1,319,610
Computer equipment and related facilities	463,930	(327,771)	-	136,159	432,687	(296,337)	-	136,350
Furniture, vehicles and other facilities	1,005,227	(591,254)	(4,657)	409,316	979,959	(553,208)	-	426,751
Buildings	912,765	(196,038)	(16,914)	699,813	929,569	(185,642)	(6,271)	737,656
Work in progress	-	-	-	-	-	-	-	-
Other	19,499	-	-	19,499	18,853	-	-	18,853
<b>Investment properties:</b>	<b>806,479</b>	<b>(37,094)</b>	<b>(179,828)</b>	<b>589,557</b>	<b>816,425</b>	<b>(60,292)</b>	<b>(130,549)</b>	<b>625,584</b>
Buildings	806,479	(37,094)	(179,828)	589,557	816,425	(60,292)	(130,549)	625,584
<b>Total</b>	<b>3,207,900</b>	<b>(1,152,157)</b>	<b>(201,399)</b>	<b>1,854,344</b>	<b>3,177,493</b>	<b>(1,095,479)</b>	<b>(136,821)</b>	<b>1,945,194</b>

Changes in the balance of the heading “*Tangible assets*” during 2017 and 2016 were as follows:

Thousand euro

	Note	Property	Furnishings and equipment	Investment property	Total
<b>Cost:</b>					
<b>Balances at 31 December 2015</b>		<b>962,874</b>	<b>1,436,456</b>	<b>895,655</b>	<b>3,294,985</b>
Additions		835	88,854	191,298	280,987
Disposals		(15,287)	(112,664)	(298,651)	(426,602)
Other transfers		-	-	36,226	36,226
Transfer of credit losses		-	-	(8,103)	(8,103)
<b>Balances at 31 December 2016</b>		<b>948,422</b>	<b>1,412,646</b>	<b>816,425</b>	<b>3,177,493</b>
Additions		1,353	69,514	154,544	225,411
Disposals		(17,511)	(13,004)	(49,988)	(80,503)
Other transfers		-	-	(93,201)	(93,201)
Transfer of credit losses		-	-	(21,301)	(21,301)
<b>Balances at 31 December 2017</b>		<b>932,264</b>	<b>1,469,156</b>	<b>806,479</b>	<b>3,207,899</b>
<b>Accumulated depreciation:</b>					
<b>Balances at 31 December 2015</b>		<b>178,628</b>	<b>878,610</b>	<b>56,326</b>	<b>1,113,564</b>
Additions		9,519	76,250	24,464	110,233
Disposals		(2,505)	(105,315)	(20,488)	(128,308)
Internal transfers		-	-	(10)	(10)
<b>Balances at 31 December 2016</b>		<b>185,642</b>	<b>849,545</b>	<b>60,292</b>	<b>1,095,479</b>
Additions		13,266	77,614	27,786	118,666
Disposals		(2,870)	(8,135)	(3,883)	(14,888)
Internal transfers		-	-	(47,101)	(47,101)
<b>Balances at 31 December 2017</b>		<b>196,038</b>	<b>919,024</b>	<b>37,094</b>	<b>1,152,156</b>
<b>Impairment losses:</b>					
<b>Balances at 31 December 2015</b>		<b>6,271</b>	<b>-</b>	<b>108,798</b>	<b>115,069</b>
Impairment through profit or loss	33	-	-	253,435	253,435
Reversal of impairment through profit or loss	33	-	-	(190,573)	(190,573)
Utilisations		-	-	(49,474)	(49,474)
Other transfers		-	-	8,363	8,363
Internal transfers		-	-	-	-
<b>Balances at 31 December 2016</b>		<b>6,271</b>	<b>-</b>	<b>130,549</b>	<b>136,820</b>
Impairment through profit or loss	33	10,643	4,657	291,407	306,707
Reversal of impairment through profit or loss	33	-	-	(223,898)	(223,898)
Utilisations		-	-	(9,604)	(9,604)
Other transfers		-	-	(8,626)	(8,626)
Internal transfers		-	-	-	-
<b>Balances at 31 December 2017</b>		<b>16,914</b>	<b>4,657</b>	<b>179,828</b>	<b>201,399</b>
<b>Net balances at 31 December 2016</b>		<b>756,509</b>	<b>563,101</b>	<b>625,584</b>	<b>1,945,194</b>
<b>Net balances at 31 December 2017</b>		<b>719,312</b>	<b>545,475</b>	<b>589,557</b>	<b>1,854,344</b>

Other information relating to tangible assets as at 31 December 2017 and 2016:

Thousand euro	2017	2016
Gross Value of own use tangible assets fully depreciated	360,459	318,388
Net book value of tangible assets relating foreign operations	4,166	3,318

The Group has formalised transactions for the sale of properties and in the same operation formalised an operating lease contract with buyers (maintenance, insurance and taxes to be borne by the bank) for the same, the main characteristics of which are described below:

Operating lease contracts	2017			Mandatory term
	No. properties sold	No. contracts with purchase option	No. contracts without purchase option	
2010	379	379	-	10 years
2012	4	4	-	15 years
2012 (inclusion Banco CAM)	20	20	-	10 to 12 years

In connection with this set of operational lease contracts:

Thousand euro	2017	2016
Operating lease expenses (*)	49,176	49,183
Current value of future payments up to 1 year	50,658	50,889
Current value of future payments between 1 and 5 years	142,481	155,778
Current value of future payments of more than 5 years	226,833	232,017

(\*) Recognised in the "Administrative expenses" heading, in the item on property, plant and equipment (see note 31).

For the batch of 379 properties sold in April 2010 for which an operating lease was arranged at the time of the sale, the income for the mandatory term of the lease, initially set at €37.5 thousand per month, is updated annually based on the Spanish CPI with a minimum increase of 2.75% per year until April 2018. For all other real estate, the income is updated annually with the Spanish CPI.

In compliance with the accounting obligations set forth in Article 86 of Law 27/2014 of 27 November on Corporation Tax, in respect of the mergers carried out to date between Banco de Sabadell, S.A. and Solbank SBD, S.A., Banco Herrero, S.A., Banco de Asturias, S.A., BanSabadell Leasing EFC, S.A., Solbank Leasing EFC, S.A., BanAsturias Leasing EFC, S.A., Banco Atlántico, S.A., Banco Urquijo, S.A., Europea de Inversiones y Rentas S.L., Banco CAM, S.A., Banco Guipuzcoano, S.A., BS Profesional, Axel Group, Sabadell Solbank S.A.U. (formerly Lloyds Bank) and Banco Gallego, S.A., the required information has been included in the first annual report of Banco de Sabadell, S.A., which was approved following the aforementioned mergers.

## Note 15 – Intangible assets

The composition of this item at 31 December 2017 and 2016 was as follows:

Thousand euro		
	2017	2016
<b>Goodwill</b>	<b>232,886</b>	<b>286,056</b>
Banco Urquijo	-	-
Grupo Banco Guipuzcoano	97,493	126,028
Sabadell United Bank, N.A.	443	541
From acquisition of Banco BMN Penedés assets	134,950	159,487
<b>Other intangible assets:</b>	<b>60,696</b>	<b>84,355</b>
With a finite useful life:	60,696	84,355
Contractual relations with customers and brand (Banco Urquijo)	2,115	3,465
Contractual relations with customers (Banco Guipuzcoano)	15,983	21,471
Private Banking Business, Miami	22,457	29,670
Administrative concessions	1,339	1,418
Computer applications	18,589	25,781
Other deferred expenses	213	2,550
<b>Total</b>	<b>293,582</b>	<b>370,411</b>

Changes in the balance of goodwill and intangible assets during 2017 and 2016 were as follows:

Thousand euro				
	Note	Goodwill		Total
		Cost	Depreciation	
<b>Balance at 31 December 2015</b>		<b>1,005,530</b>	<b>(642,270)</b>	<b>363,260</b>
Additions		-	(77,204)	(77,204)
Disposals		-	-	-
Other		-	-	-
<b>Balance at 31 December 2016</b>		<b>1,005,530</b>	<b>(719,474)</b>	<b>286,056</b>
Additions		-	(53,170)	(53,170)
Disposals		-	-	-
Other		-	-	-
<b>Balance at 31 December 2017</b>		<b>1,005,530</b>	<b>(772,644)</b>	<b>232,886</b>



Thousand euro

	Other intangible assets:		
	Cost	Depreciation	Total
<b>Balance at 31 December 2015</b>	<b>638,733</b>	<b>(535,256)</b>	<b>103,477</b>
Additions	9,888	(28,159)	(18,271)
Disposals	(3,926)	3,076	(850)
Other	-	-	-
<b>Balance at 31 December 2016</b>	<b>644,695</b>	<b>(560,339)</b>	<b>84,356</b>
Additions	3,145	(23,169)	(20,024)
Disposals	(179)	179	-
Other	(7,515)	3,879	(3,637)
<b>Balance at 31 December 2017</b>	<b>640,146</b>	<b>(579,450)</b>	<b>60,696</b>

The gross value of items included under other intangible assets that were in use and fully amortised at 31 December 2017 and 2016 amounted to €422,498 thousand and €415,899 thousand, respectively.

## Goodwill

As set forth in the regulatory framework of reference, Banco Sabadell has carried out an analysis to evaluate the existence of any potential impairment to its goodwill.

The valuation method used in this analysis was that of discounting future net distributable profit associated with the activity carried out by the bank over a 5-year projection period (to 2022). It is considered that by 2022, the bank will have generated recurring revenue, therefore the terminal value is calculated using that year as a reference and applying a perpetuity growth rate of 2%.

An interest rate of 10.2% was used, a figure reached through the CAPM (Capital Asset Pricing Model) approach. This rate is comprised of a risk-free rate of return on Spanish bonds, plus one market premium.

The key variables on which the financial projections are based are: growth in the buy-sell spread (determined by expected trading volumes and interest rates) and changes of other items on the income statement and capital ratios.

Recoverable values, both at Group-wide level and at the level of the UGEs, are higher than their respective book values and therefore no impairment has been recognised.

Furthermore, a number of sensitivity analyses have been carried out, in which individual key variables of the assessment are subjected to stress, and the results of this analysis do not show any sign of impairment.

Variables for which the various sensitivity analyses have been carried out were as follows:

- A 15% haircut on recurring fees and commissions for 2022.
- A 50% increase in recurring cost of risk for 2022.
- An increase in expenses for 2022, calculated by applying a multiplier of 5x the expected inflation to the expenses for 2022.
- A further 1% increase in the premium to calculate the interest rate.
- An increase of +0.5% of the minimum capital requirement for each year.
- No growth rate is applied.
- Aggregated assumption that jointly considers changes in all key variables: a 5% haircut in recurring fees and commissions in 2022, a 5% increase in the recurrent cost of risk for 2022, an increase in expenses as a result of the application of a multiplier of twice the expected inflation for 2022 expenses, an additional 0.5% increase in the premium to calculate the interest rate.

Macroeconomic assumptions used in the assessment of impairment to goodwill are as follows:

It is expected that the Spanish economy will maintain a positive growth moving forward and that it will continue to stand out in a positive light from other Eurozone countries. Activity will continue to be boosted by favourable funding conditions and a positive financial position of the private sector, as well as the good performance of the economy in the euro area. The adjustment of imbalances of recent years in Spain will favour a more sustainable economic growth over time. In 2018, GDP growth may be somewhat lower than that of the last three years, when economic activity experienced a significant amount of dynamism. This will occur in an environment in which many factors that had been lending support to this growth will no longer be present (the expansionary nature of the fiscal policy for 2015-2016, cheaper oil prices, etc.).

The surplus capacity which still exists in the economy offers a margin to continue growing above the potential GDP growth. Domestic demand will continue being the main driver of economic growth, while net external demand will continue to contribute positively towards GDP. Lending activity will gradually recover after the significant adjustments of recent years, although the growth rate will be slower than that of nominal GDP. In terms of the real estate sector, activity will continue to be positive, although performance will vary substantially between regions. After record highs, tourist activity may begin to slow down. The sector will be affected by factors such as Brexit and the recovery of tourist destinations that compete with Spain. As regards the labour market, a fast rate of job creation will prevail, with an ongoing decline in unemployment rates and moderate salary growth. The positive performance of the economy will allow public deficit to decline once more, and further credit rating upgrades may be seen.

Evaluation of whether there is any evidence of significant impairment to goodwill:

#### **Banco Urquijo**

The goodwill of Banco Urquijo is assigned to cash generating units (UGE, for their acronym in Spanish), which are expected to benefit from the identified synergies. The UGEs and their weight as a percentage of Banco Urquijo's total goodwill are: Private Banking UGE (12.7%), Commercial Banking UGE (21.2%), Corporate Banking UGE (1.9%) and Other UGEs (2.3%). In the case of synergies that could not be assigned to a specific UGE due to limited available historical information of the acquired entity have been assigned to the set of UGEs (61.9%).

#### **Banco Guipuzcoano**

Banco Guipuzcoano's goodwill was assigned to the Commercial Banking UGE and reflects the future income-generating capacity of the acquired assets and liabilities, the value of the potential income and cost synergies identified and the costs associated with the transaction.

#### **BMN-Penedès**

Goodwill generated from the business combination corresponding to the acquisition of assets from BMN-Penedès was assigned to the Commercial Banking UGE.

In accordance with the specifications of the restated text of the Corporation Tax Law, the generated goodwill is not tax-deductible.

## Other intangible assets

### **Banco Urquijo**

Under other intangible assets, the main intangible assets associated with the purchase of Banco Urquijo were mainly the values of contractual rights under agreements with customers taken over from Banco Urquijo in relation to certain products (SICAVs, mutual and pension funds, credit/debit cards, short-term loans and credit pending collection, brokerage and securities custody), the values of deposits and the value of the Banco Urquijo brand.

These intangible assets have a finite useful life of twelve years for Private Banking customers, seven years for Commercial Banking customers and five years for all other customers, and are amortised on a straight-line basis depending on this useful life, in a similar way to tangible assets.

### **Private Banking business, Miami**

Intangible assets associated with the acquisition in 2008 of the Private Banking business in Miami include the value of contractual rights arising from relationships with customers taken over from this business, mainly short-term loans and credit pending collection, and deposits. These assets are amortised within 15 years from their creation.

### **Caja de Ahorros del Mediterráneo Miami Agency business**

Intangible assets associated with the acquisition in 2012 of the Caja de Ahorros del Mediterráneo Miami Agency business include the value of contractual rights arising from relationships with customers taken over from this business, mainly deposits. These assets are amortised within 10 years from their creation.

### **Private Banking business of Lloyds Bank Miami**

Intangible assets associated with the acquisition in 2013 of the private banking business of Lloyds Bank in Miami include the value of contractual rights arising from relationships with customers taken over from this business, mainly deposits and contractual relationships with certain customers. These assets are amortised within 10 years from their creation.

### **Banco Guipuzcoano**

The intangible assets associated with the acquisition of Banco Guipuzcoano mainly include the value of the contractual rights arising from relationships with customers taken over from Banco Guipuzcoano for core deposits and mutual funds. The valuation of core deposits has been carried out with the income approach using the cost savings method. The fair value was mainly determined by estimating the net present value of the cash flows generated by the lower cost of core deposits compared with alternative sources of funding. Mutual fund management was valued by the income approach using the excess earnings method. The fair value was mainly determined by estimating the net present value of the cash flows generated by the fees received for the sale of mutual funds. These assets are amortised within ten years from the date of acquisition of Banco Guipuzcoano.

To measure the evidence of impairment of other intangible assets, the value in use is calculated using the income approach (discounted cash flows), with the multi-period excess earnings technique being used for income from contractual customer relations and deposits, and the price premium technique to measure the brand value. These intangible assets have not suffered any decline in value.

The concept of IT applications mainly includes the activation of the cost associated with the development of the Group's computer software and the purchase of software licences.

## Note 16 – Other assets

The composition of the heading “Other assets” at 31 December 2017 and 2016 was as follows:

Thousand euro	2017	2016
Insurance contracts linked to pensions	139,114	153,989
Rest of other assets	241,995	178,725
<b>Total</b>	<b>381,109</b>	<b>332,714</b>

The heading “*Rest of Other assets*” includes mainly unearned expenses paid, the accrual of fees and commissions and transactions in progress.

## Note 17 – Deposits with credit institutions and central banks

The breakdown of deposits in credit institutions and central banks in the balance sheets at 31 December 2017 and 2016 is as follows:

Thousand euro	2017	2016
<b>By heading:</b>		
Financial liabilities measured at amortised cost	35,409,510	26,778,736
<b>Total</b>	<b>35,409,510</b>	<b>26,778,736</b>
<b>By nature:</b>		
Demand deposits	242,716	326,724
Deposits with agreed maturity	25,406,593	17,325,878
Sale of assets	9,591,000	8,981,347
Deposits redeemable at notice	-	-
Hybrid financial liabilities	-	-
Other accounts	156,648	130,523
Valuation adjustments	12,553	14,264
<b>Total</b>	<b>35,409,510</b>	<b>26,778,736</b>
<b>By currency:</b>		
In euro	32,588,046	22,604,359
In foreign currency	2,821,464	4,174,377
<b>Total</b>	<b>35,409,510</b>	<b>26,778,736</b>

The increase in term deposits is mainly due to the bank’s participation in the targeted longer-term refinancing operations, TLTRO II, as explained in Note 3.4.2.4.

## Note 18 – Customer deposits

The deposits from customers recognised on the balance sheets at 31 December 2017 and 2016 can be analysed as follows:

Thousand euro	2017	2016
<b>By heading:</b>		
Financial liabilities measured at amortised cost	103,260,233	98,340,230
<b>Total</b>	<b>103,260,233</b>	<b>98,340,230</b>
<b>By nature:</b>		
Demand deposits	70,408,266	60,092,441
Deposits with agreed maturity	27,584,343	32,117,306
Fixed term	23,147,157	26,901,360
Non-marketable covered bonds and bonds issued	2,412,422	2,691,720
Rest	2,024,764	2,524,226
Deposits redeemable at notice	-	-
Hybrid financial liabilities	2,017,648	4,819,457
Sale of assets	3,121,601	1,114,854
Valuation adjustments	128,375	196,171
<b>Total</b>	<b>103,260,233</b>	<b>98,340,230</b>
<b>By sector:</b>		
General governments	5,416,312	3,673,493
Other sectors	97,715,546	94,470,566
Other valuation adjustments (interest, fees and commissions, other)	128,375	196,171
<b>Total</b>	<b>103,260,233</b>	<b>98,340,230</b>
<b>By currency:</b>		
In euro	97,380,199	92,138,762
In foreign currency	5,880,034	6,201,468
<b>Total</b>	<b>103,260,233</b>	<b>98,340,230</b>

## Note 19 – Debt securities issued

Details of “*Debt securities issued*” by the bank by type of issuance and recognised on the balance sheets at 31 December 2017 and 2016 are as follows:

Thousand euro	2017	2016
Straight bonds	4,749,604	4,654,256
Straight bonds	4,413,506	3,236,183
Structured bonds	336,098	359,023
Government guaranteed ordinary bonds	-	1,059,050
Promissory notes	5,421,995	6,270,169
Covered bonds	10,099,200	10,856,100
Territorial bonds	-	-
Subordinated marketable debt securities	2,074,600	1,001,080
Subordinated liabilities	924,600	982,680
Preference shares	1,150,000	18,400
Valuation and other adjustments	27,891	110,127
<b>Total</b>	<b>22,373,290</b>	<b>22,891,733</b>

Schedule 5 shows details of the outstanding issuances at 2017 and 2016 year-end.

Two issues of preference shares contingently convertible into the bank’s ordinary shares (Additional Tier 1) have been carried out in 2017. On 18 May 2017, Banco Sabadell carried out its first Additional Tier 1 issuance, amounting to €750,000 thousand with a coupon rate of 6.5%. Subsequently, on 23 November 2017, it carried out a second Additional Tier 1 issuance, amounting to €400,000 thousand with a coupon rate of 6.125%.

Expenses relating to the remuneration of preference shares contingently convertible into ordinary shares amounted to €32,870 thousand as at 31 December 2017.

On 28 October 2017, the final maturity was reached of the Series IV/2013 Mandatory Convertible Subordinated Bond issue, resulting in the mandatory conversion of the 70,720,450 Series IV/2013 Bonds which remained in circulation into ordinary shares of Banco Sabadell. As a result, on 16 November 2017, the public deed for the capital increase of a nominal amount of €1,351,688.125 was registered with the Alicante Mercantile Registry, agreed by the Executive Committee of Banco Sabadell on 02 November 2017, to attend to the mandatory total conversion arising from the maturity of the issue of Mandatory Convertible Subordinated Bonds Series IV/2013, which gave rise to the conversion of the 70,720,450 bonds still in circulation and to the issue and allotment of a total of 10,813,505 ordinary shares of Banco Sabadell. On 23 November 2017, the National Securities Market Commission (CNMV) verified that the requirements for the admission to trading of these new shares with a par value of 0.125 euros each issued by Banco Sabadell had been satisfied. Lastly, on 23 November 2017, the Governing Bodies of the Stock Exchanges of Barcelona, Bilbao, Madrid and Valencia agreed to the admission to trading of the aforementioned new shares, for which reason the effective trading of these new shares in the Stock Exchanges of Barcelona, Bilbao, Madrid and Valencia through Spain’s electronic trading system (S.I.B.E, also called *Mercado Continuo*) was initiated on 24 November 2017.

The nominal amounts issued and the outstanding nominal balance of the mandatory convertible subordinated bonds were as follows:

Thousand euro

Mandatory convertible bonds	Opening nominal balance	Outstanding nominal balance	
		2017	2016
Bonds IV/2013	70,720	-	17,680

The capital increases implemented as a result of the voluntary and mandatory partial conversions in 2017 and 2016 are as follows:

Issue	Conversion/ maturity date	Reason for conversion	Bonds converted (*)	Shares issued	Capital increase at nominal value (thousand euro)	Date of admission to quotation
OSNC IV/2013	10/28/2017	mandatory total conversion	70,720,450	10,813,505	1,352	11/23/2017
<b>Total 2017 (**)</b>					<b>1,352</b>	
OSNC III/2013	10/28/2016	mandatory total conversion	42,237,846	35,168,313	4,396	11/16/2016
OSNC IV/2013	10/28/2016	mandatory partial conversion	-	14,721,130	1,840	11/16/2016
<b>Total 2016 (**)</b>					<b>6,236</b>	

(\*) In the OSNC (mandatory convertibles) IV/2013 issue, each year 25% of the nominal value of the 70,720,450 bonds was converted through a reduction of 25% of the initial nominal value..

(\*\*) See Statement of changes in equity for 2017 and 2016.

Expenses relating to the remuneration of mandatory convertible subordinated bonds amounted to €726 thousand at 31 December 2017.

On 10 November 2017, Banco Sabadell, S.A. announced by means of a significant event the early amortisation of the full nominal balance of the Subordinated Bonds Series I/2011, i.e. €40,400,000, once it had obtained prior authorisation from the European Central Bank on 13 October 2017. This issue was amortised with effective date of 27 November 2017, to coincide with the coupon payment date.

On 17 November 2017, Banco Sabadell announced by means of a notification in the Financial Times aimed at the holders of the “Step Up Fixed/Floating Rate Non-Cumulative Perpetual Preferred Securities Series I/2006” Preference Shares, listed on the London Stock Exchange, once it had obtained prior authorisation from the European Central Bank on 31 October 2017, the early amortisation of the full nominal balance of this issue, i.e. €18,400,000. This issue was amortised with effective date of 20 December 2017, to coincide with the coupon payment date.

## Note 20 – Other financial liabilities

The breakdown of the balance of other financial liabilities at 31 December 2017 and 2016 was as follows:

Thousand euro	2017	2016
<b>By heading:</b>		
Financial liabilities measured at amortised cost	2,763,041	2,553,475
<b>Total</b>	<b>2,763,041</b>	<b>2,553,475</b>
<b>By nature:</b>		
Debentures payable	294,681	331,680
Guarantee deposits received	66,275	56,423
Clearing houses	730,746	626,516
Collection accounts	1,031,419	889,252
Other financial liabilities (*)	639,920	649,604
<b>Total</b>	<b>2,763,041</b>	<b>2,553,475</b>
<b>By currency:</b>		
In euro	2,694,278	2,394,088
In foreign currency	68,763	159,387
<b>Total</b>	<b>2,763,041</b>	<b>2,553,475</b>

(\*) Includes trade payables.

The following table shows information relating to days payable outstanding (DPO, as required by Additional Provision Three of Law 15/2010, taking into account the amendments introduced by Law 31/2014 of 3 December, amending the Capital Companies Act in order to improve corporate governance:

Number of days and thousand euro	2017	2016
<b>Days</b>		
Average payment period for suppliers	18.72	20.89
Ratio of paid operations	18.72	20.88
Ratio of operations pending payment	36.84	46.78
<b>Amount</b>		
Total payments made	921,155	934,900
Total payments pending	187	326



## Note 21 – Provisions, contingent assets and liabilities

Movements in the “*Provisions*” heading during 2017 and 2016 are shown below:

Thousand euro

	Pensions and other post-employment defined benefit obligations	Other long term employee benefits	Pending legal issues and tax litigation	Commitments and guarantees given	Other provisions	Total
<b>Balance at 31 December 2015</b>	<b>86,305</b>	<b>28,384</b>	<b>51,071</b>	<b>106,563</b>	<b>47,670</b>	<b>319,993</b>
<b>Scope additions/exclusions</b>	-	-	-	-	-	-
<b>Interest and similar charges - pension commitments</b>	<b>1,410</b>	<b>400</b>	-	-	-	<b>1,810</b>
<b>Allowances charged to income statement - staff expenses (*)</b>	<b>2,311</b>	<b>11</b>	-	-	-	<b>2,322</b>
<b>Allowances charged to income statement - provisions</b>	<b>546</b>	<b>2,986</b>	<b>437</b>	<b>86,708</b>	<b>4,443</b>	<b>95,120</b>
Provisions	-	6,025	1,771	177,024	24,475	209,295
Reversal of provisions	-	-	(1,334)	(90,316)	(20,032)	(111,682)
Actuarial losses / (gains)	546	(3,039)	-	-	-	(2,493)
<b>Exchange differences</b>	-	-	-	<b>(882)</b>	-	<b>(882)</b>
<b>Utilisations:</b>	<b>(11,268)</b>	<b>(12,810)</b>	<b>(10,797)</b>	<b>(14)</b>	<b>(7,473)</b>	<b>(42,362)</b>
Contributions of the promoter	-	(1,335)	-	-	-	(1,335)
Pension payments	(9,796)	(11,449)	-	-	-	(21,245)
Other	(1,472)	(26)	(10,797)	(14)	(7,473)	(19,782)
<b>Other movements</b>	<b>10,166</b>	<b>(212)</b>	<b>7,794</b>	-	<b>368</b>	<b>18,116</b>
<b>Balance at 31 December 2016</b>	<b>89,470</b>	<b>18,759</b>	<b>48,505</b>	<b>192,375</b>	<b>45,008</b>	<b>394,117</b>
<b>Scope additions/exclusions</b>	-	-	-	-	-	-
<b>Interest and similar charges - pension commitments</b>	<b>1,050</b>	<b>183</b>	-	-	-	<b>1,233</b>
<b>Allowances charged to income statement - staff expenses (*)</b>	<b>1,995</b>	<b>7</b>	-	-	-	<b>2,002</b>
<b>Allowances charged to income statement - provisions</b>	<b>(518)</b>	<b>(71)</b>	<b>(3,446)</b>	<b>(39,395)</b>	<b>10,253</b>	<b>(33,177)</b>
Provisions	-	844	413	126,699	15,911	143,867
Reversal of provisions	-	-	(3,859)	(166,094)	(5,658)	(175,611)
Actuarial losses / (gains)	(518)	(915)	-	-	-	(1,433)
<b>Exchange differences</b>	-	-	-	<b>(2,566)</b>	-	<b>(2,566)</b>
<b>Utilisations:</b>	<b>(31)</b>	<b>(8,514)</b>	<b>(9,665)</b>	-	<b>(1,640)</b>	<b>(19,850)</b>
Contributions of the promoter	-	(358)	-	-	-	(358)
Pension payments	(9,272)	(8,192)	-	-	-	(17,464)
Other	9,241	36	(9,665)	-	(1,640)	(2,028)
<b>Other movements</b>	<b>(7,123)</b>	<b>(73)</b>	-	-	<b>519</b>	<b>(6,677)</b>
<b>Balance at 31 December 2017</b>	<b>84,843</b>	<b>10,291</b>	<b>35,394</b>	<b>150,415</b>	<b>54,140</b>	<b>335,082</b>

(\*) See Note 31.

The headings “*Pensions and other post-employment defined benefit obligations*” and “*Other long term employee benefits*” includes the amount of provisions for the coverage of post-employment remuneration and commitments undertaken with early retirees and similar commitments.

The heading “*Provisions for commitments and guarantees given*” includes the amount of provisions for the coverage of contingent liabilities arising as a result of financial guarantees or other types of contract.

During the usual course of business, the bank is exposed to fiscal, legal and regulatory contingencies, among others. All significant contingencies are analysed on a regular basis, with the collaboration of third party experts when necessary, in order to determine the probability of the bank being required to make a disbursement. In cases in which a disbursement is considered likely, a provision is allocated, the amount of which is equivalent to the best estimate of the current value of such disbursement, which is registered in the following way:

- In the heading “*Pending legal issues and tax litigation*”, provisions for tax contingencies, which mainly include tax authority inspection reports that have been contested (see Note 36) and contested tax settlements, amounted to €35 million at 31 December 2017 (€49 million at 31 December 2016).
- In the heading “*Other provisions*”, those corresponding to provisions for legal contingencies amounted to €37 million at 31 December 2017 (€30 million at 31 December 2016).

The final disbursement amount and the payment schedule are uncertain due to the difficulties inherent in estimating the factors used to determine the provision amount.

With regard to the potential impacts for Banco Sabadell on the reimbursement of amounts paid as a result of the application of mortgage floor clauses, whether as a result of the hypothetical voiding by the courts of law of floor clauses or whether due to the implementation of Royal Decree-Law 1/2017 of 20 January on measures to protect consumers regarding floor clauses, it is necessary to take the following into account:

Banco Sabadell believes that its floor clauses are transparent and clear-cut. The aforementioned floor clauses have not been generically voided by any final ruling, therefore the bank considers that it has legal arguments that should be reviewed and taken into consideration in the proceeding being pursued with the Provincial Court of Madrid against the ruling of the Juzgado Mercantil no.11 in Madrid on the nullity of interest rate floor clauses.

Our assessment is that the probability of the risk of Banco Sabadell floor clauses being definitively and generically declared null and void by higher instance courts is remote, both for underlying and temporary reasons, for which reason provisions satisfying the requirements of IAS 37 are not necessary.

The above notwithstanding, the publication of Royal Decree-Law 1/2017 of 20 January on urgent measures to protect consumers regarding floor clauses sets forth a series of measures which Banco Sabadell is implementing, which neither presuppose nor prejudice the validity of floor clauses in Banco Sabadell's mortgage contracts, for each case that is presented. These measures also require an assessment to be made on a case-by-case basis to determine whether floor clauses meet the transparency requirements set out by the Supreme Court.

In an adverse scenario which is currently not considered likely, the maximum impact would amount to €261.7 million.

## Pensions and similar obligations

The origins of liabilities recognised in respect of post-employment benefits and other similar long-term obligations on the bank's balance sheet are shown below:

Thousand euro	2017	2016	2015	2014	2013
Obligations arising from pension commitments and similar	787,671	857,006	858,548	1,044,127	952,691
Fair value of scheme assets	(692,537)	(749,295)	(744,256)	(922,165)	(806,132)
<b>Net liability recognised on balance sheet</b>	<b>95,134</b>	<b>107,711</b>	<b>114,292</b>	<b>121,962</b>	<b>146,559</b>

The yield on the pension scheme was negative at -0.15% and the yield on the E.P.S.V. was negative at -0.93% for 2017.

The yield on the pension scheme was negative at -0.91% and the yield on the E.P.S.V. (voluntary social welfare agency) was 0.15% for 2016.

Movements during 2017 and 2016 in obligations due to pensions and similar commitments and the fair value of the scheme assets are as follows:

Thousand euro	Obligations arising from pension commitments and similar	Fair value of scheme assets
<b>Balance at 31 December 2015</b>	<b>858,548</b>	<b>744,256</b>
Interest costs	14,520	-
Interest income	-	12,710
Normal cost in year	2,322	-
Past service cost	4,690	-
Benefit payments	(58,380)	(37,135)
Settlements, reductions and terminations	(12,544)	(13,092)
Contributions made by the institution	-	(924)
Actuarial gains and losses due to changes in demographic assumptions	-	-
Actuarial gains and losses due to changes in financial assumptions	47,694	-
Actuarial gains and losses in experience assumptions	3,098	-
Yield on scheme assets excluding interest income	-	46,422
Other movements	(2,942)	(2,942)
<b>Balance at 31 December 2016</b>	<b>857,006</b>	<b>749,295</b>
Interest costs	10,372	-
Interest income	-	9,139
Normal cost in year	2,002	-
Past service cost	486	-
Benefit payments	(55,069)	(37,604)
Settlements, reductions and terminations	1,724	2,242
Contributions made by the institution	-	(249)
Actuarial gains and losses due to changes in demographic assumptions	-	-
Actuarial gains and losses due to changes in financial assumptions	(23,139)	-
Actuarial gains and losses in experience assumptions	(108)	-
Yield on scheme assets excluding interest income	-	(24,683)
Other movements	(5,603)	(5,603)
<b>Balance at 31 December 2017</b>	<b>787,671</b>	<b>692,537</b>

The breakdown of the bank's pensions and similar commitments at 31 December 2017 and 2016, by financing vehicle, coverage and interest rate applied in their calculation, is shown below:

Thousand euro			
<b>2017</b>			
<b>Financing vehicle</b>	<b>Coverage</b>	<b>Amount</b>	<b>Interest rate</b>
<b>Pension schemes</b>		<b>427,904</b>	
Insurance policies with related parties	Matched	44,988	1.50%
Insurance policies with unrelated parties	Matched	382,916	1.50%
<b>Insurance policies</b>		<b>349,766</b>	
Insurance policies with related parties	Matched	89,930	1.50%
Insurance policies with unrelated parties	Matched	259,836	1.50%
<b>Internal funds</b>	Without cover	<b>10,001</b>	1.50%
<b>Total commitments</b>		<b>787,671</b>	

Thousand euro			
<b>2016</b>			
<b>Financing vehicle</b>	<b>Coverage</b>	<b>Amount</b>	<b>Interest rate</b>
<b>Pension schemes</b>		<b>459,487</b>	
Insurance policies with related parties	Matched	50,204	1.25%
Insurance policies with unrelated parties	Matched	409,283	1.25%
<b>Insurance policies</b>		<b>379,596</b>	
Insurance policies with related parties	Matched	98,272	1.25%
Insurance policies with unrelated parties	Matched	281,324	1.25%
<b>Internal funds</b>	Without cover	<b>17,923</b>	1.25%
<b>Total commitments</b>		<b>857,006</b>	

The amount of obligations covered with matched insurance policies at 31 December 2017 was €777,670 thousand (€839,083 thousand at 31 December 2016), therefore in 98.73% of its commitments (97.91% at 31 December 2016), the bank had no mortality risk (mortality tables) or profitability risk (interest rates). Therefore, the evolution of interest rates throughout the year has not had an impact on the bank's financial situation.

The amount of obligations covered with specific assets was €777,670 thousand (of which €186 thousand covered early retirement commitments) at 31 December 2017 and €839,083 thousand (of which €711 thousand covered early retirement commitments) at 31 December 2016.

The sensitivity analysis for each key actuarial assumption, at 31 December 2017 and 31 December 2016, shows how the obligation would have been affected and the cost of the services during the current year for reasonably likely changes on such date:

%	2017	2016
<b>Sensitivity analysis</b>	<b>Change percentage</b>	
<b>Discount rate</b>		
<b>Discount rate -50 basis points:</b>		
Assumption	1.00%	0.75%
Change in obligation	6.00%	6.13%
Change in cost of services in current year	8.21%	9.09%
<b>Discount rate +50 basis points:</b>		
Assumption	2.00%	1.75%
Change in obligation	(5.38%)	(5.58%)
Change in cost of services in current year	(7.08%)	(8.04%)
<b>Salary increase rate</b>		
<b>Salary increase rate -50 basis points:</b>		
Assumption	2.50%	2.50%
Change in obligation	(0.30%)	(0.34%)
Change in cost of services in current year	(2.32%)	(3.42%)
<b>Salary increase rate +50 basis points:</b>		
Assumption	3.50%	3.50%
Change in obligation	0.31%	0.34%
Change in cost of services in current year	2.43%	3.50%

Estimates of probability-weighted present values at 31 December 2017 of benefits payable over the next ten years are shown below:

	Years										
	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	Total
Probable pensions	14,284	11,885	9,715	8,695	8,179	7,853	7,597	7,317	7,030	6,748	<b>89,303</b>

The fair value of assets linked to pensions accounted for on the asset side of the bank's balance sheet amounted to €139,114 thousand at 31 December 2017 and €153,989 thousand at 31 December 2016.

The main categories of the scheme's assets, expressed as a percentage of the total, are shown hereafter:

%	2017	2016
Own equity items	0.02%	0.02%
Other equity instruments	-	-
Debt instruments	2.10%	2.51%
Investment funds	1.41%	1.07%
Deposits and current accounts	0.45%	0.74%
Other (insurance policies with unrelated parties)	96.02%	95.66%
<b>Total</b>	<b>100%</b>	<b>100%</b>

The fair value of the assets in the scheme includes the following financial instruments issued by the bank:

Thousand euro	2017	2016
Equity instruments	165	131
Debt instruments	-	-
Deposits and current accounts	3,123	517
<b>Total</b>	<b>3,288</b>	<b>648</b>

## Note 22 – Equity

The balance of own funds recognised on the balance sheets at 31 December 2017 and 2016 can be analysed as follows:

Thousand euro	2017	2016
Capital	703,371	702,019
Share premium	7,899,227	7,882,899
Equity instruments issued other than capital	-	-
Other equity	7,785	23,818
Retained earnings	-	-
Revaluation reserves	-	-
Other reserves	2,020,866	1,933,216
(-) Treasury shares	(87,953)	(89,380)
Profit/(loss) attributable to owners of the parent company	519,170	379,839
(-) Interim dividends	(111,628)	(111,281)
<b>Total</b>	<b>10,950,838</b>	<b>10,721,130</b>

### Capital

#### Share capital at year-end

The bank's share capital at 31 December 2017 stood at €703,370,578.625, represented by 5,626,964,701 registered shares with a par value of €0.125 each (€702,018,899.50 represented by 5,616,151,196 registered shares with the same par value at 31 December 2016). All shares have been fully disbursed and are numbered in sequential order from 1 through 5,626,964,701, inclusive.

The bank's shares are listed on the Madrid, Barcelona, Bilbao and Valencia stock exchanges and on Spain's electronic market (*mercado continuo*), managed by Sociedad de Bolsas, S.A.

None of the other companies included in the scope of consolidation are listed on the stock exchange.

The rights conferred to the equity instruments are those regulated by the Capital Companies Act. During the Annual General Meeting, shareholders can issue a percentage of votes equivalent to the percentage of the share capital in their possession.

## Changes in share capital in 2017

Thousand euro

	Number of shares	Capital
<b>Balances at 31 December 2016</b>	<b>5,616,151,196</b>	<b>702,019</b>
Conversion of mandatory convertible bonds IV / 2013 - November 2017 (*)	10,813,505	1,352
<b>Balances at 31 December 2017</b>	<b>5,626,964,701</b>	<b>703,371</b>

(\*) See Note 19.

## Significant investments in the bank's capital

As required by Article 23 of Royal Decree 1362/2007 of 19 October, implementing the Securities Market Law 24/1988 of 28 July, on transparency requirements relating to information on the issuers whose securities have been admitted to trading on an official secondary market or on any other European Union regulated market, the following table gives details of significant investments in Banco Sabadell (i.e. investments amounting to 3% or more of its share capital or voting rights) at 31 December 2017:

Company	Direct holding	Number of voting rights	Indirect holding
Various subsidiaries de BlackRock Inc.	4.99%	280,898	BlackRock Inc.
Fintech Investments Ltd.	3.42%	192,209	Winthrop Securities Ltd.

The sources for the information provided are communications sent by shareholders to the Spanish Securities Exchange Commission (CNMV) or directly to the institution.

## Share premium

The balance in the share premium account at 31 December 2017 amounted to €7,899,227 thousand (€7,882,899 thousand as at 31 December 2016).

Changes made during 2017 and 2016 are shown below.

Thousand euro

<b>Balance at 31 December 2015</b>	<b>7,935,665</b>
Capital increase	-
Conversion of subordinated bonds (equity)	-
Conversion of subordinated bonds (financial liabilities)	53,682
Dividend payment	(106,448)
Reclassification of capital increase expenses to reserves	-
Rest	-
<b>Balance at 31 December 2016</b>	<b>7,882,899</b>
Capital increase	-
Conversion of subordinated bonds (equity)	-
Conversion of subordinated bonds (financial liabilities)	16,328
Dividend payment	-
Reclassification of capital increase expenses to reserves	-
Rest	-
<b>Balance at 31 December 2017</b>	<b>7,899,227</b>

## Other reserves

The balance of this heading breaks down as follows on the balance sheets at 31 December 2017 and 2016:

Thousand euro	2017	2016
<b>Restricted reserves:</b>	<b>414,921</b>	<b>377,791</b>
Legal reserve	140,404	135,981
Reserves for treasury shares pledged as security	226,869	194,477
Capitalisation reserve Law 27/2014	35,985	35,985
Canary Island investment reserve	8,548	8,233
Reserve for capital redenomination in euro	113	113
Capital redemption reserve	3,002	3,002
<b>Unrestricted reserves</b>	<b>1,605,945</b>	<b>1,555,425</b>
<b>Total</b>	<b>2,020,866</b>	<b>1,933,216</b>

## Other equity

Other equity includes the amounts of instruments associated with remuneration paid through long-term share-based incentives schemes (see Note 31 “*Staff expenses*”) which, at 31 December 2017 and 2016 amounted to €7,785 thousand and €23,818 thousand.

## Business involving equity instruments

Movements in the parent company’s shares acquired by the bank were as follows:

	No. of shares	Nominal value (in thousand euro)	Average price (in euro)	% Holding
<b>Balance at 31 December 2015</b>	<b>114,844,636</b>	<b>14,355.58</b>	<b>1.99</b>	<b>2.11</b>
Purchases	238,760,796	29,845.10	1.34	4.25
Sales	301,703,766	37,712.97	1.52	5.37
<b>Balance at 31 December 2016</b>	<b>51,901,666</b>	<b>6,487.71</b>	<b>1.72</b>	<b>0.92</b>
Purchases	202,784,158	25,348.02	1.67	3.60
Sales	206,452,578	25,806.57	1.66	3.67
<b>Balance at 31 December 2017</b>	<b>48,233,246</b>	<b>6,029.16</b>	<b>1.82</b>	<b>0.86</b>

Net gains and losses arising on transactions in the bank’s equity instruments have been included under the heading “*Own funds - Other reserves*” on the balance sheet, and they are shown in the statement of changes in equity, in the row corresponding to sales or cancellations of treasury shares.

At 31 December 2017, 136,998,348 of the bank’s shares were pledged as guarantee for transactions with a nominal value of €17,125 thousand (146,996,917 shares with a nominal value of €18,375 thousand at 31 December 2016).



The number of equity instruments of Banco de Sabadell, S.A. owned by third parties but managed by the different companies of the Group was 16,051,137 securities and 16,886,009 securities at 31 December 2017 and 2016, the nominal value of which amounted to €2,006 thousand and €2,111 thousand. In both years, 100% of the securities corresponded to Banco Sabadell shares.

## Note 23 – Accumulated other comprehensive income

The breakdown of the bank's valuation adjustments at 31 December 2017 and 2016 is as follows:

Thousand euro			2017	2016
Items that will not be reclassified to profit or loss			6,767	13,260
Actuarial gains or (-) losses on defined benefit pension schemes			6,767	13,260
Non-current assets and disposal groups classified as held for sale			-	-
Other valuation adjustments			-	-
Items that may be reclassified to profit or loss			103,541	253,316
Hedge of net investments in foreign operations (effective portion)			-	-
Foreign currency translation			(6,866)	35,316
Hedging derivatives. Cash flow hedges (effective portion)			(98,030)	(39,496)
Available-for-sale financial assets			208,437	257,496
Debt instruments			175,024	230,477
Equity instruments			33,413	27,019
Non-current assets and disposal groups classified as held for sale			-	-
<b>Total</b>			<b>110,308</b>	<b>266,576</b>

The breakdown of taxes on gains relating to each item on the statement of recognised income and expenses at 31 December 2017 and 2016 was as follows:

Thousand euro						
	2017			2016		
	Gross amount	Tax effect	Net	Gross amount	Tax effect	Net
Items that will not be reclassified to profit or loss	(9,278)	2,783	(6,495)	1,499	(449)	1,050
Actuarial gains or (-) losses on defined benefit pension schemes	(9,278)	2,783	(6,495)	1,499	(449)	1,049
Non-current assets and disposal groups classified as held for sale	-	-	-	-	-	-
Other valuation adjustments	-	-	-	-	-	-
Items that may be reclassified to profit or loss	(193,261)	43,488	(149,773)	(122,758)	36,826	(85,932)
Hedge of net investments in foreign operations (effective portion)	-	-	-	-	-	-
Foreign currency translation	(42,182)	-	(42,182)	22,300	(6,690)	15,610
Hedging derivatives. Cash flow hedges (effective portion)	(83,619)	25,086	(58,533)	(87,501)	26,251	(61,250)
Available-for-sale financial assets	(67,460)	18,402	(49,058)	(57,557)	17,265	(40,292)
Debt instruments	(76,595)	21,143	(55,452)	(26,137)	7,840	(18,297)
Equity instruments	9,135	(2,741)	6,394	(31,420)	9,425	(21,995)
Other value adjustments	-	-	-	-	-	-
Non-current assets and disposal groups classified as held for sale	-	-	-	-	-	-
<b>Total</b>	<b>(202,539)</b>	<b>46,271</b>	<b>(156,268)</b>	<b>(121,259)</b>	<b>36,377</b>	<b>(84,882)</b>

## Note 24 – Guarantees given

The breakdown of guarantees given is as follows:

Thousand euro		
	2017	2016
Financial guarantees	2,358,198	2,151,249
Assets under third party obligations	-	-
Non-revocable documentary credit	838,889	1,119,352
Additional settlement guarantee	20,000	20,000
Other bonds and guarantees given	5,937,242	5,540,979
Other contingent liabilities	-	-
<b>Total</b>	<b>9,154,329</b>	<b>8,831,580</b>

### Doubtful guarantees given

Changes produced in the balance of doubtful guarantees given were as follows:

Thousand euro	
<b>Balances at 31 December 2015</b>	<b>89,827</b>
Additions	77,472
Disposals	(63,160)
<b>Balances at 31 December 2016</b>	<b>104,139</b>
Additions	21,783
Disposals	(68,030)
<b>Balances at 31 December 2017</b>	<b>57,892</b>

The breakdown of the balance of doubtful guarantees given by geography at 31 December 2017 and 2016 is as follows:

Thousand euro		
	2017	2016
Spain	56,766	103,728
Rest of European Union	22	12
Ibero-America	145	111
Rest of OECD	-	-
Rest of the world	959	288
<b>Total</b>	<b>57,892</b>	<b>104,139</b>

Credit risk hedging for guarantees given is as follows:

Thousand euro

	2017	2016
<b>Specific coverage determined individually:</b>	<b>19,445</b>	<b>12,236</b>
Hedging of customer insolvency risk	19,445	12,236
<b>Specific coverage determined collectively:</b>	<b>12,462</b>	<b>13,125</b>
Hedging of customer insolvency risk	10,495	10,865
Allowances for country risk	1,967	2,260
<b>IBNR coverage (*)</b>	<b>35,900</b>	<b>30,103</b>
<b>Total</b>	<b>67,807</b>	<b>55,464</b>

(\*) Collective value adjustments for losses incurred but not reported (see Note 1.3.3).

Changes in this hedge, together with the heading “*Contingent commitments given*”, included under the heading “*Provisions*” on the liabilities side, are detailed in Note 21.

## Note 25 – Contingent commitments given

The composition of this item at 31 December 2017 and 2016 was as follows:

Thousand euro

	2017	2016
Drawable by third parties	16,865,777	14,560,453
By credit institutions	258,415	660
By general governments	669,654	512,270
By other resident sectors	15,383,067	13,511,772
By non-residents	554,641	535,751
Financial asset forward purchase commitments	2,825,731	2,675,004
Conventional financial asset purchase contracts	5,469	2,777,001
Subscribed securities pending disbursement	19	19
Securities placement and subscription commitments	-	-
Other contingent commitments given	218,619	185,257
<b>Total</b>	<b>19,915,615</b>	<b>20,197,734</b>

Note: Hedge of contingent commitments of €18,452 thousand, (€23,161 thousand in 2016) the movements of which are given in Note 21, together with movements of guarantees given.

The balance of total mortgage commitments at 31 December 2017 amounted to €3,515,827 thousand (€2,594,748 at 31 December 2016). As regards other commitments, in the majority of cases there are other types of guarantee which are in line with the bank’s risk management policy.

## Note 26 – Off-balance sheet customer funds

Off-balance sheet customer funds managed by the bank and those sold but not under management are shown below:

Thousand euro

	2017	2016
<b>Under bank management:</b>	<b>25,058,231</b>	<b>22,350,562</b>
Investment funds and companies	19,288,772	16,931,675
Pension funds	64,894	65,987
Savings under insurance contracts	1,886,669	1,908,678
Discretionary management of customer portfolios	3,817,896	3,444,222
<b>Sold by the bank</b>	<b>20,278,484</b>	<b>18,405,479</b>
<b>Financial instruments deposited by third parties</b>	<b>78,277,918</b>	<b>64,067,317</b>
<b>Total</b>	<b>123,614,633</b>	<b>104,823,358</b>

## Note 27 – Interest income and expenses

These headings in the profit and loss account include interests accrued during the year on all financial assets and liabilities the yield of which, implicit or explicit, is obtained by applying the effective interest rate approach, irrespective of whether they are measured at fair value or otherwise, and using product adjustments due to accounting hedges. Interests are recorded at their gross value, without deducting any tax withholdings exercised at the source.

The majority of interest income is generated by the financial assets measured either at amortised cost or at fair value through changes in equity.

Net interest income breaks down as follows:

Thousand euro	2017	2016
<b>Interest income</b>		
Loans and advances	2,600,464	2,695,367
Central banks	2,424	1,403
Credit institutions	59,929	31,937
Customers	2,538,111	2,662,027
Debt securities (*)	425,836	532,833
Doubtful assets	130,896	160,893
Correction of income from hedging operations	104,082	96,954
Other interest (**)	111,027	37,518
<b>Total</b>	<b>3,372,305</b>	<b>3,523,565</b>
<b>Interest expense</b>		
Deposits	(428,119)	(648,046)
Central banks	(2,753)	(9,710)
Credit institutions	(88,792)	(125,726)
Customers	(336,574)	(512,609)
Debt securities issued	(199,487)	(351,700)
Correction of expenses on hedging operations	(153,159)	(40,924)
Other interest (***)	(45,235)	(8,408)
<b>Total</b>	<b>(826,000)</b>	<b>(1,049,078)</b>

(\*) Includes €4,307 thousand in 2017 and €1,828 thousand in 2016 corresponding to interest on financial assets designated at fair value through profit or loss (trading book).

(\*\*) Includes negative returns on liability products.

(\*\*\*) Includes negative returns on asset products.

The average annual interest rate during 2017 and 2016 of the indicated balance sheet headings is shown below:

%	2017	2016
<b>Assets</b>		
Cash, cash balances at central banks and other demand deposits	0.93	1.08
Debt securities	2.26	4.06
Loans and advances		
Costumers	2.36	2.65
<b>Liabilities</b>		
Deposits		
Credit institutions	0.32	0.57
Costumers	0.13	0.31

## Note 28 – Fee and commission income and expenses

Fee and commission income and expenses on financial transactions and the provision of services were as follows:

Thousand euro	2017	2016
<b>Fees derived from risk operations</b>	<b>212,543</b>	<b>214,567</b>
Asset operations	114,392	114,078
Guarantees	98,151	100,489
<b>Service fees</b>	<b>555,919</b>	<b>476,839</b>
Cards	173,557	155,908
Payment orders	53,201	49,477
Securities	55,286	45,659
Sight accounts	117,194	72,081
Rest	156,681	153,714
<b>Asset management fees</b>	<b>196,946</b>	<b>190,198</b>
Investment funds	91,666	91,247
Sale of pension funds and insurance products	87,829	85,490
Asset management	17,451	13,461
<b>Total</b>	<b>965,408</b>	<b>881,604</b>
<b>Memorandum item</b>		
Fee-related income	1,078,562	976,086
Fee-related expenses	(113,154)	(94,482)
<b>Net fees and commissions</b>	<b>965,408</b>	<b>881,604</b>

## Note 29 – Net trading income

The composition of this item in the profit and loss account for the years ended 31 December 2017 and 2016 was as follows:

Thousand euro	2017	2016
<b>By heading:</b>		
Gains or (-) losses on derecognition of financial assets and liabilities not measured at fair value through profit or loss, net	269,186	422,555
Gains or (-) losses on financial assets and liabilities held for trading, net	218,344	132,371
Gains or (-) losses on financial assets and liabilities designated at fair value through profit or loss, net	-	-
Gains or (-) losses from hedge accounting, net	(158)	457
<b>Total</b>	<b>487,372</b>	<b>555,383</b>
<b>By type of financial instrument:</b>		
Net gain/(loss) on debt securities	351,901	381,940
Net gain/(loss) other equity instruments	(4,650)	63,590
Net gain/(loss) on derivatives	207,624	130,303
Net gain/(loss) on other items (*)	(67,503)	(20,450)
<b>Total</b>	<b>487,372</b>	<b>555,383</b>

(\*) Mainly includes income from the sale of various credit portfolios sold during the year.

In 2017 and 2016 the bank sold certain debt securities from its portfolio of available-for-sale financial assets, generating profits of €348,903 thousand (€386,106 thousand at 31 December 2016). Net earnings on other items include losses of (€75,757 thousand) on sales of financial assets (€57,394 thousand at 31 December 2016).

## Note 30 – Other operating expenses

The composition of this item in the profit and loss account for the years ended 31 December 2017 and 2016 was as follows:

Thousand euro	2017	2016
Contribution to deposit guarantee funds	(95,751)	(84,119)
Other items	(227,831)	(192,548)
<i>Of which: Contribution to resolution fund</i>	<i>(50,639)</i>	<i>(47,661)</i>
<b>Total</b>	<b>(323,582)</b>	<b>(276,667)</b>

The heading “Other items” includes, at 31 December 2017 and 2016, the estimated financial contribution for converting deferred tax assets into credit receivable by the Spanish Tax Authority of €54,668 thousand and €57,000 thousand, respectively. This heading also includes, at 31 December 2017 and 2016, expenses corresponding to Tax on Deposits to Credit Institutions, which amounted to €28,146 thousand and €27,590 thousand, respectively. The other items included in this heading mainly correspond to non-financial activities.

## Note 31 – Administrative expenses

This heading in the profit and loss account includes expenses incurred by the bank in respect of staff and other general administrative expenses.

### Staff expenses

The staff expenses charged to the profit and loss account for the years ended 31 December 2017 and 2016 are as follows:

Thousand euro		
	2017	2016
Payrolls and bonuses for active staff	(771,338)	(793,211)
Social Security payments	(188,625)	(191,803)
Contributions to defined benefit pension schemes	(2,002)	(2,322)
Contributions to defined contribution pension schemes	(26,854)	(27,380)
Other staff expenses	(48,977)	(70,237)
<b>Total</b>	<b>(1,037,796)</b>	<b>(1,084,954)</b>

At 31 December 2017 and 2016, the breakdown of the bank's average workforce by category and gender is as follows:

Average number of employees	2017			2016		
	Men	Women	Total	Men	Women	Total
Management staff	329	88	417	350	80	430
Technical staff	7,274	7,683	14,957	6,819	6,663	13,482
Administrative staff	-	-	-	709	1,174	1,883
<b>Total</b>	<b>7,603</b>	<b>7,771</b>	<b>15,374</b>	<b>7,878</b>	<b>7,917</b>	<b>15,795</b>

The breakdown of the bank's average workforce by category at 31 December 2017 and 2016 and with a disability of 33% or more is as follows:

Average number of employees		
	2017	2016
Management staff	3	3
Technical staff	155	125
Administrative staff	-	30
<b>Total</b>	<b>158</b>	<b>158</b>

At 31 December 2017 and 2016, the distribution of employees by category and gender is as follows:

Number of employees	2017			2016		
	Men	Women	Total	Men	Women	Total
Management staff	337	94	431	344	85	429
Technical staff	7,218	7,653	14,871	6,654	6,624	13,278
Administrative staff	-	-	-	655	1,091	1,746
<b>Total</b>	<b>7,555</b>	<b>7,747</b>	<b>15,302</b>	<b>7,653</b>	<b>7,800</b>	<b>15,453</b>

Of the total workforce at 31 December 2017, 154 had some of recognised disability (158 at 31 December 2016).

In accordance with the application of the private banking collective bargaining agreement, employees classified under the category of Administrative Staff have been reclassified. As a result, the group of Technical Staff has increased in respect of the information of 31 December 2016.

### Deferred payment system for variable remuneration earned in previous years.

- At the Annual General Meeting held on 26 March 2013, the shareholders approved a payment scheme for the payment of variable remuneration earned during 2012 to the Executive Directors and a group of directors, through the delivery of Banco de Sabadell, S.A. stock options (“SREO 2012”). The Executive Directors could choose to receive Options up to 100% of their earned variable remuneration, and other directors up to 50%. This scheme expired in March 2016 and its settlement resulted in the delivery in cash of €2,414 thousand.

- At the Annual General Meeting held on 27 March 2014, the shareholders approved a payment scheme for the approved amounts of variable remuneration earned during 2013 to be paid to the bank’s Executive Directors through the delivery of the equivalent value of that remuneration in Banco de Sabadell, S.A. stock options. This scheme expired in March 2017 and no cash was settled since the exercise price of the option was 1.75 euros.

### Long-term complementary incentives scheme based on shares

At the Annual General Meeting held on 27 March 2014, the shareholders approved a long-term complementary incentive based on the increase in value of Banco de Sabadell, S.A. shares for Executive Directors, five members of Senior Management and 419 Group Management Staff. This scheme expired in March 2017, and no bank shares were given as the exercise price of the option was of €2.015.

The Group has two long-term share-based supplementary incentive schemes currently in effect, the ICLP Plan 2016 and the Incentive.

- At the Annual General Meeting held on 31 March 2016, the shareholders approved a long-term complementary incentive based on the increase in value of Banco de Sabadell, S.A. shares for three Executive Directors, seven members of Senior Management and 472 Group Management Staff (“ICLP Plan 2016”).

- At the Annual General Meeting held on 30 March 2017, the shareholders approved a long-term complementary incentive based on the increase in value of Banco de Sabadell, S.A. shares for 3 Executive Directors, 7 members of Senior Management and 466 Group Management Staff (“the Incentive”).

Both consist of assigning a certain number of rights to the beneficiaries, including the right to receive the increase in value of the same number of Banco de Sabadell, S.A. shares over a three-year period, using as a reference their share price, which shall be made effective by means of the delivery of the bank’s shares.

Their main characteristics are shown below:

Incentives Schemes in effect	End date	Exercise price	Maximum number of rights affected
ICLP 2016	10/30/2019	1.494	30,000,000
The Incentive	3/30/2020	1.353	35,000,000

The fair value of services was calculated based on the fair value of pledged capital instruments, i.e. bank stock options, as indicated in Note 5, employing the Monte Carlo simulations valuation technique and the Black-Scholes valuation model.



A necessary condition for the rights coming into effect will be that the beneficiary exceed the minimum compliance level for the individual target called "Professional Efficiency Appraisal" set by the bank's Remuneration Committee.

Movements in rights associated with both schemes were as follows:

#### Rights - ICLP 2016

<b>Balance at 30 April 2015</b>	<b>30,000,000</b>
Granted	-
Cancelled	(1,505,000)
<b>Balance at 31 December 2016</b>	<b>28,495,000</b>
Granted	-
Cancelled	(1,606,666)
<b>Balance at 31 December 2017</b>	<b>26,888,334</b>

#### Rights - The Incentive

<b>Balance at 1 April 2017</b>	<b>35,000,000</b>
Granted	-
Cancelled	(3,770,004)
<b>Balance at 31 December 2017</b>	<b>31,229,996</b>

In relation to staff expenses associated with share-based incentive schemes (see Note 1.3.14), in 2017 and 2016 an expense of €7,807 thousand and €9,496 thousand, respectively, was recognised, the contra account of which is reflected in the statement of equity (see statement of changes in equity - share-based payments).

#### Other administrative expenses

This heading includes the rest of the administrative expenses during 2017 and 2016, as shown below:

Thousand euro	2017	2016
Property, plant and equipment	(131,422)	(137,816)
Information technology	(230,788)	(253,083)
Communication	(7,685)	(8,307)
Publicity	(37,025)	(36,341)
Subcontracted administrative services	(128,849)	(101,138)
Contributions and taxes	(122,471)	(118,386)
Technical reports	(11,836)	(8,244)
Security services and fund transfers	(16,949)	(15,415)
Business entertainment expenses and staff travel expenses	(10,261)	(10,891)
Membership fees	(19,799)	(14,103)
Other expenses	(29,465)	(34,518)
<b>Total</b>	<b>(746,550)</b>	<b>(738,242)</b>

#### Fees with Auditing Companies

The fees received by PricewaterhouseCoopers Auditores, S.L. in 2017 for auditing services and other audit-related services provided in Spain amounted to €1,183 thousand and €224 thousand, respectively (€857 thousand and €213 thousand in 2016). Audit services provided by other companies of the PwC network corresponding to overseas branches amounted to €197 thousand in 2017 (€162 thousand in 2016).

The fees received by other auditors for account auditing and other audit-related services provided in overseas branches amounted to €8 thousand and €16 thousand in 2017 (€0 thousand and €25 thousand in 2016).

No fees have been paid to other auditors for audit services provided in Spain in either 2017 or 2016.

Fees received by other companies in the PwC network for tax advisory services and other services provided in 2017 amounted to €55 thousand and €450 thousand. The amounts recognised for these services in 2016 amounted to €131 thousand and €683 thousand, respectively.

### Note 32 – Impairment or (-) reversal of value impairment on financial assets not measured at fair value through profit or loss

The composition of this item in the profit and loss account for the years ended 31 December 2017 and 2016 was as follows:

Thousand euro			
	Note	2017	2016
Available- for-sale financial assets		(44,303)	(12,489)
Debt securities	7	(6,172)	2,760
Other equity instruments	8	(38,131)	(15,249)
Loans and receivables (*)		(1,680,049)	(592,883)
Held to maturity portfolio		(590)	-
<b>Total</b>		<b>(1,724,942)</b>	<b>(605,373)</b>

(\*) This figure equates to the sum of provisions/reversals through profit or loss of value adjustments made for credit risk hedging (see Note 10).

### Note 33 – Impairment or (-) reversal of impairment of non-financial assets

The breakdown of losses due to impairment of other assets (net) for the years ended on 31 December 2017 and 2016 is as follows:

Thousand euro			
	Note	2017	2016
Property plant and equipment	14	(15,300)	-
Investment property	14	(67,509)	(62,862)
Goodwill and other intangible assets		-	-
<b>Total</b>		<b>(82,809)</b>	<b>(62,862)</b>

The total impairment of tangible assets during 2017 and 2016 has been made based on Level 2 valuations (see Note 5).

### Note 34 – Gains or (-) losses on derecognition of non-financial assets and shares, net

The composition of this item in the profit and loss account for the years ended 31 December 2017 and 2016 was as follows:

Thousand euro			
	Nota	2017	2016
<b>Gains or (-) losses on derecognition of non-financial assets, net</b>		<b>547,581</b>	<b>962</b>
Property, Plant and Equipment		(11,516)	(27,770)
Investment Properties		-	-
Intangible assets		-	-
Interests	13	558,338	25,496
Other capital instruments		-	-
Other items		759	3,236

### Note 35 – Gains or (-) losses on non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations

The breakdown of gains (losses) on non-current assets and disposal groups classified as held for sale during the years ended 31 December 2017 and 2016 is as follows:

Thousand euro			
	Note	2017	2016
<b>Profit or (-) loss from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations, net</b>		<b>(141,327)</b>	<b>(293,118)</b>
Property, plant and equipment for own use and foreclosed		(141,339)	(293,118)
Gains/losses on sales		53,929	(46,473)
Impairment/Reversal	12	(195,267)	(246,646)
Investment properties		-	-
Intangible assets		-	-
Interests		12	-
Other capital instruments		-	-
Other items		-	-

The impairment of non-current assets and disposal groups classified as held for sale does not include gains derived from the increase in fair value less sales costs.

The total impairment during 2017 has been made based on Level 2 valuations (see Note 5).

## Note 36 – Tax situation (income tax relating to continuing operations)

### Consolidated tax group

Banco de Sabadell, S.A. is the parent company of a Corporation Tax consolidated group, in which the subsidiary companies are all those Spanish companies in which Banco Sabadell, S.A. holds an equity interest and meet the criteria set forth in the Corporation Tax Law (see Schedule 1).

### Reconciliation

The reconciliation of the difference between accounting results and Corporation Tax taxable income is as follows:

Thousand euro	2017	2016
Profit/(loss) before taxes	752,281	656,668
Increases in tax base	2,227,303	1,896,073
From profits	2,227,303	1,896,073
From equity	-	-
Decreases in tax base	(2,137,565)	(1,486,626)
From profits	(2,103,969)	(1,483,276)
From equity	(33,596)	(3,350)
<b>Taxable base</b>	<b>842,019</b>	<b>1,066,115</b>
<b>Tax payable (30%)</b>	<b>252,606</b>	<b>319,835</b>
Deductions for double taxation, training and other	(2,157)	(2,152)
<b>Tax payable</b>	<b>250,449</b>	<b>317,683</b>
Due to temporary differences (net)	(68,134)	(80,487)
Other adjustments (net) (*)	50,796	39,634
<b>Tax expense or (-) income related to profit or loss from continuing operations</b>	<b>233,111</b>	<b>276,829</b>

(\*) Includes €33.7 million (€32.1 million in 2016) in corporation tax expenses of overseas branches. Additionally, 2016 data included €9 million in losses due to the implementation of Royal Decree 3/2016.

## Taxable income – increases and decreases

The increases and decreases in taxable income are analysed in the following table on the basis of whether they arose from temporary or permanent differences:

Thousand euro		
	2017	2016
Permanent difference	855,192	245,664
Temporary difference arising during the year	1,279,788	1,401,609
Temporary difference arising in previous years	92,323	248,800
<b>Increases in tax base</b>	<b>2,227,303</b>	<b>1,896,073</b>
Permanent difference	(992,566)	(104,508)
Temporary difference arising during the year	-	-
Temporary difference arising in previous years	(1,144,999)	(1,382,118)
<b>Decreases in tax base</b>	<b>(2,137,565)</b>	<b>(1,486,626)</b>

## Deferred tax assets and liabilities

Under current tax and accounting regulations certain temporary differences should be taken into account when quantifying the relevant tax expense related to profit from continuing operations.

In 2013, Royal Decree-Law 14/2013 gave rise to assets guaranteed by the Spanish State, tax assets generated by allowances for impairment of loans and other assets arising from the possible insolvency of debtors not related to the taxpayer and those pertaining to apportionments or contributions to social welfare systems and, where appropriate, early retirement (hereinafter, “monetisable tax assets”).

Monetisable tax assets can be converted into a loan enforceable before the Spanish Tax Authority in cases where the taxpayer incurs accounting losses or the entity is liquidated or legally declared insolvent. Similarly, they can be exchanged for Public Debt securities, once the 18-year term has elapsed, calculated from the last day of the tax period in which these assets were recognised in the accounting records. In order to maintain the guarantee offered by the Spanish State, these are subject to an annual contribution of 1.5% of their amount as of 2016 (see Note 30).

The origins of the deferred tax assets / liabilities recognised in the balance sheets at 31 December 2017 and 2016 are as follows:

Thousand euro		
Deferred tax assets	2017	2016
<b>Monetisable</b>	<b>4,103,089</b>	<b>4,127,797</b>
Due to credit impairment	3,489,473	3,528,493
Due to real estate asset impairment	476,623	472,112
Due to pension funds	136,993	127,192
<b>Non-monetisable</b>	<b>743,156</b>	<b>596,567</b>
<b>Tax credits for losses carried forward</b>	<b>239,598</b>	<b>240,605</b>
<b>Total</b>	<b>5,085,843</b>	<b>4,964,969</b>
Deferred tax liabilities	2017	2016
Property restatements	67,866	70,239
Adjustments to value of wholesale debt issuances arising on business combinations	59,511	78,628
Other financial asset value adjustments	240,962	322,230
Other	17,547	23,690
<b>Total</b>	<b>385,886</b>	<b>494,787</b>

As indicated in Note 1.3.19, according to the information available at the end of the year, and the projections taken from the Group’s business plan for the coming years, the Group estimates that it will be able to generate sufficient taxable income to offset tax loss carry-forwards over the next four years and non-monetisable tax assets when these are deductible pursuant to current tax regulations.

Monetisable tax assets are guaranteed by the Spanish State, therefore their recoverability does not depend on the generation of future fiscal benefits.

### Other disclosures

The bank obtained income qualifying for the reinvestment deduction regulated by Article 42 of the revised Corporation Tax Law, which materialised in the years indicated below:

Thousand euro

Year in which qualifying income was generated	Amount of income	Year of reinvestment
2013	4,023	2012
2013	18,297	2013
2014	4,982	2013

At the end of 2017, Banco Sabadell Group estimates that it has covered all of its reinvestment commitments originating in sales during previous years.

The information relating to mergers carried out in years prior to the current year has been included in the consolidated annual accounts of the years in which the corresponding mergers took place.

### Capitalisation reserve and reserve for investments in the Canary Islands

As set out in Note 2 to these annual accounts, the Annual General Meeting held on 30 March 2017 approved an allocation to the reserve for investments in the Canary Islands of €314 thousand. This reserve was fully materialised in 2016 by means of investments carried out in that same year in various items of property, plant and equipment classified as installations.

Based on the tax years closed in 2013 and in consequence of the approval of Law 16/2013 of 29 October, the bank has not included in its taxable income any amount in consequence of the change in the theoretical accounting value of equity interests held in the Group's investees, associates and joint ventures.

Furthermore, a transitional arrangement was set up for the recovery of impairments that were tax deductible, which was amended in December 2016, setting a minimum reinvestment amount. The amounts pending reinvestment are indicated hereafter.

Thousand euro

	Taxable income pending inclusion	<i>Of which: Adjusted in tax consolidation</i>
<b>Balance at 31 December 2015</b>	<b>1,688,596</b>	<b>1,061,100</b>
Change over year	(337,719)	(212,220)
<b>Balance at 31 December 2016</b>	<b>1,350,877</b>	<b>848,880</b>
Change over year	(419,856)	(365,366)
<b>Balance at 31 December 2017</b>	<b>931,021</b>	<b>483,514</b>

## Years subject to tax inspections

In July 2016, the Tax Authority notified Banco de Sabadell, S.A. of the beginning of verification and investigation activities relating to the following items and periods:

<u>Items</u>	<u>Periods</u>
Withholding / Payment on account Work/Professional Remuneration	07/2012 to 12/2014
Withholding / Payment on account Capital invested in loans, securities, loans, etc.	07/2012 to 12/2014
Corporation Tax	01/2011 to 12/2014
Value Added Tax	07/2011 to 12/2014

These activities are underway and are currently in the submission of documents stage, and no proposed tax settlement exists to date.

As a result of the inspections carried out in previous years by the Tax Authority, certain tax reports have been signed, expressing disagreement therewith, by the bank itself and by its acquired institutions and those subsequently merged, the tax liability of which amounts to €30,337 thousand, all of which have been contested. In any case, the bank has sufficient provisions in place to cover any contingencies that could arise from such settlements.

Tax liabilities of a contingent nature could arise as a result of different possible interpretations of the tax rules applicable to certain types of transactions within the banking industry. However, the likelihood of these liabilities materialising is remote and, in any case, any tax liability deriving therefrom would not significantly affect these annual accounts.

## Note 37 – Related-party transactions

There are no transactions with the company's administrators or directors that could be considered significant. Those that did take place were in the normal course of the company's business or were conducted at market prices or under the terms normally applicable to employees.

The bank is not aware of any transactions carried out at non-market prices or with companies related to the bank's administrators or Senior Management staff.

The most significant balances recognised by the Group in its dealings with related parties, and the effect on the income statement of related-party transactions, are shown below:

Thousand euro	2017	2016
<b>Assets:</b>		
Loans and advances - credit institutions	3,189,596	1,268,873
Loans and advances - customers	12,305,967	13,118,319
<b>Liabilities:</b>		
Deposits from credit institutions	37,245	38,167
Customer deposits	4,196,467	3,403,317
Debt securities issued	2,394,401	2,540,049
<i>Subordinated liabilities</i>	<i>26,700</i>	<i>66,116</i>
<b>Customer deposits and other financial liabilities</b>		
Contingent exposures	565,726	379,270
Contingent commitments	2,120,086	3,353,426
<b>Income statement:</b>		
Interest and similar income	160,186	139,897
Interest and similar charges	(17,487)	(33,365)
Net fees and commissions	139,613	173,289
Other general expenses	(343,189)	(249,072)

## Note 38 – Remuneration of and balances with members of the Board of Directors and Senior Management

The following table shows, for the years ended 31 December 2017 and 2016, the amount paid to directors in remuneration and in contributions to meet their pension commitments for services provided by them in that capacity:

Thousand euro

	Remuneration		Pension Commitments		Total	
	2017	2016	2017	2016	2017	2016
José Oliu Creus (*)	214	214	32	32	246	246
José Javier Echenique Landiribar (1)	175	182	-	-	175	182
Jaime Guardiola Romojaro (*)	92	92	-	-	92	92
Anthony Frank Elliott Ball (2)	36	-	-	-	36	-
Aurora Catá Sala	138	117	-	-	138	117
Héctor-María Colonques Moreno (3)	-	81	-	-	-	81
Joaquín Folch-Rusiñol Corachán (4)	50	108	-	16	50	124
Pedro Fontana García (5)	8	-	-	-	8	-
M. Teresa Garcia-Milà Lloveras (6)	158	155	-	-	158	155
George Donald Johnston (7)	21	-	-	-	21	-
José Manuel Lara García	87	92	-	-	87	92
Joan Llonch Andreu (8)	56	126	-	16	56	142
David Martínez Guzmán	67	83	-	-	67	83
José Manuel Martínez Martínez	155	158	-	-	155	158
José Ramón Martínez Sufrategui	103	107	-	-	103	107
António Vítor Martins Monteiro (9)	-	83	-	-	-	83
José Luis Negro Rodríguez (*)	92	92	16	16	108	108
Manuel Valls Morató (10)	122	-	-	-	122	-
David Vegara Figueras	157	159	-	-	157	159
<b>Total</b>	<b>1,731</b>	<b>1,849</b>	<b>48</b>	<b>80</b>	<b>1,779</b>	<b>1,929</b>

(\*) Perform executive functions.

(1) Held a position as lead independent director between 23 April 2015 and 21 April 2016.

(2) On 30 March 2017, the Annual General Meeting approved his appointment as member of the Board of Directors in the capacity of independent director. He took on the position on 21 September.

(3) He submitted his resignation from the position of independent director effective from 22 September 2016.

(4) He submitted his resignation from the position of non-executive director effective from 27 July 2017.

(5) On 27 July 2017 the Board of Directors approved his appointment as member of the Board of Directors in the capacity of independent director. He took on the position on 21 December.

(6) On 21 April 2016, the Board of Directors approved her appointment as lead independent director.

(7) On 25 May 2017, the Board of Directors approved his appointment as member of the Board of Directors in the capacity of independent director. He took on the position on 5 October.

(8) He submitted his resignation from the position of independent director effective from 25 May 2017.

(9) He submitted his resignation from the position of proprietary director effective from 20 January 2017.

(10) On 22 September 2016, the Board of Directors approved his appointment as member of the Board of Directors in the capacity of independent director. The Annual General Meeting held on 30 March 2017 ratified this appointment through co-optation carried out by the Board of Directors and approved his appointment as member of the Board. He took on the position on 26 January 2017.

Aside from the items mentioned above, members of the Board of Directors have received €51 thousand as fixed remuneration in 2017 (€64 thousand in 2016) by reason of their membership of boards of directors in Banco Sabadell Group companies or advisory boards (these amounts are included in the annual report on directors' remuneration).



Contributions for life insurance premiums covering contingent pension commitments in respect of pension rights accruing in 2017 amounted to €3,605 thousand (€4,036 thousand in 2016), of which €48 thousand are detailed in the table above and €3,557 thousand correspond to directors for the performance of executive functions.

Remuneration corresponding to Directors due to their executive functions earned during 2017 amounted to €6,980 thousand (€5,254 thousand in 2016).

Loan and guarantee risks undertaken by the bank and consolidated companies for the directors of the parent company totalled €7,491 thousand at 31 December 2017, of which €5,231 thousand comprised loans and receivables and €2,260 thousand related to guarantees and documentary credit (€10,866 thousand in 2016, consisting of €8,232 thousand in loans and receivables and €2,634 thousand in guarantees and documentary credit). The average interest rate charged was 0.71% (0.79% in 2016). Liabilities balances amounted to €6,966 thousand in 2017 (€12,172 thousand in 2016).

Total Senior Management remuneration earned during 2017 amounted to €6,802 thousand. Pursuant to applicable regulations, this amount includes the remuneration of the eight Senior Management members plus the Internal Audit Officer.

Risks granted by the bank and consolidated companies to Senior Management staff (with the exception of Executive Directors, for whom details are provided above) totalled €6,723 thousand at 31 December 2017 (€8,642 thousand in 2016), comprising €5,760 thousand in loans and receivables and €963 thousand in guarantees and documentary credit (in 2016, €7,946 thousand relates to loans and receivables and €696 thousand to guarantees and documentary credit). Liabilities balances amounted to €1,243 thousand (€1,287 thousand in 2016).

Stock appreciation rights conferred to members of Senior Management, including Executive Directors, under the 2017 remuneration incentive schemes (see Note 31) resulted in staff expenses of €2.0 million during the year (€2.7 million in 2016).

Details of existing agreements between the company and members of the Board and management staff with regard to severance pay are set out in the Group's Annual Report on Corporate Governance, which forms part of the Directors' Report.

The directors and management staff mentioned above are specified below with their positions held in the bank at 31 December 2017:

---

#### **Executive Directors**

José Oliu Creus	Chairman
Jaime Guardiola Romojaro	CEO for Sabadell Group
José Luis Negro Rodríguez	Director-General Manager

#### **Senior Management**

María José García Beato	Deputy Secretary to the Board - General Secretary
Tomás Varela Muiña	General Manager
Miquel Montes Güell	General Manager
Carlos Ventura Santamans	General Manager
Rafael García Nauffal	Assistant General Manager
Ramón de la Riva Reina	Assistant General Manager
Enric Rovira Masachs	Assistant General Manager
Manuel Tresánchez Montaner	Assistant General Manager

---

## Other information relating to the Board

Pursuant to Article 229 of the Capital Companies Act, in accordance with the wording set out in Law 31/2014 of 3 December, amending the Spanish Capital Companies Act in order to improve corporate governance and strengthen transparency in public limited companies, the directors have notified the Company that, during 2017, they or persons related to them, as defined in Article 231 of the Spanish Capital Companies Act:

- a. No transactions have been carried out with the company, without taking into account usual operations, performed under standard conditions for customers and whose significance is immaterial, understanding such operations to be those that do not need to be reported to give a true and fair view of the company's equity, financial situation and income.
- b. They have not used the name of the company or their position as administrator to unduly influence the performance of private operations.
- c. Have not made use of corporate assets, including the Company's confidential information, for personal purposes.
- d. They have not taken undue advantage of the company's business opportunities.
- e. They have not obtained advantages or remuneration from third parties other than the company or group associated with the performance of their activity, with the exception of acts of mere courtesy.
- f. Have not carried out activities on their own behalf or on behalf of a third party involving competition with the Company, whether on an isolated or potential basis, or which might otherwise place them in permanent conflict with the Company's interests.

The bank has entered into a liability insurance policy for 2017 that covers the bank's Administrators and Senior officer positions. The total premium paid was €623 thousand.

## Note 39 – Other information

### Transactions with significant shareholders

No significant transactions with significant shareholders have been carried out during 2017 and 2016.

### Information relating to the environment

All global Group operations are subject to legal requirements on environmental protection and health and safety in the workplace. The group considers that it substantially complies with these laws and it has procedures in place which have been designed to promote and guarantee such compliance.

The group has adopted the corresponding measures relating to the protection and improvement of the environment and the minimisation of any environmental impacts of its activities, complying with the regulations in force in this regard. A number of Group-wide waste treatment, consumables recycling and energy saving schemes continued to be implemented during the year. It has not considered it necessary to recognise any provision for risks or expenses relating to the environment, as there are no contingencies related to the protection and improvement of the environment.

For further details on the policies and activities adopted by the bank relating to the environment, see section 3 of the Director's Report.

## Relationship with agents

Pursuant to that set forth in Article 21 of Royal Decree 84/2015 of 13 February, implementing Law 10/2014 of 26 June on the organisation, supervision and solvency of credit institutions, the bank has not maintained any agency contracts in force with agents to whom it has conferred powers to act, on a regular basis, with customers in the name and on behalf of the ordering institution, or in the trading and formalisation of transactions which are typical of a credit institution's activity.

## Customer Care Service (SAC)

The Customer Care Service is located on the control line of the organisational structure of Banco Sabadell Group and its director, who is appointed by the Board of Directors, reports to the General Secretariat of the bank. Its functions are to handle and resolve complaints and claims by customers and users of the Group's financial services, when these relate to their interests and legally recognised rights arising from contracts, transparency and customer protection rules or good banking practices.

## Cases handled

During 2017, the Customer Care Service received 76,505 complaints and claims (24,529 in 2016), of which 67,532 (22,565 in 2016) were accepted for processing, in accordance with the provisions of Finance Ministry Order 734/2004 of 11 March. The number of cases handled, however, was 65,964 (22,131 in 2016) due to the resolution of issues pending from the previous year (1,096 cases, against 2,664 in 2017). By type, 3.5% were complaints (12.1% in 2016) and 96.5% were claims (87.9% in 2016).

Of the total complaints and claims examined by the Customer Care Service, 17.6% resulted in a decision that was favourable to the customer or user (57.3% in 2016), in 0.1% of cases the customer withdrew the claim (1.2% in 2016) and 63.7% were resolved in favour of the entity (35.1% in 2016). At 31 December 2017, 1.2% of cases had yet to be ruled on by the regulatory bodies and the Customer and Stakeholder Ombudsman. Lastly, the Customer Care Service declared itself not to be authorised to resolve 17.4% of the cases.

In addition to its main activity, the Customer Care Service also provides assistance and information to customers and users on matters that do not take the form of complaints or claims, in accordance with Finance Ministry Order 734/2004 of 11 March, and the Regulations for the Protection of Customers and Users of Financial Services of Banco Sabadell Group. In this respect, the Service has handled 1,917 requests for assistance and information during 2017, compared to 1,057 in 2016.

The average response time to complaints and claims was as follows: 14,308 cases were resolved within 15 days (10,078 cases in 2016), 15,962 cases were resolved between 15 and 30 days (9,360 cases in 2016) and 35,694 cases were resolved in a period of over 30 days (2,693 cases in 2016). The Finance Ministry Order and the Bank's Regulations for the Protection of Customers and Users of Financial Services sets forth a maximum response period of 60 days.

## Ombudsman

In the Group, the role of Customer and Stakeholder Ombudsman is assumed by Mr José Luís Gómez-Dégano y Ceballos-Zúñiga. The Ombudsman is responsible for resolving the complaints brought by the customers and users of Banco Sabadell Group, both in the first and second instances, and for settling issues that are passed on to him by the Customer Care Service.

The Customer and Stakeholder Ombudsman received 1,044 complaints and claims in 2017 (1,087 in 2016), of which 1,022 were accepted for processing. During the year, the Ombudsman has processed and resolved 852 claims (996 in 2016), as certain matters had remained unresolved from the previous year. At 31 December 2017, 86 claims remained to be resolved by the Ombudsman (88 in 2016). In 109 cases, the Customer Care Service had yet to submit the corresponding complaints and claims.

Of the total complaints and claims resolved by the Ombudsman, 24.2% were resolved in favour of the entity (38% in 2016) and 0.7% in favour of the customer (2.3% in 2016). Of the remaining cases to be processed and resolved, the bank acquiesced to customer requests in 34.9% of the cases (40.3% in 2016). In 39.5% of the cases (17.9% in 2016) the Ombudsman did not issue any judgements due to a lack of authority (without prejudice to the claimants' option to pursue their claims elsewhere) and in 0.7% of the cases the customer withdrew the complaint (1.4% in 2016).

**Bank of Spain, the Spanish National Securities Market Commission (CNMV) and the Directorate General for Insurance and Pension Plans**

Under current legislation, customers and users can submit their claims and complaints to the Market Conduct and Complaints Department of the Bank of Spain, to the CNMV (Spanish National Securities Market Commission) and to the Directorate General for Insurance and Pension Plans. In any event, it is a prerequisite that the parties concerned first address their complaints to the entity concerned in order to attempt to resolve the conflict.

**Note 40 – Subsequent events**

Since 31 December 2017, there have been no significant events worthy of mention.

## Schedule 1 – Banco Sabadell Group companies

### Banco Sabadell Group companies at 31 December 2017 consolidated by the full consolidation method

Thousand euro															
Company name	Line of business	Registered office	% Shareholding		Consolidated taxation	Company data (a)				Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date		
						Capital		Reserves	Profit/(loss) (b)					Dividends paid (c)	Total assets
						Direct	Indirect								
AC Dos Lorida, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	2,793	(226)	(27)	-	2,641	2,408	-	12/17		
Arrendamiento De Bienes Inmobiliarios Del Mediterráneo, S.L	Real Estate	Alicante	100.00	-	Si	100	10,173	(28)	-	10,270	20,038	(9,123)	12/17		
Assegurances Segur Vida, S.A.U.	Other regulates companies	Andorra	-	50.97	No	602	264	126	115	40,573	602	193	64	12/17	
Aurica Capital Desarrollo, S.G.E.I.C. S.A.Unipersonal	UCITS	Barcelona	100.00	-	Si	3,601	176	1,401	-	6,051	4,445	(669)	1,401	12/17	
Aurica Coinvestments S.L.	Holding	Barcelona	-	61.76	Si	52,972	(3)	(6)	-	52,967	52,972	(2)	(4)	12/17	
Aurica XXI, S.C.R. De R.S., S.A.U.	Other regulates companies	Barcelona	100.00	-	Si	14,200	20,768	361	-	35,350	17,492	33,755	(5,301)	12/17	
Banco Atlantico (Bahamas) Bank & Trust Ltd	Credit Institution	Bahamas	99.99	0.01	No	1,598	838	(90)	-	3,025	2,439	710	(90)	12/17	
Banco de Sabadell, S.A	Credit Institution	Alicante	-	-	Si	703,371	10,038,186	517,895	-	177,572,987	-	9,888,689	738,334	12/17	
Banco Sabadell, S.A., Institución De Banca Múltiple	Credit Institution	México	99.99	0.01	No	190,281	(46,080)	(16,269)	-	839,364	178,270	(19,850)	(16,780)	12/17	
Bancsabadell d'Andorra, S.A.	Credit Institution	Andorra	50.97	-	No	30,069	40,762	10,400	1,466	734,992	16,108	21,865	3,881	12/17	
Bansabadell Factura, S.L.U.	Other investees with their own business	Barcelona	100.00	-	Si	100	(2,469)	519	-	2,022	299	(2,668)	519	12/17	
Bansabadell Financiación, E.F.C., S.A.	Credit Institution	Barcelona	100.00	-	Si	24,040	28,903	207	-	700,359	24,040	28,903	207	12/17	
Bansabadell Inversió Desenvolupament, S.A.U	SPE	Barcelona	100.00	-	Si	16,975	101,781	19,882	-	181,990	108,828	29,982	16,795	12/17	
Bansabadell Mediación, Operador De Banca-Seguros Vinculado Del	Other regulates companies	Barcelona	-	100.00	Si	301	11,973	32,524	30,683	79,544	524	10,401	32,443	12/17	
Bansabadell Renting, S.L.U.	Other investees with their own business	Barcelona	100.00	-	Si	2,000	30,921	11,219	-	524,872	3,861	29,789	11,219	12/17	
Bansabadell Securities Services, S.L.U	Other investees with their own business	Barcelona	100.00	-	Si	2,500	32,027	7,456	-	45,813	2,500	31,700	7,456	12/17	
Bitarte, S.A.	Other investees with their own business	Barcelona	100.00	-	Si	6,506	2,635	227	-	10,514	9,272	(4,095)	348	12/17	
Bstartup 10, S.L.U.	SPE	Barcelona	-	100.00	Si	1,000	(1,507)	298	-	2,875	1,000	(2,349)	325	12/17	
Business Services For Operational Support, S.A.U.	Services	Barcelona	80.00	-	Si	530	(4,114)	2,242	-	39,867	3,259	(6,027)	2,077	12/17	
Cam Global Finance, S.A.U.	Other regulates companies	Alicante	100.00	-	Si	61	138	29	-	100,979	2,059	125	29	12/17	
Cam International Issues, S.A.U.	Other regulates companies	Alicante	100.00	-	Si	61	12	(3)	360	70	114,079	(50,206)	(8,189)	12/17	
Caminsa Urbanismo, S.A.U.	Real Estate	Alicante	-	100.00	Si	2,000	(1,658)	1	-	1,365	800	(254)	(8)	12/17	
Cape Holdings No.1 Limited	Fund	London	-	100.00	No	1	-	-	-	1	1	-	-	12/17	
Compañía De Cogeneración Del Caribe Dominicana, S.A	Services	República Dominicana	-	100.00	No	5,016	(4,321)	-	-	711	-	18	-	12/17	
Desarrollos Y Participaciones Inmobiliarias 2006, S.L.U.	Real Estate	Alicante	-	100.00	No	1,942	(89,597)	(760)	-	37	1,919	(77,454)	(760)	12/17	
Duncan 2016 -1 Holdings Limited	Holding	London	-	100.00	No	1	-	-	-	1	1	-	-	12/17	
Duncan de Inversiones SICAV, S.A	Collective investment undertakings, Funds and similar financial companies	Barcelona	87.35	-	No	7,842	1,131	(47)	-	2,747	2,560	(126)	(41)	12/17	
Duncan Holdings 2015-1 Limited	Fund	London	-	100.00	No	1	-	-	-	1	1	-	-	12/17	
<b>Subtotal</b>									<b>32,624</b>	<b>569,777</b>	<b>9,903,387</b>	<b>783,824</b>			

**Banco Sabadell Group companies at 31 December 2017 consolidated by the full consolidation method**

Thousand euro

Company name	Line of business	Registered office	% Shareholding		Consolidated taxation	Company data (a)				Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	
						Capital	Reserves	Profit/(loss) (b)	Dividends paid (c)					Total Assets
Ederra, S.A.	Real Estate	Guipúzcoa	97.85	-	No	2,036	30,975	(340)	-	32,897	36,062	(3,284)	(809)	12/17
Sabadell Asset Management Luxembourg, S.A. (2)	Other regulated companies	Luxembourg	22.00	78.00	No	125	492	71	-	776	336	276	74	12/17
Europea Pall Mall Ltd	Real Estate	London	100.00	-	No	20,843	(1,125)	(297)	-	19,529	20,843	(5,735)	(805)	12/17
Fonomed Gestión Telefónica Mediterráneo, S.A.	Other investees with their own business	Alicante	100.00	-	Si	2,810	401	97	-	3,745	2,870	344	97	12/17
Gala Domus, S.A.	Real Estate	A Coruña	-	100.00	No	4,000	(31,767)	124	-	1,266	2,000	(22,703)	124	12/17
Galeban 21 Comercial, S.L.U.	SPE	A Coruña	100.00	-	Si	10,000	(4,288)	-	-	5,711	14,477	(8,765)	-	12/17
Gazteluberrri S.L.	Real Estate	Barcelona	-	100.00	Si	53	(20,765)	342	-	7,588	23,891	(62,415)	342	12/17
Gest 21 Inmobiliaria, S.L.U.	SPE	Barcelona	100.00	-	Si	7,810	21	(12)	-	7,827	80,516	(68,140)	5	12/17
Gestión de Proyectos Urbanísticos Del Mediterráneo, S.L.	Real Estate	Barcelona	-	100.00	No	33,850	(31,308)	(62)	-	10,373	32,832	(12,318)	(62)	12/17
Gestión Financiera del Mediterráneo, S.A.U.	SPE	Alicante	100.00	-	Si	13,000	119,340	108,358	36,269	132,494	255,398	55,478	471	12/17
Guipuzcoano Promoción Empresarial, S.L.	SPE	Guipúzcoa	-	100.00	No	53	(77,255)	1,906	-	7,960	7,160	(104,488)	(1,201)	12/17
Guipuzcoano Valores, S.A.	Real Estate	Barcelona	99.99	0.01	Si	4,514	2,880	(126)	-	7,346	10,833	(3,494)	(70)	12/17
Hi Partners Holdco Gestión Activa, S.L.U.	Real Estate	Barcelona	-	100.00	Si	29,074	56,106	(8,381)	-	84,062	85,805	-	-	12/17
Hip Francia 184, S.L.U.	Real Estate	Barcelona	-	100.00	Si	3	(94)	(16)	-	124	3	-	-	12/17
Hobalear, S.A.U.	Real Estate	Barcelona	-	100.00	Si	60	672	18	-	756	414	672	18	12/17
Hondarriberrri, S.L.	SPE	Guipúzcoa	99.99	0.01	No	41	(13,465)	6,475	-	66,301	120,669	(64,784)	(2,243)	12/17
Hotel Autovia del Mediterraneo 165, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	7,568	367	(1,697)	-	7,839	7,945	-	-	12/17
Hotel Calle de Los Molinos, 10, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	2,077	461	(1,543)	-	2,367	2,837	-	-	12/17
Hotel Calle Mayor 34, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	2,124	345	(1,557)	-	2,381	2,499	-	-	12/17
Hotel Carretera de Taulí, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	3,294	109	(1,781)	-	3,277	3,414	-	-	12/17
Hotel Cavall del Mar 25, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	3	10,859	(24)	-	11,001	10,875	-	-	12/17
Hotel Investment Partners S.L.	Real Estate	Barcelona	100.00	-	Si	135,730	108,193	1,153	-	638,363	136,335	(4,324)	18,637	12/17
Hotel Maria Tarrida 6, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	9,544	316	(3,525)	-	10,007	9,848	-	-	12/17
Hotel Mirador Del Valle, S.L.U.	Real Estate	Barcelona	-	100.00	Si	4,482	629	(2,420)	-	4,668	5,418	-	-	12/17
Hotel Value Added Primera, S.L.U.	Real Estate Development	Barcelona	-	100.00	Si	3	22,175	(683)	-	21,593	27,527	-	-	12/17
Interstate Property Holdings, Llc.	SPE	Miami	100.00	-	No	7,293	(7,995)	4,750	-	7,287	3,804	(11,309)	3,137	12/17
Inverán Gestión, S.L.	Real Estate	Barcelona	44.83	55.17	Si	45,090	(55,908)	(839)	-	24,000	45,090	(35,164)	(915)	12/17
Inversiones Cotizadas del Mediterráneo, S.L.	SPE	Alicante	100.00	-	Si	308,000	180,882	10,207	-	502,080	589,523	(116,858)	9,533	12/17
Inversiones en Resorts Mediterráneos, S.L. en liquidación	Real Estate	Murcia	-	55.06	No	299,090	(302,156)	-	-	881	175,124	-	-	12/17
Malbrouck, S.I.C.A.V.	Collective investment undertakings, Funds and	Madrid	99.99	-	No	14,554	2,405	(126)	-	16,703	16,679	-	-	12/17
Manston Invest, S.L.U.	Real Estate	Barcelona	100.00	-	Si	33,357	(9,635)	(3,208)	-	20,617	33,357	(11,885)	(2,929)	12/17
Mariñamendi, S.L.	Real Estate	Barcelona	-	100.00	Si	55,013	(97,062)	(5,915)	-	56,588	55,013	(93,074)	(5,915)	12/17
Mediterráneo Sabadell, S.L.	SPE	Alicante	50.00	50.00	Si	85,000	114,150	146,754	82,034	199,264	559,347	(503,072)	20,416	12/17
Mercurio Alicante Sociedad de Arrendamientos 1, S.L.	Real Estate	Alicante	98.29	-	Si	795	(557)	(3,395)	-	4,201	983	(672)	(3,468)	12/17
Orión Energía 1, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(6)	-	96	-	-	-	12/17
Orión Energía 10, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	98	-	-	-	12/17
Orión Energía 11, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	120	-	-	-	12/17
Orión Energía 12, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	118	-	-	-	12/17
<b>Subtotal</b>									<b>118,303</b>	<b>2,379,727</b>		<b>(1,075,494)</b>	<b>34,447</b>	



**Banco Sabadell Group companies at 31 December 2017 consolidated by the full consolidation method**

Thousand euro

Company name	Line of business	Registered office	% Shareholding		Consolidated taxation		Company data (a)			Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	
							Profit/(loss) (b)	Dividends paid (c)	Total assets					
														Direct
Orión Energía 13, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(16)	-	114	-	-	12/17	
Orión Energía 14, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	98	-	-	12/17	
Orión Energía 15, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	99	-	-	12/17	
Orión Energía 16, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(15)	-	116	-	-	12/17	
Orión Energía 17, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	116	-	-	12/17	
Orión Energía 18, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	116	-	-	12/17	
Orión Energía 19, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	99	-	-	12/17	
Orión Energía 2, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(10)	-	97	-	-	12/17	
Orión Energía 20, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	116	-	-	12/17	
Orión Energía 21, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	119	-	-	12/17	
Orión Energía 22, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	117	-	-	12/17	
Orión Energía 23, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	118	-	-	12/17	
Orión Energía 24, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	117	-	-	12/17	
Orión Energía 25, S.L.	Wind energy	Madrid	-	100.00	Si	98	(145)	(13)	-	116	-	-	12/17	
Orión Energía 26, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	117	-	-	12/17	
Orión Energía 27, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	122	-	-	12/17	
Orión Energía 28, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(15)	-	123	-	-	12/17	
Orión Energía 29, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	117	-	-	12/17	
Orión Energía 3, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	112	-	-	12/17	
Orión Energía 30, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(14)	-	119	-	-	12/17	
Orión Energía 4, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	122	-	-	12/17	
Orión Energía 5, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	99	-	-	12/17	
Orión Energía 6, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	118	-	-	12/17	
Orión Energía 7, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	97	-	-	12/17	
Orión Energía 8, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	97	-	-	12/17	
Orión Energía 9, S.L.	Wind energy	Madrid	-	100.00	Si	98	(144)	(13)	-	117	-	-	12/17	
Parque Eólico Jaufil, S.L.U.	Wind energy	Barcelona	100.00	-	Si	163	(3,068)	159	-	5,719	163	(2,603)	159	12/17
Parque Eólico Las Lomas De Lecrín, S.L.U.	Wind energy	Barcelona	100.00	-	Si	83	(1,498)	117	-	2,989	83	(1,256)	117	12/17
Parque Eólico Lecrín, S.L.U.	Wind energy	Barcelona	100.00	-	Si	4,003	(9,999)	557	-	15,135	4,003	(8,220)	557	12/17
Parque Eólico Lomas De Manteca, S.L.U.	Wind energy	Barcelona	100.00	-	Si	163	(2,704)	246	-	5,652	163	(2,212)	246	12/17
Parque Eólico I ahuna, S.L.U.	Wind energy	Barcelona	100.00	-	No	3	(8,144)	(595)	-	15,786	-	(7,324)	(595)	12/17
Parque Eólico Zorreras, S.L.U.	Wind energy	Barcelona	100.00	-	No	3	(8,328)	(79)	-	13,857	-	(7,609)	(79)	12/17
<b>Subtotal</b>									-	<b>4,412</b>	<b>(29,224)</b>	<b>405</b>		

**Banco Sabadell Group companies at 31 December 2017 consolidated by the full consolidation method**

Thousand euro														
Company name	Line of business	Registered office	Consolidated		Company data (a)	Group	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	Investment				
			% Shareholding	taxation							Capital	Reserves	Profit/(loss) (b)	Dividends paid (c)
			Direct	Indirect										
Placements Immobiliers France, S.A.S.	Real Estate	Paris	-	100.00	No	30,002	1,238	(47)	5,321	31,204	31,225	(3,675)	(57)	12/17
Ripollet Gestió, S.L.U.	Other financial services	Barcelona	100.00	-	Si	20	-	-	-	-	20	-	-	12/17
Rubi Gestió, S.L.U.	Other financial services	Barcelona	100.00	-	Si	3	(3)	(3)	-	167,694	3	1,915	(1,921)	12/17
Sabadell Asset Management, S.A. S.G.I.I.C.	Other regulates companies	Madrid	100.00	-	Si	601	74,365	41,101	100,000	203,887	607	82,111	33,350	12/17
Sabadell Brasil Trade Services - Assessoria Comercial Ltda	Credit Institution	São Paulo	99.99	0.01	No	905	(810)	-	-	118	250	(262)	-	12/17
Sabadell Capital S.A De C.V. Sofom F.N.R.	Credit Institution	México	97.50	2.50	No	306,617	(46,255)	28,941	-	1,628,125	290,004	22,211	28,960	12/17
Sabadell Consumer Finance, S.A.U. (1)	Credit Institution	Barcelona	100.00	-	Si	35,720	56,905	17,512	-	1,095,561	72,232	25,315	17,512	12/17
Sabadell Corporate Finance, S.L.	Other investees with their own business	Madrid	100.00	-	Si	70	1,510	(310)	892	1,546	9,373	67	(310)	12/17
Sabadell d'Andorra Inversions Sgoic, S.A.U.	Other regulates companies	Andorra	-	50.97	No	300	905	264	244	2,136	300	586	135	12/17
Sabadell Information Systems Limited	Provision of technology services	London	100.00	-	No	332	(166)	(1,991)	-	41,371	332	(185)	(2,020)	12/17
Sabadell Information Systems, S.A.	Provision of technology services	Barcelona	100.00	-	Si	240	78,980	18,785	-	1,245,506	3,687	66,072	12,618	12/17
Sabadell Innovation Capital, S.L.U.	Holding	Barcelona	-	100.00	Si	1,000	(1)	(16)	-	1,002	1,000	(1)	(16)	12/17
Sabadell Innovation Cells, S.L.U.	Other management consulting activities	Barcelona	100.00	-	Si	3	-	(269)	-	366	3	-	(269)	12/17
Sabadell Patrimonio Inmobiliario, S.A.U.	Real Estate	Barcelona	100.00	-	Si	30,116	788,349	13,962	-	915,208	863,895	(37,234)	9,466	12/17
Sabadell Real Estate Activos, S.A.U.	Real Estate	Barcelona	100.00	-	Si	100,060	257,957	(22,644)	-	337,885	500,622	(138,016)	(18,672)	12/17
Sabadell Real Estate Development, S.L.U.	Real Estate	Barcelona	100.00	-	Si	15,807	(1,267,894)	(614,730)	-	4,717,460	2,147,442	(3,145,212)	(506,830)	12/17
Sabadell Real Estate Housing, S.L.U.	Real Estate	Barcelona	100.00	-	Si	2,073	525	(586)	-	37,159	14,292	(11,694)	(586)	12/17
Sabadell Securities Usa, Inc.	Other investees with their own business	Miami	100.00	-	No	551	2,286	702	-	3,681	551	2,146	698	12/17
Sabadell Solbank Sociedad de Gestión de Activos Adjudicados	Real Estate	Barcelona	100.00	-	Si	-	(473)	473	-	143	84	(557)	473	12/17
Sabadell Strategic Consulting, S.L.U.	Other investees with their own business	Barcelona	100.00	-	Si	3	394	110	-	1,037	3	394	110	12/17
Sabadell Venture Capital, S.L.U.	Holding	Barcelona	-	100.00	Si	3	880	1	-	15,113	3	(150)	1	12/17
Sinia Capital S.A. De C.V.	Holding	México	99.99	0.01	No	20,830	(3,189)	1,118	-	19,096	17,753	-	1,118	12/17
Sinia Renovables, S.A.U.	Other regulates companies	Barcelona	100.00	-	Si	15,000	(14,370)	(455)	-	25,287	15,000	(10,476)	640	12/17
Solvía Gestora de Vivienda Social, S.L.U.	Real Estate	Alicante	-	100.00	Si	3	1,988	2,779	-	6,677	3	1,988	2,779	12/17
Solvía Pacific, S.A. De C.V.	Real Estate	México	-	100.00	No	28,947	(17,513)	268	-	11,721	29,164	(11,879)	268	12/17
Solvía Servicios Inmobiliarios, S.L.U.	Real Estate	Alicante	100.00	-	Si	660	54,381	29,516	-	146,358	5,023	56,537	31,876	12/17
Stonington Spain, S.L.U.	Real Estate	Barcelona	100.00	-	Si	60,729	(6,333)	(3,547)	-	51,029	60,729	(12,566)	(3,052)	12/17
Tasaciones de Bienes Mediterráneo, S.A. (En Liquidación)	Other investees with their own business	Alicante	99.88	0.12	Si	1,000	1,387	-	-	2,394	5,266	(514)	7	12/17
Tenedora de Inversiones Y Participaciones, S.L.	SPE	Alicante	100.00	-	Si	296,092	(320,127)	(70,993)	-	1,997,413	2,504,914	(1,710,292)	(23,834)	12/17
Tierras Vega Alta Del Segura, S.L.	Real Estate	Barcelona	-	100.00	Si	4,550	(15,122)	2,099	-	8,599	16,823	(19,826)	2,099	12/17
Tratamientos Y Aplicaciones, S.L.U. En Liquidación	Services	Alicante	100.00	-	Si	3,003	(353)	-	-	2,656	4,654	2,285	-	12/17
TSB Bank Plc	Credit Institution	Edinburgh	-	100.00	No	90,710	2,040,091	131,480	-	51,711,022	1,814,636	327,540	130,284	12/17
TSB Banking Group Plc	Holding	London	100.00	-	No	7,028	1,770,152	(63)	-	2,228,368	2,156,507	(26,191)	(39,923)	12/17
Tsb Banking Group Plc Share Trust	Other regulates companies	London	-	100.00	No	1	-	-	-	-	-	(5,274)	-	12/17
<b>Subtotal</b>									<b>106,457</b>	<b>10,626,400</b>		<b>(4,544,837)</b>	<b>(325,096)</b>	



**Banco Sabadell Group companies at 31 December 2017 consolidated by the full consolidation method**

Thousand euro

Company name	Line of business	Registered office	Shareholding		Consolidated taxation	Company data (a)				Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	
			Direct	Indirect		Capital	Reserves	Profit/(loss) (b)	Dividends paid (c)					Total assets
TSB Covered Bonds Holdings Limited	Holding	London	-	100.00	No	1	-	-	-	1	1	-	-	12/17
TSB Scotland (Investment) Nominees Limited	Other regulated companies	Scotland	-	100.00	No	1	-	-	-	1	1	-	-	12/17
TSB Scotland Nominees Limited	Other regulated companies	Scotland	-	100.00	No	1	-	-	-	1	1	-	-	12/17
Urquijo Gestión, S.A.U., S.G.I.I.C.	Other regulated companies	Madrid	-	100.00	Si	3,606	3,383	4,510	7,798	19,809	3,084	3,835	4,580	12/17
Urumea Gestión, S.L.	Other investees with their own business	Guipúzcoa	-	100.00	No	9	(5)	(3)	-	2	9	(12)	(3)	12/17
VeA Rental Homes SOCIMI, S.A	Real Estate	Barcelona	100.00	-	No	5,000	(5)	(2,163)	-	56,414	5,000	(5)	(2,153)	12/17
Verum Inmobiliaria Urbanismo Y Promoción, S.A.	Real Estate	Barcelona	-	97.20	Si	12,000	(43,171)	(314)	-	17,123	11,664	(34,678)	(314)	12/17
Vitigudina Fv, S.L.	Engineering technical services	Madrid	-	100.00	Si	-	-	-	-	-	-	-	-	12/17
Xunqueira Eolica, S.L.	Wind energy	Barcelona	-	100.00	No	1,548	(3,477)	(2,258)	-	13,073	400	(1,999)	(2,541)	12/17
<b>Total</b>									<b>265,182</b>	<b>13,600,476</b>		<b>4,220,973</b>	<b>493,149</b>	

(1) Before Sabadell Consumer Finance, E.F.C., S.A.U.

(2) Before Europa Invest, S.A.

**Banco Sabadell Group companies at 31 December 2017 consolidated by the equity method (\*)**

Thousand euro

Company name	Line of business	Registered office	% Shareholding		Company data (a)				Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	
					Capital	Reserves	Profit/loss (b)	Dividends paid (c)					Total assets
			Direct	Indirect									
Aurica III, Fondo De Capital Riesgo	Other regulates companies	Barcelona	-	48.16	35,179	(630)	(1,321)	-	33,232	16,940	(303)	(636)	12/17
Aurica IIIB, Soc. De Capital Riesgo, S.A	Other regulates companies	Barcelona	-	41.67	22,687	(215)	(633)	-	21,844	9,465	(102)	(264)	12/17
Atrian Bakers, S.L	Other associated	Barcelona	-	22.41	26,249	(6,396)	-	-	35,348	2,000	-	-	12/16
Bansabadell Pensiones, E.G.F.P., S.A	Other regulates companies	Madrid	50.00	-	7,813	43,406	(7,986)	-	49,350	40,378	(14,490)	(3,993)	12/17
Bansabadell Seguros Generales, S.A. De Seguros Y Reaseguros	Other regulates companies	Madrid	50.00	-	10,000	67,278	12,582	6,393	233,524	45,000	(6,674)	6,291	12/17
Bansabadell Vida, S.A. De Seguros Y Reaseguros	Other regulates companies	Madrid	50.00	-	43,858	96,756	601,466	167,000	9,485,336	27,106	12,301	302,037	12/17
Emte Renovables, S.L	SPE	Barcelona	-	62.11	7,050	(7,050)	(411)	-	42,386	4,379	(4,379)	-	09/17
Esus Energía Renovable, S.L	Services	Pontevedra	-	45.00	50	(50)	(65)	-	2,024	23	(23)	-	12/17
Financiera Iberoamericana, S.A	Credit Institution	La Habana	50.00	-	38,288	6,308	3,064	747	81,416	19,144	1,970	1,532	12/17
Flex Equipos De Descanso, S.A	Manufacturing	Madrid	-	19.16	66,071	(3,291)	12,048	-	222,702	-	-	-	10/17
Gate Solar Gestión, S.L	Services	Álava	50.00	-	300	3,096	-	-	3,750	1,860	414	-	06/17
Gestora De Aparcamientos Del Mediterráneo, S.L	Services	Alicante	-	40.00	1,000	(1,000)	-	-	27,425	7,675	(2,012)	-	12/16
Grupo Luxiona, S.L	Other investees with their own business	Barcelona	-	20.00	2,561	(2,561)	(2,853)	-	58,637	10,835	(10,835)	-	09/17
HI Partners Starwood Capital Holdco Value Added, S.L.U.	Real Estate Development	Barcelona	-	30.00	127	11	-	-	165	117	-	-	12/16
Hydrophytic, S.L	Real Estate	Álava	-	50.00	186	111	13	-	450	93	55	7	09/17
Murcia Emprende, S.C.R. De R.S., S.A	Other regulates companies	Murcia	28.70	-	6,800	(2,020)	(631)	-	4,175	2,026	(17)	(165)	09/17
Nueva Pescanova, S.L	Wholesale trade	Pontevedra	23.76	-	147,614	(12,214)	(11,819)	-	987,107	-	-	-	10/17
Parque Eólico Los Ausines, S.L	Alternative energy production	León	-	50.00	4,465	(728)	2,631	-	45,354	2,282	(303)	1,316	12/17
Plaxic Estelar, S.L	Real Estate	Barcelona	-	45.01	3	115	(118)	-	31,994	2,845	(6,918)	(53)	10/17
Ribera Salud, S.A	Services	Valencia	-	50.00	9,518	80,482	4,085	-	416,311	30,203	14,797	2,043	12/17
Sabadell Bs Select Fund Of Hedge Funds Sicav (Luxembourg)	Other investees	Luxembourg	47.24	-	37,738	6,896	(70)	-	44,715	16,400	3,052	-	11/17
Sbd Creixent, S.A	Real Estate	Barcelona	23.05	-	5,965	229	(159)	-	16,388	3,524	(1,938)	(37)	09/17
Societat De Cartera Del Vallés, S.I.C.A.V., S.A	Other associated	Barcelona	47.75	-	4,818	4,517	417	-	5,413	422	1,935	202	12/17
Societat D'Inversió Dels Enginyers, S.L	SPE	Barcelona	-	35.78	2,555	(792)	102	-	1,873	915	(163)	37	09/17
<b>Total</b>								<b>174,140</b>	<b>243,632</b>	<b>(13,633)</b>	<b>308,317</b>		

Balance sheet date includes last available date.

(\*) Companies consolidated by the equity method as the Group cannot take part in their management.

(a) Companies outside Spain have been translated to euros applying historical exchange rate and the average exchange rate for profit/(loss) during the year.

(b) Results pending for approval at the General Meeting of Shareholders.

(c) Includes supplementary dividends from the previous year and dividends on account paid to the Group.

The balance of total ordinary income from associates consolidated by the equity method which considered individually is not material amounted to €1,776,022 thousand at 31 December 2017. The liabilities balance at the end of 2017 totalled €1,795,729 thousand. See the key figures at 2017 year-end for BanSabadell Vida in Note 13.

## Changes in the Group's scope of consolidation in 2017

### Associates and subsidiaries consolidated for the first time:

Thousand euro

Name of entity (or line of business) acquired or merged	Category	Effective date of the transaction	Cost of combination		% Voting rights acquired	% Total voting rights	Type of shareholding	Method	Reason
			Cost of acquisition	Fair value of equity instruments issued for the acquisition					
Aurica Coinvestments S.L.	Subsidiary	3/17/2017	52,972	0.00	82.48%	82.48%	Indirect	Full consolidation	a
Xunqueira Eolica, S.L.	Subsidiary	3/31/2017	400	0.00	98.55%	98.55%	Indirect	Full consolidation	b
Vitigudina Fv, S.L.	Subsidiary	3/31/2017	-	0.00	100.00%	100.00%	Indirect	Full consolidation	b
Orión Energía 1 - Orion Energía 30, S.L.	Subsidiary	3/31/2017	-	0.00	100.00%	100.00%	Indirect	Full consolidation	b
Flex Equipos De Descanso, S.A.	Associate	4/30/2017	50,930	0.00	19.16%	19.16%	Indirect	Equity method	c
Sabadell Innovation Cells, S.L.U.	Subsidiary	4/30/2017	3	0.00	100.00%	100.00%	Direct	Full consolidation	a
IFA Beach Hotel, S.A.U.	Subsidiary	6/30/2017	-	0.00	100.00%	100.00%	Indirect	Full consolidation	b
IFA Continental Hotel, S.A.U.	Subsidiary	6/30/2017	-	0.00	100.00%	100.00%	Indirect	Full consolidation	b
IFA Hotel Dunamar, S.A.U.	Subsidiary	6/30/2017	-	0.00	100.00%	100.00%	Indirect	Full consolidation	b
Tropical Partners, S.L.	Associate	6/30/2017	-	0.00	49.99%	49.99%	Indirect	Equity method	c
Parque Eólico Tahuna, S.L.U.	Subsidiary	7/31/2017	-	0.00	100.00%	100.00%	Direct	Full consolidation	b
Parque Eólico Zorreras, S.L.U.	Subsidiary	7/31/2017	-	0.00	100.00%	100.00%	Direct	Full consolidation	b
Sinia Capital S.A. De C.V.	Subsidiary	7/31/2017	17,753	0.00	99.99%	99.99%	Direct	Full consolidation	a
Sabadell Innovation Capital, S.L.U.	Subsidiary	7/31/2017	1,000	0.00	100.00%	100.00%	Indirect	Full consolidation	a
Ripollet Gestión, S.L.U.	Subsidiary	8/31/2017	20	0.00	100.00%	100.00%	Direct	Full consolidation	a
Notario Alemany 26 Properties, S.L.	Subsidiary	9/21/2017	-	0.00	100.00%	100.00%	Indirect	Full consolidation	b
Hotel Notario Alemany 26, S.L.	Subsidiary	9/21/2017	-	0.00	100.00%	100.00%	Indirect	Full consolidation	b
Atrian Bakers, S.L.	Associate	12/28/2017	2,000	0.00	22.41%	22.41%	Indirect	Equity method	c
Aurica III, Fondo De Capital Riesgo	Associate	12/31/2017	16,940	0.00	-	48.15%	Indirect	Equity method	d
Aurica IIIB, Soc. De Capital Riesgo, S.A.	Associate	12/31/2017	9,465	0.00	-	41.67%	Indirect	Equity method	d
<b>Total newly consolidated subsidiaries</b>			<b>72,148</b>						
<b>Total newly consolidated associates</b>			<b>79,335</b>						

(a) Incorporation of subsidiaries.

(b) Acquisition of subsidiaries.

(c) Acquisition of associates.

(d) Additions due to change in method of consolidation.



## Associates and subsidiaries no longer consolidated:

Thousand euro

Name of entity (or line of business) sold, spun off or otherwise disposed of	Category	Effective date of the transaction	% Voting rights disposed of	% Total voting rights following disposal	Profit/(loss) generated	Type of shareholding	Method	Reason
Empire Properties Spain, S.L.	Subsidiary	3/31/2017	100.00%	-	(127)	Direct	Full consolidated	a
Eólica De Cuesta Roya, S.L.	Subsidiary	3/31/2017	50.97%	-	(2)	Direct	Full consolidated	b
Exel Broker De Seguros, S.A.	Subsidiary	5/31/2017	100.00%	-	3,010	Direct	Full consolidated	a
Puerto De Tamaru, Aie	Subsidiary	1/31/2017	100.00%	10.00%	-	Direct	Full consolidated	a
Serveis D'Assessorament Bsa, S.A.U.	Subsidiary	2/28/2017	50.97%	-	-	Indirect	Full consolidated	d
Diana Capital, S.G.E.C.R., S.A.	Associate	6/30/2017	-	20.66%	-	Direct	Equity method	e
Gesta Aparcamientos, S.L.	Associate	6/30/2017	-	40.00%	-	Indirect	Equity method	e
Guisain, S.L.	Associate	6/30/2017	-	40.00%	-	Indirect	Equity method	e
Mediterráneo Vida, S.A.U. De Seguros Y Reaseguros	Subsidiary	6/30/2017	100.00%	-	16,634	Indirect	Full consolidated	c
Parque Tecnológico Fuente Álamo, S.A.	Associate	6/30/2017	-	22.54%	-	Direct	Equity method	e
Planificació Tgn2004, S.L. En Liquidación	Associate	6/30/2017	-	25.00%	-	Indirect	Equity method	e
Tremor Maroc Mediterraneo Services Immobiliers, S.A.R.L.	Associate	6/30/2017	-	40.00%	-	Indirect	Equity method	e
Visualmark Internacional, S.L.	Associate	6/30/2017	-	20.00%	-	Indirect	Equity method	e
Alfonso XII, 16 Inversiones, S.L.	Subsidiary	7/12/2017	100.00%	-	(28)	Indirect	Full consolidated	b
Sabadell United Bank, N.A.	Subsidiary	7/31/2017	100.00%	-	369,818	Direct	Full consolidated	a
Galeban Control y Asesoramiento, S.L.U.	Subsidiary	10/1/2017	100.00%	-	12	Direct	Full consolidated	c
Ac Dos Malaga S.L.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidated	a
Acteón Siglo XXI, S.A.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidated	a
Aviación Regional Cantabria, A.I.E.	Associate	12/15/2017	26.42%	-	(5)	Direct	Equity method	b
Aviones Alfambra Crj-900, A.I.E.	Associate	12/15/2017	25.00%	-	(2)	Direct	Equity method	b
Aviones Cabriel Crj-900, A.I.E.	Associate	12/15/2017	25.00%	-	(2)	Direct	Equity method	b
<b>Subtotal</b>					<b>389,308</b>			

(a) Subsidiaries no longer included in the scope of consolidation due to the sale of the equity interest held. The total net cash flow arising from this removal of subsidiaries amounts to €1,100,869 thousand. See cash flow statement.

(b) Disposals from the scope due to dissolution and/or liquidation.

(c) Removal from scope of consolidation of subsidiaries classified as non-current assets held for sale.

(d) Disposals due to merger.

(e) Removals due to a loss of significant influence.

Thousand euro

Name of entity (or line of business) sold, spun off or otherwise disposed of	Category	Effective date of the transaction	% Voting rights disposed of	% Total voting rights following disposal	Profit/(loss) generated	Type of shareholding	Method	Reason
Aviones Gorgos Crj-900, A.I.E.	Associate	12/15/2017	25.00%	-	(1)	Direct	Equity	b
Aviones Sella Crj-900, A.I.E.	Associate	12/15/2017	25.00%	-	-	Direct	Equity	b
Bansabadell Holding, S.L.U.	Subsidiary	12/31/2017	100.00%	-	-	Direct	Full consolidation	b
Creativ Hotel Catarina, Sa	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Hi Partners Holdco Value Added, S.A.U.	Subsidiary	12/22/2017	100.00%	-	50,655	Indirect	Full consolidation	a
Hotel Atocha 49, S.L.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Hotel Avenida Rhode 28, S.L.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Hotel Carretera N 632, S.L.U.	Subsidiary	12/20/2017	100.00%	-	-	Indirect	Full consolidation	a
Hotel Héroe De Sostoa 17, S.L.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Hotel Jardín Tropical, Slu	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Hotel Notario Alemany 26, S.L.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Hotel Paseo Marítimo 80, S.L.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Hotel Sa Torre Mallorca, S.L.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Ifa Beach Hotel, S.A.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Ifa Continental Hotel, S.A.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Ifa Hotel Dunamar, S.A.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Notario Alemany 26 Properties, S.L.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Tropical Partners, S.L.	Associate	12/31/2017	49.99%	-	-	Indirect	Equity	a
Viacarla Inversiones, S.A.U.	Subsidiary	12/27/2017	100.00%	-	(4,483)	Indirect	Full consolidation	a
Xeresa Golf, Sa	Subsidiary	12/31/2017	80.00%	-	-	Indirect	Full consolidation	a
Hotel Malaga Palacio S.A.U.	Subsidiary	12/31/2017	100.00%	-	-	Indirect	Full consolidation	a
Aurica III, Fondo De Capital Riesgo	Subsidiary	12/31/2017	-	48.15%	-	Indirect	Full consolidation	f
Aurica IIIB, Soc. De Capital Riesgo, S.A	Subsidiary	12/31/2017	-	41.67%	-	Indirect	Full consolidation	f
Otros					(767)			
<b>Total</b>					<b>434,712</b>			

(a) Subsidiaries no longer included in the scope of consolidation due to the sale of the equity interest held. The total net cash flow arising from this removal of subsidiaries amounts to €1,100,869 thousand. See cash flow statement.

(b) Disposals from the scope due to dissolution and/or liquidation.

(c) Removal from scope of consolidation of subsidiaries classified as non-current assets held for sale.

(d) Disposals due to merger.

(e) Removals due to a loss of significant influence.

(f) Removals due to change in method of consolidation.

**Banco Sabadell Group companies at 31 December 2016 consolidated by the full consolidation method**

Thousand euro														
Company name	Line of business	Registered office	Consolidated taxation		Company data (a)					Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	
			% Shareholding		Capital	Reserves	Profit/(loss) (b)	Dividends paid (c)	Total assets					
			Direct	Indirect										
AC Dos Lerida, S.L.U.	Real Estate Development	Barcelona	-	100.00		2,793	(3,292)	3,083	-	2,706	2,290	-	-	12/16
AC Dos Malaga S.L.U.	Real Estate Development	Pozuelo de Alarcón	-	100.00		2,404	(9,766)	(943)	-	11,024	22,985	-	-	12/16
Aceon siglo XXI, S.A.	Real Estate Development	Barcelona	-	100.00	No	13,130	(16,723)	15,210	-	13,325	11,030	-	-	12/16
Alfonso XII, 16 Inversiones, S.L.	Real Estate	Sant Cugat del Vallés	-	100.00	No	11,400	(25,005)	116	-	6,389	15,939	(16,185)	226	12/16
Arrendamiento De Bienes Inmobiliarios Del Mediterráneo, S.L.	Real Estate	Alicante	100.00	-	Si	100	10,943	(769)	-	10,306	20,038	(9,219)	96	12/16
Assegurances Segur Vida, S.A.U.	Other regulates companies	Andorra	-	50.97	No	602	311	68	-	35,843	602	159	34	12/16
Aurica Capital Desarrollo, S.G.E.I.C. S.A. Unipersonal	UCITS	Barcelona	100.00	-	Si	3,601	92	84	-	4,245	4,445	(753)	84	12/16
Aurica III, Fondo de Capital Riesgo	Other regulates companies	Barcelona	-	61.31	No	3,329	-	(578)	-	2,757	2,041	-	(354)	12/16
Aurica IIIB, Soc. de Capital Riesgo, S.A.	Other regulates companies	Barcelona	-	63.00	No	1,200	(2)	(229)	-	974	756	(1)	(144)	12/16
Aurica Xxi, S.C.R. De R.S., S.A.U.	Other regulates companies	Barcelona	100.00	-	Si	14,200	30,768	(3,367)	-	42,082	17,492	37,122	(3,367)	12/16
Banco Atlantico (Bahamas) Bank & Trust Ltd.	Credit Institution	Bahamas	99.99	0.01	No	1,598	1,197	(29)	-	3,542	2,439	848	(137)	06/15
Banco De Sabadell, S.A.	Credit Institution	Sabadell	-	-	Si	702,019	11,662,454	380,557	-	166,590,720	-	9,533,480	566,772	12/16
Banco Sabadell, S.A., Institución De Banca Múltiple	Credit Institution	México	99.99	0.01	No	93,549	(17,740)	(13,131)	-	342,006	91,554	(6,202)	(13,244)	12/16
Bancsabadell d'Andorra, S.A.	Credit Institution	Andorra	50.97	-	No	30,069	39,244	8,491	1,339	703,222	15,326	20,075	4,046	12/16
Sabadell Strategic Consulting, S.L.U. (1)	Other investees with their own business	Sant Cugat del Vallés	100.00	-	Si	3	252	142	-	934	3	252	142	12/16
Bansabadell Factura, S.L.U.	Other investees with their own business	Sant Cugat del Vallés	100.00	-	Si	100	(2,721)	252	-	1,290	299	(2,912)	244	12/16
Bansabadell Financiación, E.F.C., S.A.	Credit Institution	Sabadell	100.00	-	Si	24,040	27,372	1,611	-	688,405	24,040	27,372	1,611	12/16
Bansabadell Holding, S.L.U.	SPE	Sant Cugat del Vallés	100.00	-	Si	330,340	(435,133)	(68,073)	-	168,186	239,544	(375,946)	(68,073)	12/16
Bansabadell Inversió Desenvolupament, S.A.U.	SPE	Barcelona	100.00	-	Si	16,975	117,972	4,805	-	198,561	108,690	26,649	14,052	12/16
Sabadell Asset Management, S.A., S.G.I.I.C. (2)	Other regulates companies	Sant Cugat del Vallés	100.00	-	Si	601	148,545	36,858	-	260,742	607	148,539	25,774	12/16
Bansabadell Mediación, Operador De Banca-Seguros Vinculado Del Grupo Banco Sabadell, S.A.	Other regulates companies	Barcelona	-	100.00	Si	301	11,973	30,761	24,217	78,195	524	10,323	30,761	12/16
Bansabadell Renting, S.L.U.	Other investees with their own business	Sant Cugat del Vallés	100.00	-	Si	2,000	18,878	12,043	-	414,882	3,861	17,747	12,043	12/16
Bansabadell Securities Services, S.L.U.	Other investees with their own business	Sabadell	100.00	-	Si	2,500	24,326	7,700	-	38,677	2,500	24,000	7,700	12/16
Bitarte, S.A.	Other investees with their own business	San Sebastián	99.99	0.01	No	6,506	3,267	(633)	-	9,289	9,272	(3,463)	(633)	12/16
Bstartup 10, S.L.U.	SPE	Barcelona	-	100.00	Si	1,000	(1,090)	(428)	-	1,595	1,000	(1,744)	(605)	12/16
SABADELL INFORMATION SYSTEMS, S.A. (3)	Other investees with their own business	Sabadell	81.00	-	Si	240	62,906	14,028	-	839,145	3,687	40,251	25,821	12/16
Business Services For Operational Support, S.A.U.	Services	Sant Cugat del Vallés	80.00	-	Si	530	2,161	4,580	-	29,009	3,259	2,137	3,664	12/16
Cam Global Finance, S.A.U.	Other regulates companies	Alicante	100.00	-	Si	61	79	58	-	100,922	2,059	67	58	12/16
<b>Subtotal</b>									<b>25,556</b>	<b>606,282</b>	<b>9,472,596</b>	<b>606,571</b>		



**Banco Sabadell Group companies at 31 December 2016 consolidated by the full consolidation method**

Thousand euro

Company name	Line of business	Registered office	% Shareholding		Consolidated taxation	Company data (a)				Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	
						Capital	Reserves	Profit/loss (b)	Dividends paid (c)					Total assets
Cam International Issues, S.A.U.	Other regulates companies	Alicante	100.00	-	Si	61	337	34	98	66,560	114,079	(42,413)	(7,433)	12/16
Caminsa Urbanismo, S.A.U.	Real Estate	Alicante	-	100.00	Si	2,000	(1,606)	(52)	-	1,368	800	(233)	(21)	12/16
Cape Holdings No.1 Limited	Fund	Londres	-	100.00	No	1	-	-	-	1	1	-	-	12/16
Compañía De Cogeneración Del Caribe Dominicana, S.A	Services	República Dominicana	-	100.00	No	5,016	(4,226)	-	-	809	-	18	-	12/16
Creativ Hotel Catarina, SA	Real Estate Development	Barcelona	-	100.00	No	1,232	2,993	1,401	-	11,211	42,400	-	-	12/16
Desarrollos Y Participaciones Inmobiliarias 2006, S.L.U	Real Estate	Alicante	-	100.00	No	1,942	(86,364)	(3,233)	-	59	13,085	(62,556)	(14,898)	12/16
Duncan 2016 -1 Holdings Limited	Holding	Londres	-	100.00	No	1	-	-	-	1	1	-	-	12/16
Duncan de Inversiones SICAV, S.A	Collective investment undertakings, Funds and similar financial companies	Barcelona	87.35	-	No	7,842	1,177	(46)	-	2,791	2,560	(85)	(41)	12/16
Duncan Holdings 2015-1 Limited	Fund	Londres	-	100.00	No	1	-	-	-	1	1	-	-	12/16
Ederra, S.A	Real Estate	San Sebastián	97.85	-	No	2,036	24,257	7,205	-	34,079	36,062	(10,335)	7,051	12/16
Empire Properties Spain, S.L	Real Estate	Sant Cugat del Vallès	60.54	39.46	Si	4,963	44,643	306	-	50,667	49,607	(1)	306	12/16
Eólica De Cuesta Roya, S.L	Services	Zaragoza	50.97	-	No	3	(15)	-	-	2	2	-	-	11/15
Europa Invest. S.A	Other regulates companies	Luxemburgo	22.00	78.00	No	125	392	97	-	708	336	180	97	12/16
Europea Pall Mall Ltd.	Real Estate	Londres	100.00	-	No	20,843	(4,063)	82	-	17,103	20,843	(1,885)	(3,846)	12/16
Exel Broker Seguros, S.A	Other regulates companies	San Sebastián	99.40	0.60	No	100	748	1,494	1,230	4,976	3,940	(1,192)	1,494	12/16
Fonomed Gestión Telefónica Mediterráneo, S.A	Other investees with their own business	Alicante	99.97	0.03	Si	180	285	115	-	817	240	228	115	12/16
Gala Domus, S.A	Real Estate	A Coruña	-	100.00	No	4,000	(29,131)	(2,536)	-	1,340	2,000	(20,078)	(2,624)	12/16
Galeban 21 Comercial, S.L.U	SPE	A Coruña	100.00	-	Si	10,000	(4,256)	(32)	-	5,712	14,477	(8,730)	(32)	12/16
Galeban Control Y Asesoramiento, S.L.U	Services	A Coruña	100.00	-	Si	8	27	(20)	-	15	80	-	-	12/16
Gaztelubern S.L	Real Estate	San Sebastián	-	100.00	No	53	(18,476)	(2,289)	-	8,752	23,891	(60,126)	(2,289)	12/16
Gest 21 Inmobiliaria, S.L.U	SPE	Sant Cugat del Vallès	100.00	-	Si	7,810	(321)	342	-	7,857	80,516	(68,474)	340	12/16
Gestión de Proyectos Urbanísticos Del Mediterráneo, S.L	Real Estate	Sant Cugat del Vallès	-	100.00	Si	33,850	(27,134)	(4,174)	-	10,426	32,832	(14,153)	1,835	12/16
Gestión Financiera del Mediterráneo, S.A.U	SPE	Alicante	100.00	-	Si	13,000	119,270	24,647	27,614	157,037	352,584	45,376	322	12/16
Guipuzcoano Promoción Empresarial, S.L	SPE	San Sebastián	-	100.00	No	53	(76,486)	(769)	-	6,480	7,160	(101,430)	(441)	12/16
Guipuzcoano Valores, S.A	Real Estate	San Sebastián	99.99	0.01	No	4,514	2,706	118	-	7,416	10,833	(3,608)	114	12/16
Hi Partners Holdco Gestión Activa, S.L.U	Real Estate	Barcelona	-	100.00	Si	11,070	(220)	1	-	37,382	9,398	-	-	12/16
Hi Partners Holdco Value Added, S.L.U	Real Estate	Barcelona	-	100.00	Si	17,014	(86)	836	-	287,492	6,506	-	-	12/16
Hip Francia 184, S.L.U.	Real Estate	Barcelona	-	100.00	Si	3	(2)	(83)	-	83	3	-	-	12/16
Hobalear, S.A.U	Real Estate	Barcelona	-	100.00	Si	60	654	18	-	756	414	654	18	12/16
Hondarriberi, S.L	SPE	San Sebastián	99.99	0.01	No	41	(3,613)	(9,853)	-	58,570	110,169	(49,869)	(71)	12/16
Hotel Atocha 49, S.L.U	Real Estate	Barcelona	-	100.00	Si	6,500	(24)	(32)	-	8,963	6,500	-	-	12/16
Hotel Autovia del Mediterraneo 165, S.L.U	Real Estate Development	Barcelona	-	100.00	Si	3	(1)	(11)	-	57	3	-	-	12/16
Hotel Avenida Rhode 28, S.L.U	Real Estate Development	Barcelona	-	100.00	Si	3	(1)	(12)	-	62	3	-	-	12/16
Hotel Calle de Los Molinos 10, S.L.U	Real Estate Development	Barcelona	-	100.00	Si	2,077	(1)	(241)	-	2,409	3	-	-	12/16
Hotel Calle Mayor 34, S.L.U	Real Estate Development	Barcelona	-	100.00	Si	3	(1)	(18)	-	109	3	-	-	12/16
Hotel Carretera de Taulí, S.L.U	Real Estate Development	Barcelona	-	100.00	Si	3	(1)	(9)	-	6	3	-	-	12/16
Hotel Carretera N 632, S.L.U	Real Estate	Barcelona	-	100.00	Si	3	-	(195)	-	4,230	3	-	-	12/16
Hotel Cavall del Mar 25, S.L.U	Real Estate Development	Barcelona	-	100.00	Si	3	(1)	(12)	-	10,946	3	-	-	12/16
<b>Subtotal</b>									<b>28,942</b>	<b>941,341</b>	<b>(398,712)</b>	<b>(20,004)</b>		

**Banco Sabadell Group companies at 31 December 2016 consolidated by the full consolidation method**

Thousand euro

Company name	Line of business	Registered office	% Shareholding		Consolidated taxation	Company data (a)				Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	
						Capital	Reserves	Profit/(loss) (b)	Dividends paid (c)					Total assets
			Direct	Indirect										
Hotel Héroe de Sostoa 17, S.L.U.	Real estate	Barcelona	-	100.00	Si	10,511	(98)	220	-	11,809	3	-	12/16	
Hotel Investment Partners S.L. (5)	Real estate	Barcelona	100.00	-	Si	69,145	51,206	(1,238)	-	464,016	117,308	(2,872)	396	12/16
Hotel Jardín Tropical, SL	Real estate development	Barcelona	-	100.00	No	8,288	2,169	4,411	-	32,931	71,500	-	-	12/16
Hotel Malaga Palacio S.A.U.	Real estate development	Malaga	-	100.00	-	3,140	(777)	1,708	-	7,093	-	-	-	12/16
Hotel Maria Tarrida 6, S.L.U.	Real estate development	Barcelona	-	100.00	Si	8,966	(1)	19	-	9,188	8,996	-	-	12/16
Hotel Mirador Del Valle, S.L.U.	Real estate	Barcelona	-	100.00	Si	3	(16)	(273)	-	(14)	3	-	-	12/16
Hotel Paseo Marítimo 80, S.L.U.	Real estate	Barcelona	-	100.00	Si	3	-	(65)	-	27,400	3	-	-	12/16
Hotel Sa Torre Mallorca, S.L.	Real estate development	Barcelona	-	100.00	No	76	(7,649)	22,683	-	16,125	13,519	-	-	12/16
Hotel Value Added Primera, S.L.U.	Real estate development	Barcelona	-	100.00	Si	3	-	(92)	-	21,624	3	-	-	12/16
Interstate Property Holdings, Llc.	SPE	Miami	100.00	-	No	7,293	(11,965)	4,175	-	14,507	3,804	(11,855)	546	12/16
Inverán Gestión, S.L.	Real estate	Sant Cugat del Vallés	44.83	55.17	Si	45,090	(55,173)	(660)	-	24,876	45,090	(34,504)	(660)	12/16
Inversiones Cotizadas del Mediterráneo, S.L.	SPE	Alicante	100.00	-	Si	308,000	171,076	7,159	-	488,358	589,523	(94,647)	(4,422)	12/16
Inversiones en Resorts Mediterráneos, S.L. en liquidación	Real estate	Murcia	-	55.06	No	299,090	(302,156)	-	-	881	175,124	-	-	12/16
Malbrouck, S.I.C.A.V.	Collective investment undertakings, Funds and similar financial institutions	Madrid	99.99	-	No	14,554	-	(408)	-	16,703	16,679	-	-	12/16
Manston Invest, S.L.U.	Real estate	Sant Cugat del Vallés	100.00	-	Si	33,357	(4,689)	(4,946)	-	24,001	33,357	(8,147)	(3,518)	12/16
Mariñamendi, S.L.	Real estate	Sant Cugat del Vallés	-	100.00	Si	55,013	(90,911)	(6,151)	-	100,122	55,013	(93,495)	421	12/16
Mediterráneo Sabadell, S.L.	SPE	Alicante	50.00	50.00	Si	85,000	113,966	8,668	312	207,745	632,713	(628,079)	179	12/16
Mediterráneo Vida, S.A.U. de Seguros Y Reaseguros	Other regulated companies	Alicante	-	100.00	Si	102,044	174,958	27,246	8,489	2,521,494	127,827	6,250	27,246	12/16
Mercurio Alicante Sociedad de Arrendamientos 1, S.L.	Real estate	Alicante	97.26	-	No	795	(474)	(8)	-	7,655	973	(366)	191	12/16
Parque Eólico Jaufil, S.L.U.	Wind energy	Madrid	100.00	-	No	163	(2,936)	651	-	6,504	163	-	-	12/16
Parque Eólico Las Lomas De Lecrín, S.L.U.	Wind energy	Madrid	100.00	-	No	83	(1,038)	304	-	3,739	83	-	-	12/16
Parque Eólico Lecrín, S.L.U.	Wind energy	Granada	100.00	-	No	4,003	(8,920)	(5,691)	-	16,819	4,003	-	-	12/16
Parque Eólico Lomas De Manteca, S.L.U.	Wind energy	Madrid	100.00	-	No	163	(1,762)	1,565	-	7,803	163	-	-	12/16
Placements Immobilières France, S.A.S.	Real estate	Paris	-	100.00	No	30,002	76,677	10	-	106,593	101,343	1,711	(65)	12/16
Puerto de Tamarit, AIE	Services	Santa Cruz de Tenerife	99.90	0.10	No	1	-	-	-	-	1	-	-	12/16
Rubi Gestión, S.L.U.	Other financial services	Barcelona	100.00	-	Si	3	-	1,915	-	78,136	3	-	1,915	12/16
Sabadell Brasil Trade Services - Assessoria Comercial Ltda.	Credit institution	Sao Paulo	99.99	0.01	No	905	(795)	-	-	136	250	(164)	531	12/16
Sabadell Capital S.A. De C.V. Sofom E.N.R.	Credit institution	Mexico	97.50	2.50	No	284,666	(39,652)	18,828	-	1,419,245	277,016	3,219	18,992	12/16
Sabadell Consumer Finance, E.F.C. S.A.U.	Credit institution	Sant Cugat del Vallés	100.00	-	Si	35,720	38,972	17,933	-	879,962	72,232	7,456	17,860	12/16
Sabadell Corporate Finance, S.L.	Other investees with their own business	Madrid	100.00	-	Si	70	1,510	892	381	3,199	9,373	67	892	12/16
Sabadell d'Andorra Inversions Sgoic, S.A.U.	Other regulated companies	Andorra	-	50.97	No	300	892	256	-	2,138	300	455	131	12/16
Sabadell Information Systems Limited	Provision of technology services	London	100.00	-	No	332	27	(185)	-	713	332	-	(185)	12/16
<b>Subtotal</b>									<b>9,182</b>	<b>2,356,700</b>		<b>(754,971)</b>	<b>60,450</b>	



**Banco Sabadell Group companies at 31 December 2016 consolidated by the full consolidation method**

Thousand euro

Company name	Line of business	Registered office	% Shareholding		Consolidated taxation	Company data (a)					Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date
						Capital	Reserves	Profit/(loss) (b)	Dividends paid (c)	Total assets				
Sabadell Patrimonio Inmobiliario, S.A.U.	Real estate	Sant Cugat del Vallés	100.00	-	No	30,116	843,327	19,636	-	980,768	939,334	(62,191)	19,636	12/16
Sabadell Real Estate Activos, S.A.U.	Real estate	Sant Cugat del Vallés	100.00	-	Yes	100,060	283,564	(25,608)	-	360,179	500,622	(116,997)	(21,019)	12/16
Sabadell Real Estate Development, S.L.U.	Real estate	Sant Cugat del Vallés	100.00	-	Yes	15,807	(740,256)	(527,637)	-	4,838,543	2,147,442	(2,834,744)	(310,468)	12/16
Sabadell Real Estate Housing, S.L.U.	Real estate	Sant Cugat del Vallés	100.00	-	Yes	2,073	(1,281)	1,806	-	37,617	14,292	(13,500)	1,806	12/16
Sabadell Securities Usa, Inc.	Other investees with their own business	Miami	100.00	-	No	551	2,259	468	-	3,680	551	1,672	475	12/16
Sabadell Solbank Sociedad de Gestión de Activos Adjudicados, S.A.U.	Real estate	Sant Cugat del Vallés	100.00	-	Yes	60	2,394	64	-	2,553	3,074	(619)	64	12/16
Sabadell United Bank, N.A.	Credit institution	Miami	100.00	-	No	3,003	536,619	43,888	-	5,490,936	371,241	103,301	50,165	12/16
Sabadell Venture Capital, S.L.U.	Holding company	Barcelona	-	100.00	No	3	(2)	(149)	-	3,871	3	(2)	(149)	12/16
Serveis d'Assessorament Bsa, S.A.U.	Other investees with their own business	Andorra	-	50.97	No	60	48	3	-	239	60	24	2	12/16
Sinia Renovables, S.A.U. (4)	Other regulated companies	Barcelona	100.00	-	Yes	15,000	(13,834)	(536)	-	15,861	15,000	(9,743)	(733)	12/16
Solvía Gestora de Vivienda Social, S.L.U.	Real estate	Alicante	-	100.00	Yes	3	481	1,506	-	4,396	3	709	1,279	12/16
Solvía Pacific, S.A. De C.V.	Real estate	Mexico	-	100.00	No	28,947	(14,927)	(1,418)	-	13,020	29,164	(10,312)	(1,418)	12/16
Solvía Servicios Inmobiliarios, S.L.U.	Real estate	Alicante	100.00	-	Yes	660	15,493	36,890	-	138,874	5,023	14,849	41,688	12/16
Stonington Spain, S.L.U.	Real estate	Sant Cugat del Vallés	100.00	-	Yes	60,729	549	(6,882)	-	54,702	60,729	(7,814)	(4,752)	12/16
Tasaciones de Bienes Mediterráneo, S.A. (En Liquidación)	Other investees with their own business	Alicante	99.88	0.12	Yes	1,000	2,047	(667)	-	2,388	5,266	152	(667)	12/16
Tenedora de Inversiones Y Participaciones, S.L.	SPE	Alicante	100.00	-	Yes	296,092	(106,921)	(219,514)	-	2,295,111	2,564,914	(1,748,323)	39,345	12/16
Tierras Vega Alta Del Segura, S.L.	Real estate	Sant Cugat del Vallés	-	100.00	Yes	4,550	(14,286)	(836)	-	15,568	16,823	(21,567)	1,741	12/16
Tratamientos Y Aplicaciones, S.L.U. En Liquidación	Services	Alicante	100.00	-	Yes	3,003	(354)	-	-	2,656	4,654	2,285	-	12/16
TSB Bank Plc	Credit institution	Edinburgh	-	100.00	No	92,796	1,723,948	156,944	-	50,246,247	1,856,372	-	-	12/16
TSB Banking Group Plc	Holding company	London	100.00	-	No	5,840	708,749	(122)	-	2,308,833	2,214,865	119,995	176,256	12/16
TSB Coverd Bonds Holdings Limited	Holding company	London	-	100.00	No	1	-	-	-	1	1	-	-	12/16
TSB Scotland (Investment) Nominees Limited	Other regulated companies	Scotland	-	100.00	NO	1	-	-	-	1	1	-	-	12/16
TSB Scotland Nominees Limited	Other regulated companies	Scotland	-	100.00	NO	1	-	-	-	1	1	-	-	12/16
Urquijo Gestión, S.A.U., S.G.I.I.C.	Other regulated companies	Madrid	-	100.00	Yes	3,606	10,938	3,461	-	24,178	5,286	9,868	1,965	12/16
Urumea Gestión, S.L.	Other investees with their own business	San Sebastian	-	100.00	No	9	(2)	(3)	-	5	9	(9)	(3)	12/16
VeA Rental Homes SOCIMI, S.A.	Independent lease of real estate assets	Sant Cugat del Vallés	100.00	-	No	5,000	(3)	-	-	5,001	5,000	(3)	-	12/16
Verum Inmobiliaria Urbanismo Y Promocion, S.A.	Real estate	Sant Cugat del Vallés	-	97.20	Yes	12,000	(38,609)	(4,562)	-	17,176	11,664	(30,116)	(4,562)	12/16
Viacaria Inversiones, S.A.	Services	Madrid	-	100.00	No	7,250	(8,381)	2,023	-	10,429	402	-	-	12/16
Xeresa Golf, SA	Real estate development	Alicante	-	80.00	No	4,531	36,511	(11,447)	-	63,057	24,300	-	-	12/16
<b>Total</b>									<b>63,680</b>	<b>14,700,419</b>	<b>3,715,628</b>	<b>637,668</b>		

(1) Formerly BanSabadell Consulting, S.L.U.

(2) Formerly Bansabadell Inversión, S.A.U., S.G.I.I.C.

(3) Formerly Business Services For Information Systems, S.A.

(4) Formerly Sinia Renovables, S.C.R. De R.S., S.A.U.

(5) Formerly Hotel Investment Partnership, S.L.

**Banco Sabadell Group companies at 31 December 2016 consolidated by the equity method (\*)**

Thousand euro

Company name	Line of business	Registered office	Shareholding		Company data (a)					Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	
			Direct	Indirect	Capital	Reserves	Profit/(loss) (b)	Dividends paid (c)	Total assets				
Aviación Regional Cantabria, A.I.E.	Services	Madrid	26.42	-	16,918	2,527	10,388	2,352	-	4,472	(1,118)	4,528	12/16
Aviones Alfambra CRJ-900, A.I.E.	Services	Madrid	25.00	-	1	4,132	423	-	12,225	1,060	(269)	402	10/16
Aviones Cabriel CRJ-900, A.I.E.	Services	Madrid	25.00	-	1	4,158	421	-	-	1,060	(269)	401	10/16
Aviones Gorgos CRJ-900, A.I.E.	Services	Madrid	25.00	-	1	4,175	416	-	12,130	1,060	(270)	399	10/16
Aviones Sella CRJ-900, A.I.E.	Services	Madrid	25.00	-	1	4,190	417	-	12,083	1,060	(270)	398	10/16
Bansabadell Pensiones, E.G.F.P., S.A.	Other regulated companies	Sant Cugat del Vallés	50.00	-	7,813	59,497	(16,098)	2,908	57,722	40,378	(6,441)	(8,049)	12/16
Bansabadell Seguros Generales, S.A. De Seguros Y Reaseguros	Other regulated companies	Sant Cugat del Vallés	50.00	-	10,000	66,941	13,060	9,750	203,641	45,000	(6,353)	6,072	12/16
Bansabadell Vida, S.A. De Seguros Y Reaseguros	Other regulated companies	Sant Cugat del Vallés	50.00	-	43,858	328,318	104,548	-	9,396,948	27,106	125,723	53,577	12/16
Diana Capital, S.G.E.C.R., S.A.	Other regulated companies	Madrid	20.66	-	606	3,012	(29)	-	4,296	521	173	(167)	10/16
Emte Renovables, S.L.	SPE	Barcelona	-	62.11	7,050	(632)	(8)	-	-	4,379	(4,379)	-	11/15
Esus Energía Renovable, S.L.	Services	Vigo	-	45.00	50	(295)	(8)	-	-	23	(23)	-	10/15
Financiera Iberoamericana, S.A.	Credit institution	La Habana	50.00	-	38,288	12,152	2,059	2,149	88,522	19,144	1,328	1,389	12/16
Gate Solar Gestión, S.L.	Services	Vitoria-Gasteiz	50.00	-	300	3,233	(137)	-	-	1,860	36	378	-
Gesta Aparcamientos, S.L.	Real estate	Alicante	-	40.00	301	(244)	(17)	-	642	120	(1,047)	16	06/16
Gestora De Aparcamientos Del Mediterráneo, S.L.	Services	Alicante	-	40.00	1,000	(9,514)	(525)	-	27,607	7,675	(2,012)	-	09/16
Grupo Luxiona, S.L.	Other investees	Canovelles	-	20.00	2,561	9,846	(1,552)	-	65,490	10,835	(10,835)	-	09/16
Gusain, S.L.	Real estate	Vizcaya	-	40.00	4,200	(139)	(15)	-	6,829	2,593	(246)	(1,284)	03/16
HI Partners Starwood Capital Holdco Value Added, S.L.U.	Real estate development	Barcelona	-	30.00	127	262	181	-	-	117	-	-	12/16
Hydrophytic, S.L.	Real estate	Vitoria	-	50.00	186	95	16	-	467	93	42	14	12/16
Murcia Emprende, S.C.R. De R.S., S.A.	Other regulated companies	Murcia	28.70	-	6,800	(1,838)	(182)	-	4,799	2,026	(534)	517	09/16
Nueva Pescanova, S.L.	Wholesale trade	Pontevedra	14.64	-	12,188	12,997	(25,360)	-	971,313	1,785	-	-	12/15
Parque Eólico Los Ausines, S.L.	Alternative energy production	Ponferrada	-	50.00	4,465	(435)	(506)	-	47,218	2,282	-	(303)	12/16
Parque Tecnológico Fuente Álamo, S.A.	Services	Murcia	22.54	-	3,508	(1,076)	(118)	-	4,827	918	(385)	522	09/16
Planificació TGN2004, S.L. en liquidación	Real estate	Tarragona	-	25.00	3,309	(31,119)	24	-	7,488	827	(154)	-	12/15
Plaxic Estelar, S.L.	Real estate	Barcelona	-	45.01	3	(21,646)	(3)	-	31,998	2,738	(6,918)	-	09/16
Ribera Salud, S.A.	Services	Valencia	-	50.00	9,518	50,888	29,594	-	412,585	30,203	-	14,797	12/15
Sabadell Bs Select Fund Of Hedge Funds Sicav (Luxembourg)	Other investees	Luxemburgo	45.89	-	-	-	-	-	43,800	16,400	3,052	-	11/16
Sbd Creixent, S.A.	Real estate	Sabadell	23.05	-	5,965	284	(55)	-	16,307	3,524	(1,134)	(804)	09/16
<b>Subtotal</b>								<b>17,159</b>	<b>229,259</b>		<b>87,697</b>	<b>72,803</b>	

### Banco Sabadell Group companies at 31 December 2016 consolidated by the equity method (\*)

Thousand euro													
Company name	Line of business	Registered office	% Shareholding		Company data (a)				Group investment	Contribution to reserves or losses in consolidated companies	Contribution to Group consolidated profit/(loss)	Balance sheet date	
					Capital	Reserves	Profit/(loss) (b)	Dividends paid (c)					Total assets
			Direct	Indirect									
Sociedad De Cartera Del Vallés, S.I.C.A.V., S.A.	Other associates	Sabadell	47.87	-	4,818	4,408	109	-	4,926	422	1,981	(55)	12/16
Societat D'Inversió Dels Enginyers, S.L.	SPE	Barcelona	-	35.78	2,540	(743)	(10)	-	1,791	915	(190)	27	09/16
Tremón Maróc Mediterraneo Services Immobiliers, S.A.R.L.	Real state	Tanger	-	40.00	457	(405)	-	-	183		(49)	(12)	12/14
Visualmark Internacional, S.L.	Services	A Coruña	-	20.00	12	(5)	-	-	72	2	(2)	-	08/17
<b>Total</b>								<b>17,159</b>	<b>230,781</b>		<b>89,437</b>	<b>72,763</b>	
<b>Total</b>											<b>3,805,065</b>	<b>710,431</b>	

Balance sheet date includes last available date.

(\*) Companies consolidated by the equity method as the Group cannot take part in their management.

(a) Companies outside Spain have been translated to euros applying historical exchange rate and the average exchange rate for profit/(loss) during the year.

(b) Results pending for approval at the General Meeting of Shareholders.

(c) Includes supplementary dividends from the previous year and dividends on account paid to the Group.

The balance of total ordinary income from associates consolidated by the equity method amounted to €776,581 thousand at 31 December 2016. The liabilities balance of associates at the end of 2016 totalled €10,699,214 thousand.



## Changes in the Group's scope of consolidation in 2016

### Associates and subsidiaries consolidated for the first time:

Thousand euro

Name of entity (or line of business) acquired or merged	Category	Effective date of the transaction	Cost of combination		% Voting rights acquired	% Total voting rights	Type of shareholding	Method
			Cost of acquisition	Fair value of equity instruments issued for the acquisition				
Rubí Gestión, S.L.U.	Subsidiary	1/31/2016	3.00	-	100.00%	100.00%	Direct	Full consolidation
AURICA IIIB, SOC. DE CAPITAL RIESGO, S.A	Subsidiary	2/29/2016	756.00	-	63.00%	63.00%	Indirect	Full consolidation
Hotel Value Added Primera, S.L.U.	Subsidiary	2/29/2016	3.00	-	100.00%	100.00%	Indirect	Full consolidation
Parque Eólico Los Ausines, S.L	Associate	2/29/2016	2282.00	-	50.00%	50.00%	Indirect	Equity method
Duncan 2016 -1 Holdings Limited	Subsidiary	3/31/2016	1.00	-	100.00%	100.00%	Indirect	Full consolidation
Hotel Carretera N 632, S.L.U.	Subsidiary	3/31/2016	3.00	-	100.00%	100.00%	Indirect	Full consolidation
Hotel Paseo Marítimo 80, S.L.U.	Subsidiary	3/31/2016	3.00	-	100.00%	100.00%	Indirect	Full consolidation
Gate Solar Gestión, S.L	Associate	3/31/2016	1860.00	-	50.00%	50.00%	Direct	Equity method
HI Partners Starwood Capital Holdco Value Added, S.L.U.	Associate	3/31/2016	117.00	-	30.00%	30.00%	Indirect	Equity method
TSB COVERED BONDS HOLDINGS LIMITED	Subsidiary	5/15/2016	1.00	-	100.00%	100.00%	Indirect	Full consolidation
ACTEON SIGLO XXI, S.A.	Subsidiary	7/31/2016	11030.00	-	100.00%	100.00%	Indirect	Full consolidation
Creativ Hotel Catarina, SA.	Subsidiary	7/31/2016	42400.00	-	100.00%	100.00%	Indirect	Full consolidation
Hotel Jardín Tropical, SL	Subsidiary	7/31/2016	71500.00	-	100.00%	100.00%	Indirect	Full consolidation
HOTEL SA TORRE MALLORCA, S.L	Subsidiary	7/31/2016	13519.00	-	100.00%	100.00%	Indirect	Full consolidation
AURICA III, FONDO DE CAPITAL RIESGO	Subsidiary	9/30/2016	2041.00	-	61.31%	61.31%	Indirect	Full consolidation
Empire Properties Spain, S.L.	Subsidiary	9/30/2016	49607.00	-	100.00%	100.00%	Direct	Full consolidation
MALBROUCK, S.I.C.A.V.	Subsidiary	9/30/2016	16679.00	-	99.99%	99.99%	Direct	Full consolidation
Sabadell Information Systems Limited	Subsidiary	9/30/2016	332.00	-	100.00%	100.00%	Direct	Full consolidation
VeA Rental Homes SOCIMI, S.A	Subsidiary	9/30/2016	5000.00	-	100.00%	100.00%	Direct	Full consolidation
AC DOS LERIDA, S.L.U.	Subsidiary	10/31/2016	2290.00	-	100.00%	100.00%	Indirect	Full consolidation
AC DOS MALAGA S.L.U.	Subsidiary	10/31/2016	22985.00	-	100.00%	100.00%	Indirect	Full consolidation
HOTEL MALAGA PALACIO S.A.U.	Subsidiary	10/31/2016	-	-	100.00%	100.00%	Indirect	Full consolidation
Puerto de Tamaru, AIE	Subsidiary	12/5/2016	1.00	-	100.00%	100.00%	Direct	Full consolidation
Xeresa Golf, SA	Subsidiary	12/31/2016	24300.00	-	80.00%	80.00%	Indirect	Full consolidation
<b>Total newly consolidated subsidiaries (*)</b>			<b>262,454</b>					
<b>Total newly consolidated associates (*)</b>			<b>4,259</b>					

(\*) See cash flow statement - investment activities, under Investment Payments/Collections in joint ventures and associates.

## Associates and subsidiaries no longer consolidated:

Thousand euro

Name of entity (or line of business) acquired or merged	Category	Effective date of the transaction	% Voting rights disposed of	% Total voting rights following disposal	Profit/(loss) generated	Type of shareholding	Method	Reason
Activos Valencia I, S.A.U. en liquidación	Subsidiary	1/31/2016	100.00%	100.00%	- (1,233)	Indirect	Full consolidation	b
Parque Eólico Loma del Capón, S.L.U.	Subsidiary	2/29/2016	100.00%	100.00%	- (517)	Indirect	Full consolidation	a
Energías Renovables Sierra Sesnández, S.L.	Associate	2/29/2016	40.00%	40.00%	- (61)	Indirect	Equity method	a
Sistema Eléctrico de Conexión Valcaire, S.L.	Associate	2/29/2016	46.88%	46.88%	- -	Indirect	Equity method	a
Parque Eólico Magaz, S.L.	Associate	2/29/2016	49.00%	49.00%	- (37)	Indirect	Equity method	a
Torre Sureste, S.L.	Associate	2/29/2016	40.00%	40.00%	- (7)	Indirect	Equity method	b
Fomento de la Coruña, S.A.U.	Subsidiary	3/31/2016	100.00%	100.00%	- 6	Indirect	Full consolidation	a
Gate Solar, S.L.	Associate	3/31/2016	50.00%	50.00%	- -	Direct	Equity method	d
Blue-Lor, S.L. (en liquidación)	Associate	3/31/2016	27.62%	27.62%	- -	Indirect	Equity method	b
Dexia Sabadell, S.A.	Associate	4/30/2016	20.99%	20.99%	- 47,891	Direct	Equity method	a
Solvía Actividades y Servicios Inmobiliarios, S.A.U.	Subsidiary	5/31/2016	100.00%	100.00%	- (6)	Direct	Full consolidation	b
Mirador del Segura 21, S.L. en liquidación	Subsidiary	5/31/2016	100.00%	100.00%	- 32	Indirect	Full consolidation	b
Vistas del Parque 21, S.L. en liquidación	Subsidiary	5/31/2016	100.00%	100.00%	- 30	Indirect	Full consolidation	b
CAM Capital, S.A.U. en liquidación	Subsidiary	5/31/2016	100.00%	100.00%	- 243	Direct	Full consolidation	b
Cantabria Generación, S.L.U.	Subsidiary	6/30/2016	100.00%	100.00%	- 8	Direct	Full consolidation	b
Sabadell Asia Trade Services, Ltd.	Subsidiary	6/30/2016	100.00%	100.00%	- (152)	Direct	Full consolidation	b
Proteo Banking Software, S.L.U.	Subsidiary	6/30/2016	100.00%	100.00%	- 3	Direct	Full consolidation	b
Easo Bolsa, S.A.	Subsidiary	6/30/2016	100.00%	100.00%	- 15	Direct	Full consolidation	b
Desarrollo Y Ejecución Urbanística Del Mediterráneo, S.L.	Subsidiary	7/31/2016	100.00%	100.00%	- (48)	Indirect	Full consolidation	b
Gest Galinver, S.L.	Subsidiary	7/31/2016	100.00%	100.00%	- 206	Indirect	Full consolidation	b
Herrero Internacional Gestión, S.L.U.	Subsidiary	7/31/2016	100.00%	100.00%	- -	Indirect	Full consolidation	b
Procom Residencial Rivas, S.A.U.	Subsidiary	7/31/2016	100.00%	100.00%	- 2	Indirect	Full consolidation	b
Simat Banol, S.L.U.	Subsidiary	7/31/2016	100.00%	100.00%	- 450	Indirect	Full consolidation	b
Bajo Almazora Desarrollos Inmobiliarios, S.L. (en liquidación)	Associate	7/31/2016	39.14%	39.14%	- -	Indirect	Equity method	b
Intermas Nets, S.A.	Associate	7/31/2016	20.00%	20.00%	- -	Indirect	Equity method	a
Promociones E Inmuebles Blauverd Mediterráneo, S.L.U.	Subsidiary	8/31/2016	100.00%	100.00%	- 409	Indirect	Full consolidation	b
Aviones Carraixet CRJ-200 Ii A.I.E.	Associate	9/30/2016	25.00%	25.00%	- 150	Direct	Equity method	b
Aviones Portacoli CRJ-200 Iii A.I.E.	Associate	9/30/2016	25.00%	25.00%	- 179	Direct	Equity method	b
Aviones Turia CRJ-200 I, A.I.E.	Associate	9/30/2016	25.00%	25.00%	- 185	Direct	Equity method	b
Ballerton Servicios, S.L.U.	Subsidiary	11/30/2016	100.00%	100.00%	- (22)	Indirect	Full consolidation	b
Eólica De Valdejalón, S.L.	Subsidiary	11/30/2016	50.97%	50.97%	- (2)	Direct	Full consolidation	a
Épila Renovables, S.L.	Subsidiary	11/30/2016	51.00%	51.00%	- (74)	Direct	Full consolidation	a
Mursiya Golf, S.L.	Associate	12/15/2016	49.70%	49.70%	- -	Indirect	Equity method	a
Promociones Y Financiaciones Herrero, S.A.	Subsidiary	12/16/2016	100.00%	100.00%	- (313)	Direct	Full consolidation	b
Delta Swing, S.A.U.	Subsidiary	12/31/2016	100.00%	100.00%	- (10)	Indirect	Full consolidation	b
Otros					- (444)			
<b>Total</b>					<b>46,883</b>			

(a) Disposals from the scope of consolidation due to sale of shareholding.

(b) Disposals from the scope due to dissolution and/or liquidation.

(c) Disposals due to reclassification into non-current assets held for sale.

(d) Disposals due to merger.

## Schedule 2 – Structured entities - Securitisation funds

Thousand euro

Year	Securitisation funds held in full on the balance sheet	Entity	Total securitised assets at 31/12/2017
2004	GC SABADELL 1, F.T.H	Banc Sabadell	145,382
2004	TDA CAM 3, F.T.A.	Banco CAM	109,889
2005	TDA 23, F.T.A	Banco Guipuzcoano	38,249
2005	TDA CAM 4 F.T.A	Banco CAM	327,468
2005	TDA CAM 5 F.T.A	Banco CAM	549,493
2006	TDA 26-MIXTO, F.T.A	Banco Guipuzcoano	100,235
2006	TDA CAM 6 F.T.A	Banco CAM	375,769
2006	FTPYME TDA CAM 4 F.T.A	Banco CAM	163,354
2006	TDA CAM 7 F.T.A	Banco CAM	571,809
2006	CAIXA PENEDES 1 TDA, FTA	BMN- Penedés	267,338
2007	TDA 29, F.T.A	Banco Guipuzcoano	121,405
2007	TDA CAM 8 F.T.A	Banco CAM	557,575
2007	TDA CAM 9 F.T.A	Banco CAM	525,421
2007	CAIXA PENEDES PYMES 1 TDA, FTA	BMN- Penedés	67,828
2007	CAIXA PENEDES 2 TDA, FTA	BMN- Penedés	213,008
2008	CAIXA PENEDES FTGENCAT 1 TDA, FTA	BMN- Penedés	89,943
2009	GAT-ICO-FTVPO 1, F.T.H (CP)	BMN- Penedés	10,586
2016	IM SABADELL PYME 10	Banc Sabadell	953,077
2017	TDA SABADELL RMBS 4, FT	Banc Sabadell	5,905,032
2017	IM SABADELL PYME 11, FT	Banc Sabadell	1,855,924
<b>Total</b>			<b>12,948,785</b>

Thousand euro

Year	Securitisation funds held in full on the balance sheet	Entity	Total securitised assets at 31/12/2017
2001	TDA 14-MIXTO, F.T.A	Banco Guipuzcoano	3,546
2001	TDA 14-MIXTO, F.T.A	BMN- Penedés	19,817
2002	TDA 15-MIXTO, F.T.A	Banco Guipuzcoano	9,617
2003	TDA 17-MIXTO, F.T.A	Banco Guipuzcoano	19,010
2003	TDA CAM 2	Banco CAM	106,121
2006	TDA 25, FTA (*)	Banco Gallego	7,786
2010	FTPYMES 1 LIMITED	Banco CAM	172,889
<b>Total</b>			<b>338,786</b>

(\*) Securitisation fund in process of early liquidation.

### Schedule 3 –Information required to be kept by issuers of mortgage market securities and the special accounting mortgage register

Information concerning the data kept in the special accounting register of the issuer Banco Sabadell referred to in Article 21 of Royal Decree 716/2009, as required by Bank of Spain Circular 5/2011 is as follows, without taking account of the guarantee provided by the DGF.

#### A) Lending transactions (recognised as assets)

Details of the aggregate nominal values of mortgage loans and credit at 31 December 2017 and 2016 backing issues of asset-backed securities, their eligibility and the extent to which they qualify as such for mortgage market purposes, are presented in the following table:

Thousand euro

<b>Analysis of overall mortgage loan &amp; credit portfolio; eligibility and qualifying amounts (nominal values)</b>		
	<b>2017</b>	<b>2016</b>
<b>Total mortgage loan and credit portfolio</b>	<b>55,956,292</b>	<b>60,284,332</b>
<b>Participation mortgages issued</b>	<b>3,370,130</b>	<b>5,144,462</b>
<i>Of which : Loans held on balance sheet</i>	<i>3,174,791</i>	<i>4,835,597</i>
<b>Mortgage transfer certificates</b>	<b>7,860,991</b>	<b>3,963,115</b>
<i>Of which : Loans held on balance sheet</i>	<i>7,734,256</i>	<i>3,768,861</i>
<b>Mortgage loans pledged as security for financing received</b>	-	-
<b>Loans backing issues of mortgage bonds and covered bonds</b>	<b>44,725,171</b>	<b>51,176,755</b>
Ineligible loans	15,943,345	15,411,370
Fulfil eligibility requirements except for limit under Article 5.1 of Royal Decree 716/2009	13,965,022	12,290,896
Rest	1,978,323	3,120,474
Eligible loans	28,781,826	35,765,385
Non-qualifying portions	83,249	107,768
Qualifying portions	28,698,577	35,657,617
Loans covering mortgage bond issues	-	-
Loans eligible as coverage for covered bond issues	28,698,577	35,657,617
<b>Substitution assets for covered bond issues</b>	-	-

A breakdown of these nominal values according to different classifications is given below:

Thousand euro

	2017		2016	
	Total	<i>Of which: Eligible loans</i>	Total	<i>Of which: Eligible loans</i>
<b>Total mortgage loan and credit portfolio</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
<b>Origin of operations</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
Originated by the Bank	43,999,139	28,398,509	50,346,578	35,295,368
Subrogated from other entities	237,588	180,011	269,891	224,558
Rest	488,444	203,306	560,286	245,459
<b>Currency</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
Euro	44,619,869	28,702,376	51,045,668	35,705,266
Other currencies	105,302	79,450	131,087	60,119
<b>Payment status</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
Satisfactory payment	38,240,207	27,002,079	41,444,636	32,026,465
Other situations	6,484,964	1,779,747	9,732,119	3,738,920
<b>Average residual period to maturity</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
Up to 10 years	12,566,865	8,170,011	14,278,937	8,669,175
10 to 20 years	17,416,966	12,343,583	17,327,453	13,335,178
20 to 30 years	12,156,652	7,425,285	14,651,158	10,747,915
More than 30 years	2,584,688	842,947	4,919,207	3,013,117
<b>Interest rate</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
Fixed	10,240,956	7,418,574	9,321,347	6,334,684
Variable	34,484,215	21,363,252	41,855,408	29,430,701
Mixed	-	-	-	-
<b> Holders</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
Legal entities and individual entrepreneurs	16,428,024	8,882,296	19,786,398	10,745,538
<i>Of which: Real estate developments</i>	<i>4,555,082</i>	<i>1,546,541</i>	<i>6,539,086</i>	<i>2,537,346</i>
Other individuals and NPISHs	28,297,147	19,899,530	31,390,357	25,019,847
<b>Type of guarantee</b>	<b>44,725,171</b>	<b>28,781,826</b>	<b>51,176,755</b>	<b>35,765,385</b>
Assets / finished buildings	42,086,553	27,930,395	46,669,023	34,402,220
Residential	33,344,659	22,390,471	37,442,623	28,517,150
<i>Of which: Subsidised housing</i>	<i>1,500,528</i>	<i>1,153,703</i>	<i>1,744,996</i>	<i>1,233,156</i>
Commercial	8,559,381	5,421,465	9,088,092	5,783,908
Other	182,513	118,459	138,308	101,162
Assets/ buildings under construction	277,855	149,543	535,955	312,429
Residential	262,645	139,681	495,870	278,110
<i>Of which: Subsidised housing</i>	<i>62</i>	<i>1</i>	<i>63</i>	<i>-</i>
Commercial	14,247	8,899	36,568	30,804
Other	963	963	3,517	3,515
Land	2,360,763	701,888	3,971,777	1,050,736
Developed	1,210,598	220,792	2,158,151	452,427
Rest	1,150,165	481,096	1,813,626	598,309



The nominal values of drawable funds (i.e. undrawn commitments) within the total mortgage loans and credit portfolio were as follows:

Thousand euro

**Drawable balances (nominal value). Total mortgage loans and credit backing the issue of mortgage bonds and covered bonds**

	2017	2016
Potentially eligible	925,789	1,057,382
Ineligible	2,506,240	1,537,366

The distribution of nominal values based on the loan-to-value (LTV) ratio measuring the risk based on the last available valuation of the mortgage loans and credit portfolio eligible for the issuance of mortgage bonds and covered bonds is given hereafter:

Thousand euro

**LTV ratio by type of security. Eligible loans for the issue of mortgage bonds and covered bonds**

	2017	2016
<b>Secured on residential property</b>	<b>22,613,853</b>	<b>28,928,427</b>
<i>Of which LTV &lt; 40%</i>	<i>7,075,581</i>	<i>8,594,798</i>
<i>Of which LTV 40%-60%</i>	<i>8,353,242</i>	<i>11,062,573</i>
<i>Of which LTV 60%-80%</i>	<i>7,185,030</i>	<i>9,271,056</i>
<i>Of which LTV &gt; 80%</i>	-	-
<b>Secured on other properties</b>	<b>6,167,973</b>	<b>6,836,958</b>
<i>Of which LTV &lt; 40%</i>	<i>3,754,551</i>	<i>4,131,633</i>
<i>Of which LTV 40%-60%</i>	<i>2,413,422</i>	<i>2,705,325</i>
<i>Of which LTV &gt; 60%</i>	-	-

Changes during 2017 and 2016 in the nominal values of mortgage loans that secure issuances of mortgage bonds and covered bonds (eligible and non-eligible) are as follows:

Thousand euro

<b>Changes in nominal values of mortgage loans</b>		
	<b>Eligible</b>	<b>Ineligible</b>
<b>Balance at 31 December 2015</b>	<b>36,863,878</b>	<b>19,382,351</b>
<b>Derecognised during the year</b>	<b>(6,365,271)</b>	<b>(6,806,531)</b>
Terminations at maturity	(2,439,564)	(550,120)
Early terminations	(1,190,892)	(558,712)
Subrogations by other entities	(28,495)	(8,661)
Rest	(2,706,320)	(5,689,038)
<b>Additions during the year</b>	<b>5,266,778</b>	<b>2,835,550</b>
Originated by the Bank	3,256,162	1,593,583
Subrogations from other entities	27,712	12,309
Rest	1,982,904	1,229,658
<b>Balance at 31 December 2016</b>	<b>35,765,385</b>	<b>15,411,370</b>
<b>Derecognised during the year</b>	<b>(13,588,188)</b>	<b>(7,315,145)</b>
Terminations at maturity	(2,593,920)	(852,488)
Early terminations	(1,171,986)	(803,018)
Subrogations by other entities	(13,996)	(3,085)
Derecognised by securitisations	(3,105,737)	-
Rest	(6,702,549)	(5,656,554)
<b>Additions during the year</b>	<b>6,604,629</b>	<b>7,847,120</b>
Originated by the Bank	3,447,310	1,337,231
Subrogations from other entities	22,465	3,632
Rest	3,134,854	6,506,257
<b>Balance at 31 December 2017</b>	<b>28,781,826</b>	<b>15,943,345</b>

## B) Funding operations

Information on issuances carried out and secured with Banco Sabadell's mortgage lending portfolios is provided in the following table, analysed by residual maturity and according to whether the sale was by public offering or otherwise.

Thousand euro			
Nominal value	2017	2016	
<b>Covered bonds issued</b>	<b>20,727,543</b>	<b>23,457,544</b>	
<i>Of which: Not reflected under liabilities on the balance sheet</i>	<i>7,913,800</i>	<i>9,556,900</i>	
<b>Debt securities. Issued through public offering</b>	<b>7,200,000</b>	<b>7,600,000</b>	
Time to maturity up to one year	1,000,000	1,500,000	
Time to maturity from one to two years	-	1,000,000	
Time to maturity from two to three years	1,750,000	-	
Time to maturity from three to five years	1,350,000	3,100,000	
Time to maturity from five to ten years	3,100,000	2,000,000	
Time to maturity more than ten years	-	-	
<b>Debt securities. Other issues</b>	<b>10,813,000</b>	<b>12,813,000</b>	
Time to maturity up to one year	150,000	500,000	
Time to maturity from one to two years	3,150,000	1,150,000	
Time to maturity from two to three years	4,380,000	3,150,000	
Time to maturity from three to five years	1,445,000	6,380,000	
Time to maturity from five to ten years	1,688,000	1,633,000	
Time to maturity more than ten years	-	-	
<b>Deposits</b>	<b>2,714,543</b>	<b>3,044,544</b>	
Time to maturity up to one year	593,710	330,000	
Time to maturity from one to two years	524,146	593,710	
Time to maturity from two to three years	145,833	524,146	
Time to maturity from three to five years	994,444	445,833	
Time to maturity from five to ten years	436,410	1,130,855	
Time to maturity more than ten years	20,000	20,000	

	2017		2016	
	Nominal value (thousand euro)	Average residual time to maturity (years)	Nominal value (thousand euro)	Average residual time to maturity (years)
<b>Mortgage transfer certificates</b>	<b>7,860,991</b>	<b>23</b>	<b>3,963,115</b>	<b>17</b>
Issued through public offering	-	-	-	-
Other issues	7,860,991	23	3,963,115	17
<b>Participation mortgages</b>	<b>3,370,130</b>	<b>13</b>	<b>5,144,462</b>	<b>16</b>
Issued through public offering	-	-	-	-
Other issues	3,370,130	13	5,144,462	16

Banco de Sabadell, S.A.'s overcollateralisation ratio (the nominal value of the full mortgage lending portfolio backing the issuance of covered bonds, divided by the nominal value of issued covered bonds) stood at 216% at 31 December 2017 (218% at 31 December 2016).

As required by Royal Decree 716/2009, implementing certain aspects of Law 2/1981 of 25 March on the regulation of the mortgage market and other matters relating to mortgage lending, the Board of Directors represents that it is responsible for ensuring that the entity has a set of policies and procedures in place to assure compliance with mortgage market regulations.

In line with these policies and procedures related to the Group's mortgage market activities, the Board of Directors is responsible for ensuring compliance with mortgage market regulations and for implementing the Group's risk management and control procedures (see Note 3.3, Financial risk management). In terms of credit risk, in particular, the Board of Directors confers powers and discretions to its Executive Committee, which then sub-delegates authority at each level of decision-making. The internal procedures set up to handle the origination and monitoring of assets that make up the Group's lending and particularly those secured by mortgages, which serve as cover for the Group's covered bond issues, are described in detail below for each type of loan applicant.

### **Retail customers**

Analyses and decisions on approving lending and guarantees to retail customers are based on the scoring tools described in Note 3.4.1.2 on financial risk management. Where necessary, these tools are complemented with the work of a risk analyst, who carries out more in-depth studies of supplementary materials and reports. Furthermore, a series of other information and parameters are considered, such as the consistency of customers' applications and how well they match their possibilities; customers' ability to pay based on their current and future circumstances; the value of the property provided as security for the loan (as determined by an appraisal carried out by a valuation firm authorised by Bank of Spain and which Banco Sabadell's own internal approval processes will, additionally, have shown to be free of any association with the Group); the availability of any additional security; examinations of internal and external databases of defaulters, etc.

One aspect of the decision-making process involves establishing the maximum amount of the loan, based on the assessed value of the security (hereinafter, loan-to-value, or LTV) and the purchase value, if that is the purpose of the loan. As a general rule, under internal Group policies the lower of the maximum LTV and the purchase value is applicable to purchases by individuals of properties for use as their usual residence and is fixed at 80%. This provides an upper limit below which a range of other maximum ratios of less than 80% are set, having regard to the purpose of the loan.

A further step that must be taken before an application can be decided upon is to review all charges associated with the property on which the loan is to be secured and also any insurance taken out to cover the security. Once a loan application has been approved, the mortgage must be registered with the Property Registry as part of the formalities for arranging the loan.

Concerning approval discretions, the scoring tools are the main reference for determining the feasibility of the operation. Where the loan being sought is above a certain amount, or where factors are present that are not readily captured by a scoring procedure, a risk analyst will be involved. The limit for each discretion is based on credit scores and the amount of the transaction/risk of the customer, with additional conditions being specified at each level to determine when special intervention is required. A list of exceptions has been drawn up, based on the particular circumstances of the borrower and the operation, and these exceptions are covered in the Group's internal rules and procedures.

As mentioned in Note 3.4.1.2 on financial risk management, the Group has an integrated monitoring system in place which uses early warning tools that enable the early detection of borrowers that could be predisposed to compliance issues. A key part of this process consists of well-established procedures to review and validate the guarantees provided.

### **Businesses (other than construction/real estate development)**

Analyses and decisions concerning the approval of risks (lending and guarantees) are based on rating tools and "basic risk management teams", formed by one person from the business side and one from the risks side at different decision-making levels, both described in Note 3.4.1.2 on financial risk management. A range of other data and parameters is also taken into account, such as the consistency of the application, ability to pay and the nature of the security provided (as determined by an appraisal carried out by a Bank of Spain-authorized valuation firm which Banco Sabadell's own approval processes will, additionally, have shown to be free of any association with the Group) and considering any supplementary guarantees, the "fit" between the company's working capital and its total sales; the appropriateness of the total amount borrowed from the Group based on the business's capital strength, examinations of internal and external databases of defaulters, etc.

Review process of charges associated with the security provided and the registration of mortgages with the Property Registry are also applicable in this case.

Discretion figures are assigned based on the expected loss on the transaction/customer/risk group and the total risk of the customer or risk group. There are several levels at which decisions may be taken. In each of these, there is the figure of the "basic management team", one member of which will be on the business side and one on the risk management side. All loan approvals must be the result of a joint decision. As with retail customers, a set of exceptional circumstances has been specified for borrowers and sectors, and these are provided for in the Group's internal procedures.

As in the case of retail customers, operations are monitored using early warning tools. There are also procedures to ensure that the borrower's security and guarantees are constantly being reviewed and validated.

### **Businesses (construction/real estate development)**

Real estate assets and real estate developer loans are handled by the bank's Asset Transformation and Industrial and Real Estate Investees division. This division is organisationally structured to focus on the specialised management of assets of this type based on knowledge of the situation and development of the real-estate market. Managing the risks in this portfolio is the responsibility of the bank's Asset Risk unit, part of the Risk Management division.

Risk assessments are carried out by teams of specialised analysts who operate in conjunction with the Real Estate Investment Divisions to ensure that a risk management perspective is combined with a view based on direct contact with customers.

Factors influencing the decision include the rating of both the developer and the project together with a series of other supplementary considerations such as the financial position and net worth of the developer, revenue and cash flow projections, any business plans relating to the project and, most particularly, an in-depth study of current credit risks whether related to completed developments, land holdings or other assets.

There is a scale of maximum LTV ratios defined internally by the Group based on the purpose of the financing, quality of the developer and an internal appraisal of the development.

Decision-making powers and discretions are assigned according to the specific types of asset portfolio handled within this business segment, which may be related to new projects, sales, purchases or action plans. All these different circumstances are provided for in the entity's internal rules and procedures.

Loans are subject to the kind of continuous monitoring that asset management necessarily implies. For completed developments, monitoring will focus on sales or rental figures; for developments under construction, the state of progress of the work. A system of continuous control is established to check that commitments are being adhered to and, as with non-real estate businesses, procedures are in place for the continuous review and validation of the guarantees provided.

**Other matters**

Banco Sabadell Group is an active participant in the capital markets and has a number of funding programmes in operation (see Note 3.4.2.4). As one element of its funding strategy, Banco de Sabadell, S.A. is an issuer of mortgage covered bonds. Covered bonds are issued backed by the bank's portfolio of mortgage loans that meet the eligibility criteria set forth in Royal Decree 716/2009, which provides rules on the mortgage market and mortgage finance in Spain. The Group has control procedures in place to monitor its entire portfolio of mortgage loans and credit (one of which involves maintaining special accounting records of all mortgage loans and credit — and any assets that replace them — used to back issues of covered bonds and mortgage bonds, as well as records of any associated financial derivatives). There are also procedures in place to verify that all loans and other assets meet the eligibility criteria for use as collateral in issues of covered bonds, and to ensure that bond issues are kept within their maximum limits at all times. These procedures are all regulated by current mortgage market regulations.

## Schedule 4 – Information on issuers of territorial bonds and on the special accounting record of territorial bonds

Details of the data from the special accounting record of territorial bonds of the issuing entity Banco Sabadell, referred to in the sole additional provision of Royal Decree 579/2014, required by Bank of Spain Circular 4/2015, is given below:

### A) Lending operations

Details of the aggregate nominal values of loans and credit in public administrations at 31 December 2017 covering issues of asset-backed securities, their eligibility and the extent to which they qualify as such for territorial bond hedging purposes are presented in the following table:

Thousand euro			
<b>2017</b>			
	<b>Total</b>	<b>Residents in Spain</b>	<b>Residents in other countries in the European Economic Area</b>
Central Governments	167,305	167,305	-
Regional Governments or Governments in Autonomous Communities	1,182,839	1,182,839	-
Local Governments	557,573	557,573	-
Social Security Funds	44	44	-
<b>Total loans and credit portfolio</b>	<b>1,907,761</b>	<b>1,907,761</b>	<b>-</b>

Thousand euro			
<b>2016</b>			
	<b>Total</b>	<b>Residents in Spain</b>	<b>Residents in other countries in the European Economic Area</b>
Central Governments	278,620	278,620	-
Regional Governments or Governments in Autonomous Communities	1,206,406	1,206,406	-
Local Governments	739,233	739,233	-
Social Security Funds	-	-	-
<b>Total loans and credit portfolio</b>	<b>2,224,259</b>	<b>2,224,259</b>	<b>-</b>

## B) Funding operations

Information on issuances carried out and collateralised using the bank's portfolio of loans and credit to general governments is provided in the following table, disclosed by residual maturity and according to whether the sale was by public offering or otherwise:

Thousand euro		
<b>Nominal value</b>	<b>2017</b>	<b>2016</b>
<b>Territorial bond in issue</b>	<b>900,000</b>	<b>900,000</b>
<i>Of which: Not reflected under liabilities on the balance sheet</i>	<i>900,000</i>	<i>900,000</i>
<b>Issued through public offering</b>	-	-
Time to maturity up to one year	-	-
Time to maturity from one to two years	-	-
Time to maturity from two to three years	-	-
Time to maturity from three to five years	-	-
Time to maturity from five to ten years	-	-
Time to maturity more than ten years	-	-
<b>Other issues</b>	<b>900,000</b>	<b>900,000</b>
Time to maturity up to one year	-	-
Time to maturity from one to two years	900,000	-
Time to maturity from two to three years	-	900,000
Time to maturity from three to five years	-	-
Time to maturity from five to ten years	-	-
Time to maturity more than ten years	-	-

The over-collateralisation ratio (the aggregate nominal value of the portfolio of loans and credit to general governments backing the issue of territorial bonds divided by the nominal value of issued territorial bonds) for Banco de Sabadell, S.A. stood at 212 % at 31 December 2017 (247% at 31 December 2016).

As required by Royal Decree 579/2014, the Board of Directors represents that it is responsible for ensuring that the bank has a set of policies and procedures in place relating to the financing activities of public entities to assure compliance with regulations governing the issuance of these securities (see Note 3 on financial risk management).

In terms of credit risk, in particular, the Board of Directors confers powers and discretions to its Executive Committee, which then sub-delegates authority at each level of decision-making. The internal procedures set up to handle the origination and monitoring of the assets that make up the Group's loans and receivables and particularly assets with public entities, which back the Group's territorial covered bond issues.



## Schedule 5 – Details of outstanding subordinate assets and liabilities of the Group

### Debt securities issued

The breakdown of the Group's issues at 31 December 2017 and 2016 is as follows:

Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Maturity date	Issue currency	Target of offering
		31/12/2017	31/12/2016				
Banco Gallego, S.A. (*)	28/10/2013	186	186	2.00%	29/12/2019	Euro	Retail
Banco de Sabadell, S.A.	10/03/2014	409	1,495	EURIBOR 6M + 3,50	10/03/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/03/2014	1,833	2,604	EURIBOR 6M + 3,50	10/03/2020	Euro	Institutional
Banco de Sabadell, S.A.	18/03/2014	5,000	5,000	EURIBOR 3M + 1,35	18/03/2019	Euro	Institutional
Banco de Sabadell, S.A.	18/03/2014	11,500	11,500	EURIBOR 3M + 1,65	18/03/2019	Euro	Institutional
Banco de Sabadell, S.A.	10/04/2014	348	1,109	4.30%	10/04/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/04/2014	563	1,994	EURIBOR 6M + 3,50	10/04/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/05/2014	388	1,270	4.18%	10/05/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/05/2014	445	1,309	12/31/1899	10/05/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/05/2014	1,128	4,455	EURIBOR 6M + 3,50	10/05/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/05/2014	2,268	3,180	4.42%	10/05/2020	Euro	Institutional
Banco de Sabadell, S.A.	10/05/2014	3,046	4,452	EURIBOR 6M + 3,50	10/05/2020	Euro	Institutional
Banco de Sabadell, S.A.	13/05/2014	20,000	20,000	EURIBOR 3M + 0,90	13/05/2019	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2014	444	1,309	3.39%	10/06/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2014	875	2,577	3.63%	10/06/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2014	428	1,284	EURIBOR 6M + 2,75	10/06/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2014	592	1,972	EURIBOR 6M + 3,00	10/06/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2014	1,545	2,216	EURIBOR 6M + 2,75	10/06/2020	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2014	2,103	3,005	EURIBOR 6M + 3,00	10/06/2020	Euro	Institutional
Banco de Sabadell, S.A.	27/06/2014	20,000	20,000	EURIBOR 3M + 0,85	27/06/2019	Euro	Institutional
Banco de Sabadell, S.A.	10/07/2014	836	1,643	3.52%	10/07/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/07/2014	1,330	2,613	3.61%	10/07/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/07/2014	2,276	4,904	EURIBOR 6M + 2,75	10/07/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/07/2014	3,051	5,705	EURIBOR 6M + 2,75	10/07/2020	Euro	Institutional
Banco de Sabadell, S.A.	10/08/2014	1,607	3,157	3.64%	10/08/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/08/2014	884	1,736	3.73%	10/08/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/08/2014	2,029	4,184	EURIBOR 6M + 2,75	10/08/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/08/2014	2,710	4,458	EURIBOR 6M + 2,75	10/08/2020	Euro	Institutional
Banco de Sabadell, S.A.	10/09/2014	944	1,853	3.71%	10/09/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/09/2014	1,088	2,289	EURIBOR 6M + 2,75	10/09/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/10/2014	1,441	1,922	EURIBOR 6M + 2,35	10/10/2020	Euro	Institutional
Banco de Sabadell, S.A.	10/11/2014	762	1,705	3.34%	10/11/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/11/2014	2,494	5,630	EURIBOR 6M + 2,35	10/11/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/11/2014	2,652	3,681	EURIBOR 6M + 2,35	10/11/2020	Euro	Institutional
Banco de Sabadell, S.A.	10/12/2014	2,743	5,985	EURIBOR 6M + 2,35	10/12/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/12/2014	982	1,934	3.19%	10/12/2018	Euro	Institutional
Banco de Sabadell, S.A.	10/12/2014	3,031	4,512	EURIBOR 6M + 2,35	10/12/2020	Euro	Institutional
Banco de Sabadell, S.A.	16/10/2015	-	300,000	-	16/01/2017	Euro	Retail
Banco de Sabadell, S.A.	26/11/2015	-	300,000	-	26/05/2017	Euro	Retail
Banco de Sabadell, S.A.	03/02/2016	-	300,000	-	03/05/2017	Euro	Retail
Banco de Sabadell, S.A.	05/04/2016	-	300,000	-	05/07/2017	Euro	Retail
Banco de Sabadell, S.A.	14/06/2016	300,000	300,000	0.60%	14/06/2018	Euro	Retail
Banco de Sabadell, S.A.	26/07/2016	316,371	316,371	0.50%	26/07/2018	Euro	Retail
Banco de Sabadell, S.A.	20/09/2018	256,479	256,479	0.40%	20/09/2018	Euro	Retail
Banco de Sabadell, S.A.	05/12/2016	500,000	500,000	0.65%	05/03/2020	Euro	Retail
Banco de Sabadell, S.A.	12/12/2016	15,000	15,000	MAX(EURIBOR 3M; 0,5%)	12/12/2019	Euro	Retail
Banco de Sabadell, S.A.	29/12/2016	500,000	500,000	0.30%	29/06/2018	Euro	Institutional
Banco de Sabadell, S.A.	07/03/2017	591,066	-	0.40%	07/03/2019	Euro	Retail
Banco de Sabadell, S.A.	24/04/2017	342,017	-	0.40%	24/04/2019	Euro	Retail
Banco de Sabadell, S.A.	21/06/2017	464,764	-	0.40%	21/06/2019	Euro	Retail
Banco de Sabadell, S.A.	03/07/2017	10,000	-	MAX(EURIBOR 3M + 0,30; 0,3%)	04/07/2022	Euro	Retail
Banco de Sabadell, S.A.	28/07/2017	26,800	-	MAX(EURIBOR 3M; 0,60%)	28/07/2022	Euro	Retail
Banco de Sabadell, S.A.	28/09/2017	10,000	-	MAX(EURIBOR 3M + 0,30; 0,3%)	28/09/2022	Euro	Retail
Banco de Sabadell, S.A.	05/12/2017	1,000,000	-	0.88%	05/03/2023	Euro	Institutional
Subscribed by Group companies		(22,951)	(494)				
<b>Total straight bonds</b>		<b>4,413,507</b>	<b>3,236,184</b>				

(\*) Companies merged with Banco Sabadell.

Thousand euro

Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Maturity date	Issue currency	Target of offering
		31/12/2017	31/12/2016				
Banco Guipuzcoano, S.A. (*)	18/04/2007	25,000	25,000	1.70%	18/04/2022	Euro	Institutional
Banco de Sabadell, S.A.	25/07/2012	3,000	3,000	ref . underlying assets	25/07/2022	Euro	Retail
Banco de Sabadell, S.A.	10/10/2012	-	1,425	-	10/10/2017	Euro	Retail
Banco de Sabadell, S.A.	20/12/2012	3,000	3,000	ref . underlying assets	20/12/2019	Euro	Retail
Banco de Sabadell, S.A.	16/05/2013	5,000	5,000	ref . underlying assets	16/05/2018	Euro	Retail
Banco de Sabadell, S.A.	27/05/2014	5,000	5,000	ref . underlying assets	27/05/2019	Euro	Retail
Banco de Sabadell, S.A.	14/07/2014	10,000	10,000	ref . underlying assets	15/07/2024	Euro	Retail
Banco de Sabadell, S.A.	14/07/2014	3,000	3,000	ref . underlying assets	14/07/2021	Euro	Retail
Banco de Sabadell, S.A.	16/07/2014	5,000	5,000	ref . underlying assets	16/07/2019	Euro	Retail
Banco de Sabadell, S.A.	24/07/2014	4,000	4,000	ref . underlying assets	24/07/2019	Euro	Retail
Banco de Sabadell, S.A.	18/12/2014	-	5,000	-	18/12/2019	Euro	Retail
Banco de Sabadell, S.A.	03/02/2015	7,000	7,000	ref . underlying assets	03/02/2020	Euro	Retail
Banco de Sabadell, S.A.	15/04/2015	4,000	4,000	ref . underlying assets	15/04/2020	Euro	Retail
Banco de Sabadell, S.A.	15/04/2015	8,000	8,000	ref . underlying assets	15/04/2020	Euro	Retail
Banco de Sabadell, S.A.	06/07/2015	1,800	1,800	ref . underlying assets	06/07/2020	Euro	Retail
Banco de Sabadell, S.A.	24/07/2015	39,998	39,998	ref . underlying assets	24/07/2018	Euro	Retail
Banco de Sabadell, S.A.	18/12/2015	-	8,200	-	18/12/2020	Euro	Retail
Banco de Sabadell, S.A.	12/02/2016	13,500	13,500	ref . underlying assets	12/02/2021	Euro	Retail
Banco de Sabadell, S.A.	15/03/2016	10,500	10,500	ref . underlying assets	15/03/2021	Euro	Retail
Banco de Sabadell, S.A.	01/04/2016	13,200	13,200	ref . underlying assets	01/04/2022	Euro	Retail
Banco de Sabadell, S.A.	01/04/2016	10,000	10,000	ref . underlying assets	01/04/2022	Euro	Retail
Banco de Sabadell, S.A.	13/05/2016	11,600	11,600	ref . underlying assets	13/05/2021	Euro	Retail
Banco de Sabadell, S.A.	01/06/2016	6,000	6,000	ref . underlying assets	03/06/2019	Euro	Retail
Banco de Sabadell, S.A.	17/06/2016	75,000	75,000	ref . underlying assets	17/06/2019	Euro	Retail
Banco de Sabadell, S.A.	20/06/2016	-	8,000	-	20/06/2017	Euro	Retail
Banco de Sabadell, S.A.	21/06/2016	8,500	8,500	ref . underlying assets	21/06/2019	Euro	Retail
Banco de Sabadell, S.A.	23/06/2016	19,000	19,300	ref . underlying assets	23/06/2021	Euro	Retail
Banco de Sabadell, S.A.	30/11/2016	45,000	45,000	ref . underlying assets	30/11/2021	Euro	Retail
Subscribed by Group companies							
<b>Total structured bonds</b>		<b>336,098</b>	<b>359,023</b>				

Thousand euro

Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Maturity date	Issue currency	Target of offering
		31/12/2017	31/12/2016				
Banco CAM, S.A. (*)	09/03/2012	-	1,059,050	0.00%	09/03/2017	Euro	Institutional
Subscribed by Group companies		-	-				
<b>Total ordinary government guarantee bonds</b>		-	<b>1,059,050</b>				

(\*) Companies merged with Banco Sabadell.

Thousand euro

Issuing entity	Date of issue	Amount		Interest rate term		Maturity date	Issue currency	Target of offering
		31/12/2017	31/12/2016	31/12/2017	31/12/2016			
Banco de Sabadell, S.A. (ofic. Londres) (*)	18/12/2015	346,500	246,089	0.12%	0.25%	Varios	Euro	Institutional
Banco de Sabadell, S.A. (**)	02/03/2017	5,075,495	6,024,080	0.18%	0.29%	Varios	Euro	Institutional
Subscribed by Group companies		-	-					
<b>Total promissory notes</b>		<b>5,421,995</b>	<b>6,270,169</b>					

(\*) Promissory notes (ECP).

(\*\*) Prospectus for € 7.000.000 thousand filed with the Spanish National Securities Exchange Commission (CNMV).

Thousand euro

Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Maturity date	Issue currency	Target of offering
		31/12/2017	31/12/2016				
Banco de Sabadell, S.A.	24/01/2007	-	1,500,000	-	24/01/2017	Euro	Institutional
Banco de Sabadell, S.A.	20/06/2007	-	300,000	-	20/06/2017	Euro	Institutional
Banco de Sabadell, S.A.	08/05/2009	100,000	100,000	EURIBOR 3M + 1	08/05/2021	Euro	Institutional
Banco de Sabadell, S.A.	31/07/2009	-	200,000	-	31/07/2017	Euro	Institutional
Banco de Sabadell, S.A.	18/09/2009	150,000	150,000	EURIBOR 3M + 0,90	18/09/2018	Euro	Institutional
Banco CAM, S.A. (*)	27/04/2010	30,000	30,000	4.60%	31/07/2020	Euro	Institutional
Banco de Sabadell, S.A.	10/12/2010	150,000	150,000	EURIBOR 3M + 2,35	10/12/2020	Euro	Institutional
Banco de Sabadell, S.A.	11/01/2011	100,000	100,000	EURIBOR 3M + 2,60	11/01/2019	Euro	Institutional
Banco Guipuzcoano, S.A. (*)	19/01/2011	100,000	100,000	EURIBOR 3M + 2,75	19/01/2019	Euro	Institutional
Banco de Sabadell, S.A.	07/06/2011	200,000	200,000	EURIBOR 3M + 2,25	07/06/2019	Euro	Institutional
Banco de Sabadell, S.A.	13/07/2011	50,000	50,000	EURIBOR 3M + 2,60	13/07/2021	Euro	Institutional
Banco de Sabadell, S.A.	12/12/2011	150,000	150,000	EURIBOR 3M + 3,10	12/12/2021	Euro	Institutional
Banco de Sabadell, S.A.	05/10/2012	95,000	95,000	EURIBOR 3M + 4,80	05/10/2022	Euro	Institutional
Banco de Sabadell, S.A.	28/12/2012	200,000	200,000	EURIBOR 3M + 4,15	28/12/2020	Euro	Institutional
Banco de Sabadell, S.A.	23/01/2013	1,000,000	1,000,000	3.375%	23/01/2018	Euro	Institutional
Banco de Sabadell, S.A.	09/12/2013	200,000	200,000	EURIBOR 3M+ 1,60	09/12/2021	Euro	Institutional
Banco de Sabadell, S.A.	26/09/2014	250,000	250,000	EURIBOR 3M + 0,70	26/09/2022	Euro	Institutional
Banco de Sabadell, S.A.	03/10/2014	38,000	38,000	EURIBOR 3M + 0,68	03/10/2023	Euro	Institutional
Banco de Sabadell, S.A.	12/11/2014	1,350,000	1,350,000	0.88%	12/11/2021	Euro	Institutional
Banco de Sabadell, S.A.	26/11/2014	-	1,000,000	-	26/11/2018	Euro	Institutional
Banco de Sabadell, S.A.	05/12/2014	100,000	100,000	EURIBOR 3 M + 0,40	05/12/2022	Euro	Institutional
Banco de Sabadell, S.A.	29/01/2015	1,250,000	1,250,000	EURIBOR 12 M + 0,232	29/01/2019	Euro	Institutional
Banco de Sabadell, S.A.	23/04/2015	1,500,000	1,500,000	EURIBOR 12 M + 0,08	23/04/2019	Euro	Institutional
Banco de Sabadell, S.A.	04/05/2015	250,000	250,000	EURIBOR 3 M + 0,13	04/05/2023	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2015	750,000	750,000	0.38%	10/06/2020	Euro	Institutional
Banco de Sabadell, S.A.	18/06/2015	1,500,000	1,500,000	EURIBOR 12 M + 0,05	18/06/2020	Euro	Institutional
Banco de Sabadell, S.A.	03/07/2015	50,000	50,000	EURIBOR 3 M + 0,20	03/07/2023	Euro	Institutional
Banco de Sabadell, S.A.	20/07/2015	1,500,000	1,500,000	EURIBOR 12 M + 0,05	20/07/2020	Euro	Institutional
Banco de Sabadell, S.A.	16/09/2015	1,000,000	1,000,000	EURIBOR 12 M + 0,07	16/09/2020	Euro	Institutional
Banco de Sabadell, S.A.	03/11/2015	1,000,000	1,000,000	0.63%	03/11/2020	Euro	Institutional
Banco de Sabadell, S.A.	26/01/2016	550,000	550,000	EURIBOR 3M + 0,80	26/01/2024	Euro	Institutional
Banco de Sabadell, S.A.	24/05/2016	50,000	50,000	EURIBOR 3M + 0,535	24/05/2024	Euro	Institutional
Banco de Sabadell, S.A.	10/06/2016	1,000,000	1,000,000	0.63%	10/06/2024	Euro	Institutional
Banco de Sabadell, S.A.	20/10/2016	1,000,000	1,000,000	0.13%	20/10/2023	Euro	Institutional
Banco de Sabadell, S.A.	15/12/2016	-	1,000,000	-	15/12/2020	Euro	Institutional
Banco de Sabadell, S.A.	21/12/2016	500,000	500,000	EURIBOR 12M + 0,27	21/12/2021	Euro	Institutional
Banco de Sabadell, S.A.	29/12/2016	250,000	250,000	0.97%	27/12/2024	Euro	Institutional
Banco de Sabadell, S.A.	26/04/2017	1,100,000	-	1.00%	26/04/2027	Euro	Institutional
Banco de Sabadell, S.A.	21/07/2017	500,000	-	0.89%	21/07/2025	Euro	Institutional
Subscribed by Group companies		(7,913,800)	(9,556,900)				
<b>Total covered bonds</b>		<b>10,099,200</b>	<b>10,856,100</b>				

(\*) Companies merged with Banco Sabadell.

Thousand euro

Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Maturity date	Issue currency	Target of offering
		31/12/2017	31/12/2016				
Banco de Sabadell, S.A.	23/04/2015	500,000	500,000	EURIBOR 12M + 0,13	23/04/2019	Euro	Institutional
Banco de Sabadell, S.A.	16/12/2015	400,000	400,000	EURIBOR 12M + 0,33	16/12/2019	Euro	Institutional
Subscribed by Group companies		(900,000)	(900,000)				
<b>Total territorial bonds</b>		-	-				

## Subordinated liabilities

Subordinated liabilities issued by the bank at 31 December 2017 and 2016 are as follows:

Thousand euro

Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Issue currency	Target of offering
		31/12/2017	31/12/2016			
Banco de Sabadell, S.A.	26/04/2010	424,600	424,600	6.250%	Euros	Institutional
Banco de Sabadell, S.A.	25/02/2011	-	40,400	-	Euros	Institutional
Banco de Sabadell, S.A. (*)	28/10/2013	-	17,680	-	Euros	Institutional
Banco de Sabadell, S.A.	06/05/2016	500,000	500,000	5.625%	Euros	Institutional
Subscribed by Group companies		-	-			
<b>Total subordinated bonds</b>		<b>924,600</b>	<b>982,680</b>			

(\*) Convertible subordinated bonds.

Thousand euro

Issuing entity	Date of issue	Amount		Interest rate ruling at 31/12/2017	Maturity date	Target of offering
		31/12/2017	31/12/2016			
Banco de Sabadell, S.A.	20/09/2006	-	18,400	-	Euro	Institutional
Banco de Sabadell, S.A. (*)	18/05/2017	750,000	-	6.500%	Euro	Institutional
Banco de Sabadell, S.A. (*)	23/11/2017	400,000	-	6.125%	Euro	Institutional
Subscribed by Group companies		-	-			
<b>Total preference shares</b>		<b>1,150,000</b>	<b>18,400</b>			

(\*) Perpetual issuance. Reported as date of maturity/termination of first call option.

## Schedule 6 – Other risk information

### Credit risk exposure

#### Loans and advances to customers broken down by activity and type of guarantee

The breakdown of the heading “*Loans and advances – Customers*” by activity and guarantee, excluding advances not classed as loans, at 31 December 2017 and 2016, respectively, is as follows:

	2017							
	TOTAL	Of which: Secured on real estate	Of which: other financial collateral	Collateralised loans. Carrying amount based on the last valuation available. Loan to value				
				40% or less	Over 40% and less than or equal to 60%	Over 60% and less than or equal to 80%	Over 80% and less than or equal to 100%	Over 100%
<b>General governments</b>	9,779,264	50,981	8,963	9,554	26,553	19,800	24	4,013
<b>Other financial companies and individual entrepreneurs (financial business activity )</b>	4,849,527	316,250	10,358	44,044	151,322	79,496	13,997	37,749
<b>Non-financial companies and individual entrepreneurs (non-financial business activity)</b>	57,703,535	14,218,322	5,836,224	5,407,896	5,056,863	3,471,668	1,839,141	4,278,978
Real estate construction and development (including land)	5,651,895	3,079,785	1,289,597	828,883	1,048,943	664,804	586,443	1,240,309
Civil engineering construction	804,108	62,795	51,238	28,758	24,300	13,413	8,095	39,467
Other purposes	51,247,532	11,075,742	4,495,389	4,550,255	3,983,620	2,793,451	1,244,603	2,999,202
Large companies	25,436,559	1,519,399	1,251,616	571,460	521,137	484,052	302,703	891,663
SMES and individual entrepreneurs	25,810,973	9,556,343	3,243,773	3,978,795	3,462,483	2,309,399	941,900	2,107,539
<b>Rest of households</b>	41,113,936	36,578,297	380,251	7,427,306	9,147,478	9,202,804	4,979,747	6,201,213
Housing	37,128,471	36,124,847	167,496	7,318,090	9,001,226	9,008,988	4,878,356	6,085,683
Consumer loans	2,971,664	347,575	112,257	89,533	110,048	128,902	60,302	71,047
Other purposes	1,013,801	105,875	100,498	19,683	36,204	64,914	41,089	44,483
<b>TOTAL</b>	<b>113,446,262</b>	<b>51,163,850</b>	<b>6,235,796</b>	<b>12,888,800</b>	<b>14,382,216</b>	<b>12,773,768</b>	<b>6,832,909</b>	<b>10,521,953</b>
<b>MEMORANDUM ITEM</b>								
Refinancing, refinanced and restructured loans	5,202,039	3,202,134	536,638	580,732	694,367	688,446	619,539	1,155,688

Thousand euro

	2016							
	TOTAL	Of which: Secured on real estate	Of which: other financial collateral	Collateralised loans. Carrying amount based on the last valuation available.				
				Loan to value				
				40% or less	Over 40% and less than or equal to 60%	Over 60% and less than or equal to 80%	Over 80% and less than or equal to 100%	Over 100%
<b>General governments</b>	<b>9,545,894</b>	<b>63,328</b>	<b>29,611</b>	<b>33,797</b>	<b>26,686</b>	<b>21,300</b>	<b>10,914</b>	<b>242</b>
<b>Other financial companies and individual entrepreneurs (financial business activity )</b>	<b>3,452,714</b>	<b>209,494</b>	<b>3,169</b>	<b>124,207</b>	<b>53,879</b>	<b>20,413</b>	<b>267</b>	<b>13,897</b>
<b>Non-financial companies and individual entrepreneurs (non-financial business activity)</b>	<b>59,174,666</b>	<b>20,168,453</b>	<b>1,799,452</b>	<b>8,013,469</b>	<b>5,181,986</b>	<b>2,996,996</b>	<b>1,827,277</b>	<b>3,948,177</b>
Real estate construction and development (including land)	7,324,044	6,464,989	34,192	1,752,493	1,362,822	808,557	645,975	1,929,334
Civil engineering construction	910,902	107,392	4,859	47,854	30,241	11,944	10,140	12,072
Other purposes	50,939,720	13,596,072	1,760,401	6,213,122	3,788,923	2,176,495	1,171,162	2,006,771
Large companies	22,992,149	2,319,472	868,592	1,925,232	368,359	293,768	323,109	277,596
SMES and individual entrepreneurs	27,947,571	11,276,600	891,809	4,287,890	3,420,564	1,882,727	848,053	1,729,175
<b>Rest of households</b>	<b>41,083,934</b>	<b>38,048,723</b>	<b>152,185</b>	<b>9,392,101</b>	<b>12,794,507</b>	<b>10,928,535</b>	<b>3,179,836</b>	<b>1,905,929</b>
Housing	33,195,441	32,902,924	15,218	7,418,908	11,226,833	9,948,181	2,795,485	1,528,735
Consumer loans	5,112,840	3,808,624	38,517	1,513,416	1,173,306	731,453	244,206	184,760
Other purposes	2,775,653	1,337,175	98,450	459,777	394,368	248,901	140,145	192,434
<b>TOTAL</b>	<b>113,257,208</b>	<b>58,489,998</b>	<b>1,984,417</b>	<b>17,563,574</b>	<b>18,057,058</b>	<b>13,967,244</b>	<b>5,018,294</b>	<b>5,868,245</b>
<b>MEMORANDUM ITEM</b>	<b>7,179,818</b>	<b>5,564,219</b>	<b>106,074</b>	<b>1,268,137</b>	<b>1,414,413</b>	<b>1,342,095</b>	<b>769,856</b>	<b>875,792</b>
<b>Refinancing, refinanced and restructured loans</b>								

In terms of risks with LTV >80%, which mainly correspond to transactions from acquired institutions or business operations in which, as a supplement to the valuation of the operation, a mortgage guarantee is available to hedge such risks. Similarly, there are other additional reasons for approval, which mainly correspond to solvent borrowers with a proven payment capacity, as well as customers with a good profile who contribute additional guarantees (personal guarantees and/or pledges) to the mortgage guarantees already considered in the LTV ratio.

The outstanding balance of refinanced and restructured loans as at 31 December 2017 and 2016 is as follows:

Thousand euro

	2017							Additional information: finance classified as non-current assets and disposal groups classified as held for sale
	Credit institutions	General governments	Other financial companies and individual entrepreneurs (financial business activities)	Non-financial companies and individual entrepreneurs (non-financial business activity)	Of which: finance for construction and real estate development (including land)	Rest of households	TOTAL	
<b>TOTAL</b>								
<b>Unsecured</b>								
Number of transactions	-	17	1,508	18,522	2,201	26,218	46,265	-
Gross carrying amount	-	11,694	66,258	2,362,549	602,347	402,795	2,843,296	-
<b>With financial collateral</b>								
Number of transactions	-	5	177	12,376	3,097	22,388	34,946	-
Gross carrying amount	-	439	15,369	1,830,995	389,959	1,764,904	3,611,707	-
<b>Impairment adjustments</b>	-	2,613	13,740	924,461	300,197	312,150	1,252,964	-
<b>Of which doubtful risk</b>								
<b>Unsecured</b>								
Number of transactions	-	13	25	9,660	2,011	11,704	21,402	-
Gross carrying amount	-	9,170	14,263	1,335,313	427,173	240,252	1,598,998	-
<b>With financial collateral</b>								
Number of transactions	-	4	9	7,465	2,610	12,570	20,048	-
Gross carrying amount	-	440	14,692	1,033,873	288,441	973,417	2,022,422	-
<b>Specific coverage</b>	-	2,613	13,575	859,542	297,013	289,318	1,165,048	-
<b>TOTAL</b>								
Number of operations	-	22	1,685	30,898	5,298	48,606	<b>81,211</b>	-
Gross amount	-	12,133	81,627	4,193,544	892,306	2,167,699	<b>6,455,003</b>	-
Impairment adjustments	-	2,613	13,740	924,461	300,197	312,150	<b>1,252,964</b>	-

Thousand euro

	2016							
	Credit institutions	General governments	Other financial companies and individual entrepreneurs (financial business activities)	Non-financial companies and individual entrepreneurs (non-financial business activity)	Of which: finance for construction and real estate development (including land)	Rest of households	TOTAL	Additional information: finance classified as non-current assets and disposal groups classified as held for sale
<b>TOTAL</b>								
<b>Unsecured</b>								
Number of transactions	-	-	56	19,130	702	35,564	<b>54,750</b>	-
Gross carrying amount	-	-	134,220	1,407,217	156,836	159,413	<b>1,700,850</b>	-
<b>With financial collateral</b>								
Number of transactions	-	28	23	20,213	7,610	48,509	<b>68,773</b>	-
Gross carrying amount	-	21,259	12,253	3,928,237	1,412,149	3,168,381	<b>7,130,130</b>	-
<b>Impairment adjustments</b>	-	865	255	1,244,960	562,955	404,485	<b>1,650,565</b>	-
<b>Of which doubtful risk</b>								
<b>Unsecured</b>								
Number of transactions	-	-	11	5,132	381	8,302	<b>13,445</b>	-
Gross carrying amount	-	-	417	601,733	136,516	52,698	<b>654,848</b>	-
<b>With financial collateral</b>								
Number of transactions	-	9	12	11,356	6,342	19,055	<b>30,432</b>	-
Gross carrying amount	-	3,125	689	2,387,621	1,112,891	1,474,546	<b>3,865,981</b>	-
<b>Specific coverage</b>	-	865	228	1,149,711	550,584	364,090	<b>1,514,894</b>	-
<b>TOTAL</b>								
Number of operations	-	28	79	39,343	8,312	84,073	<b>123,523</b>	-
Gross amount	-	21,259	146,473	5,335,454	1,568,985	3,327,794	<b>8,830,980</b>	-
Impairment adjustments	-	865	255	1,244,960	562,955	404,485	<b>1,650,565</b>	-

The value of the guarantees received to ensure collection associated with refinancing and restructuring operations, broken down into collateral and other guarantees, at 31 December 2017 and 2016 year-end, are as follows:

Thousand euro

<b>Guarantees received</b>	<b>2017</b>	<b>2016</b>
Value of collateral	3,534,628	5,447,069
Of which: guarantees doubtful risks	1,861,444	2,431,552
Value of other collateral	664,917	653,986
Of which: guarantees doubtful risks	205,177	250,968
<b>Total value of guarantees received</b>	<b>4,199,545</b>	<b>6,101,055</b>



Detailed movements of the balance of refinancing and restructuring operations during 2017 and 2016 are as follows:

Thousand euro	2017	2016
Opening balance	8,830,980	14,320,307
(+) Refinancing and restructuring in the period	1,194,691	1,688,754
<i>Memorandum item: impact recognised in profit and loss account for the period</i>	<i>113,450</i>	<i>89,336</i>
(-) Debt amortisations	(1,526,864)	(1,797,841)
(-) Foreclosures	(295,542)	(551,942)
(-) Derecognised from the balance sheet (reclassified as write-off)	(160,630)	(175,353)
(+)/(-) Other changes	(1,587,632)	(4,652,945)
<b>Balance at the end of the year</b>	<b>6,455,003</b>	<b>8,830,980</b>

(\*) Includes operations which are no longer identified as refinancing, refinanced or restructured, due to complying with requirements for their reclassification from standard exposure subject to overcome the period heals (see Note 1.3.3).

The table below shows the value of operations which, after refinancing or restructuring, have been classified as doubtful exposures during 2017 and 2016:

Thousand euro	2017	2016
<b>General governments</b>	<b>394</b>	<b>707</b>
<b>Other corporate borrowers and individual entrepreneurs</b>	<b>218,327</b>	<b>443,102</b>
<i>Of which: Finance for construction and real estate development</i>	<i>39,838</i>	<i>124,975</i>
<b>Other individual borrowers</b>	<b>174,646</b>	<b>348,293</b>
<b>TOTAL</b>	<b>393,367</b>	<b>792,102</b>

The average probability of default on current refinancing and restructuring operations per activity at 31 December 2017 and 2016 is as follows:

%	2017	2016
<b>Central governments (*)</b>	<b>-</b>	<b>-</b>
<b>Other corporate borrowers and individual entrepreneurs</b>	<b>8</b>	<b>11</b>
<i>Of which: Finance for construction and real estate development</i>	<i>7</i>	<i>12</i>
<b>Other individual borrowers</b>	<b>10</b>	<b>12</b>

(\*) Authorisation has not been granted for the use of internal models in the calculation of capital requirements.  
Average probability of default calculated at September 2017.

The PD of refinancing operations has been reduced since December 2016, owing to the entry into force of Circular 4/2016 in October 2016.

Thereafter, distressed refinancings are gradually classified as subjective doubtful loans as stricter criteria than before are applied. The result is a performing refinanced population with an improved credit quality and therefore a lower PD.

## Concentration risk

### Geographic exposure

#### Global

The breakdown of risk concentration by activity and at global level at 31 December 2017 and 2016 is as follows:

Thousand euro

	2017				
	TOTAL	Spain	Rest of European Union	America	Rest of the world
<b>Credit institutions</b>	<b>26,630,454</b>	<b>19,316,265</b>	<b>3,731,124</b>	<b>3,110,939</b>	<b>472,126</b>
<b>General Governments</b>	<b>30,014,965</b>	<b>17,840,200</b>	<b>10,889,337</b>	<b>1,251,296</b>	<b>34,132</b>
Central Governments	25,053,923	12,879,158	10,889,337	1,251,296	34,132
Rest	4,961,042	4,961,042	-	-	-
<b>Other financial institutions</b>	<b>9,627,199</b>	<b>6,670,162</b>	<b>2,533,238</b>	<b>423,790</b>	<b>9</b>
<b>Non-financial companies and individual entrepreneurs</b>	<b>68,344,124</b>	<b>60,881,001</b>	<b>3,209,044</b>	<b>3,955,175</b>	<b>298,904</b>
Real estate construction and development	6,439,677	6,427,054	7,490	4,862	271
Civil engineering construction	1,590,831	1,567,467	13,338	7,762	2,264
Other purposes	60,313,616	52,886,480	3,188,216	3,942,551	296,369
Large companies	32,387,387	25,881,872	2,744,395	3,521,346	239,774
SMEs and individual entrepreneurs	27,926,229	27,004,608	443,821	421,205	56,595
<b>Non-profit institutions serving households (NPISH)</b>	<b>41,419,874</b>	<b>38,224,521</b>	<b>1,989,231</b>	<b>442,547</b>	<b>763,575</b>
Housing	37,128,656	34,294,145	1,954,861	134,411	745,239
Consumer loans	2,971,664	2,634,592	22,232	300,873	13,967
Other purposes	1,319,554	1,295,784	12,138	7,263	4,369
<b>TOTAL</b>	<b>176,036,616</b>	<b>142,932,149</b>	<b>22,351,974</b>	<b>9,183,747</b>	<b>1,568,746</b>

Thousand euro

	2016				
	TOTAL	Spain	Rest of European Union	America	Rest of the world
<b>Credit institutions</b>	<b>14,017,489</b>	<b>7,360,516</b>	<b>3,129,206</b>	<b>3,016,465</b>	<b>511,302</b>
<b>General Governments</b>	<b>29,502,530</b>	<b>19,758,275</b>	<b>7,215,638</b>	<b>2,511,976</b>	<b>16,641</b>
Central Governments	24,513,519	14,769,282	7,215,620	2,511,976	16,641
Rest	4,989,011	4,988,993	18	-	-
<b>Other financial institutions</b>	<b>9,491,389</b>	<b>6,467,454</b>	<b>2,693,565</b>	<b>330,347</b>	<b>23</b>
<b>Non-financial companies and individual entrepreneurs</b>	<b>69,406,966</b>	<b>61,318,057</b>	<b>3,152,589</b>	<b>4,483,977</b>	<b>452,343</b>
Real estate construction and development	7,853,904	7,838,747	7,847	6,423	887
Civil engineering construction	1,867,437	1,826,529	21,946	15,737	3,225
Other purposes	59,685,625	51,652,781	3,122,796	4,461,817	448,231
Large companies	29,008,825	22,350,373	2,429,182	3,916,642	312,628
SMEs and individual entrepreneurs	30,676,800	29,302,408	693,614	545,175	135,603
<b>Non-profit institutions serving households (NPISH)</b>	<b>41,352,664</b>	<b>38,457,186</b>	<b>2,042,943</b>	<b>119,576</b>	<b>732,959</b>
Housing	33,195,441	30,445,151	1,935,203	110,555	704,532
Consumer loans	5,112,840	5,026,927	61,897	6,715	17,301
Other purposes	3,044,383	2,985,108	45,843	2,306	11,126
<b>TOTAL</b>	<b>163,771,038</b>	<b>133,361,488</b>	<b>18,233,941</b>	<b>10,462,341</b>	<b>1,713,268</b>

*By autonomous communities*

The risk concentration broken down by activity and at the level of Spanish autonomous communities at 31 December 2017 and 2016, respectively, is as follows:

	2017									
	TOTAL	AUTONOMOUS REGIONS								
	Andalusia	Aragón	Asturias	Balearic Islands	Canary Islands	Cantabria	Castilla-La Mancha	Castilla y León	Catalonia	
<b>Credit institutions</b>	19,316,265	13,607	698	13,551	601	652	644,705	346	840	1,394,042
<b>General Governments</b>	17,840,200	204,913	104,168	202,122	81,582	41,909	27,476	41,709	430,272	1,001,740
Central Governments	12,879,158	-	-	-	-	-	-	-	-	-
Rest	4,961,042	204,913	104,168	202,122	81,582	41,909	27,476	41,709	430,272	1,001,740
<b>Other financial institutions</b>	6,670,162	10,234	1,978	3,809	4,132	1,146	304	818	10,568	1,729,644
<b>Non-financial companies and individual entrepreneurs</b>	60,881,001	2,870,300	917,395	1,640,494	1,613,394	1,093,792	260,362	560,213	1,295,707	22,845,797
Real estate construction and development	6,427,054	603,106	88,607	111,348	139,393	109,371	18,292	63,792	64,207	2,025,484
Civil engineering construction	1,567,467	40,495	30,975	43,360	8,607	2,804	4,325	9,498	25,817	375,306
Other purposes	52,886,480	2,226,699	797,813	1,485,786	1,465,394	981,617	237,745	486,923	1,205,683	20,445,007
Large companies	25,881,872	651,104	235,515	514,925	447,898	283,156	93,984	118,990	360,482	11,038,100
SMEs and individual entrepreneurs	27,004,608	1,575,595	562,298	970,861	1,017,496	698,461	143,761	367,933	845,201	9,406,907
<b>Non-profit institutions serving households (NPISH)</b>	38,224,521	2,479,881	465,336	1,204,279	1,471,987	506,333	106,688	540,389	674,733	13,833,075
Housing	34,294,145	2,257,376	414,556	997,055	1,368,559	459,452	95,714	497,810	583,978	12,375,706
Consumer loans	2,634,592	144,907	29,973	142,141	66,556	33,885	7,061	26,167	59,446	987,920
Other purposes	1,295,784	77,598	20,807	65,083	36,872	12,996	3,913	16,412	31,309	469,449
<b>TOTAL</b>	<b>142,932,149</b>	<b>5,578,935</b>	<b>1,489,575</b>	<b>3,064,255</b>	<b>3,171,696</b>	<b>1,643,832</b>	<b>1,039,535</b>	<b>1,143,475</b>	<b>2,412,120</b>	<b>40,804,298</b>

Thousand euro

	2017									
	AUTONOMOUS REGIONS									
	Extremadura	Galicia	Madrid	Murcia	Navarra	Valencia	Basque Country	La Rioja	Ccuta & Melilla	
<b>Credit institutions</b>	50	20,606	16,690,105	3,722	71	95,581	436,767	269	52	
<b>General Governments</b>	50,349	114,106	977,771	41,876	129,386	844,593	581,608	78,558	6,904	
Central Governments	-	-	-	-	-	-	-	-	-	
Rest	50,349	114,106	977,771	41,876	129,386	844,593	581,608	78,558	6,904	
<b>Other financial institutions</b>	222	7,295	4,421,871	8,176	729	437,941	31,137	59	99	
<b>Non-financial companies and individual entrepreneurs</b>	147,698	2,000,664	12,598,533	1,397,495	593,900	7,410,190	3,422,159	194,826	18,082	
Real estate construction and development	9,234	99,479	1,465,147	463,061	23,695	952,369	164,449	25,285	735	
Civil engineering construction	3,858	92,607	716,017	9,219	9,993	53,199	140,757	628	2	
Other purposes	134,606	1,808,578	10,417,369	925,215	560,212	6,404,622	3,116,953	168,913	17,345	
Large companies	27,634	507,106	5,758,925	228,749	273,056	3,657,229	1,646,322	37,910	787	
SMEs and individual entrepreneurs	106,972	1,301,472	4,658,444	696,466	287,156	2,747,393	1,470,631	131,003	16,558	
<b>Non-profit institutions serving households (NPISH)</b>	115,167	700,132	4,411,255	2,590,934	150,805	7,824,053	1,016,618	72,129	60,727	
Housing	105,937	583,943	3,998,349	2,357,772	127,170	7,073,031	881,695	59,255	56,787	
Consumer loans	6,005	73,251	247,068	165,082	17,215	525,778	89,561	9,429	3,147	
Other purposes	3,225	42,938	165,838	68,080	6,420	225,244	45,362	3,445	793	
<b>TOTAL</b>	<b>313,486</b>	<b>2,842,803</b>	<b>39,099,535</b>	<b>4,042,203</b>	<b>874,891</b>	<b>16,612,358</b>	<b>5,488,289</b>	<b>345,841</b>	<b>85,864</b>	

Thousand euro

	2016									
	TOTAL	AUTONOMOUS REGIONS								
		Andalusia	Aragón	Asturias	Balearic Islands	Canary Islands	Cantabria	Castilla-La Mancha	Castilla y León	Catalonia
<b>Credit institutions</b>	7,360,516	8,076	268	21,197	660	530	180,316	295	810	418,194
<b>General Governments</b>	19,758,275	262,389	102,733	200,332	77,310	46,294	27,866	34,531	455,564	908,520
Central Governments	14,769,282	-	-	-	-	-	-	-	-	-
Rest	4,988,993	262,389	102,733	200,332	77,310	46,294	27,866	34,531	455,564	908,520
<b>Other financial institutions</b>	6,467,454	3,480	573	2,568	1,193	336	243	551	6,357	3,621,901
<b>Non-financial companies and individual entrepreneurs</b>	61,318,057	2,982,521	929,526	1,781,142	1,733,517	903,062	252,625	576,424	1,358,242	22,170,257
Real estate construction and development	7,838,747	811,280	131,540	157,212	169,034	121,999	21,029	87,498	76,837	2,288,430
Civil engineering construction	1,826,529	71,630	33,553	62,035	9,995	3,570	4,935	10,702	29,724	457,410
Other purposes	51,652,781	2,099,611	764,433	1,561,895	1,554,488	777,493	226,661	478,224	1,251,681	19,424,417
Large companies	22,350,373	600,269	213,034	509,033	611,319	275,073	110,902	118,368	372,824	9,584,107
SMEs and individual entrepreneurs	29,302,408	1,499,342	551,399	1,052,862	943,169	502,420	115,759	359,856	878,857	9,840,310
<b>Non-profit institutions serving households (NPISH)</b>	38,457,186	2,455,901	460,977	1,201,022	1,490,310	508,408	102,925	556,070	658,643	13,628,558
Housing	30,445,151	2,023,084	371,964	890,779	1,218,959	413,385	81,509	466,513	523,528	10,734,983
Consumer loans	5,026,927	273,973	62,216	197,812	162,228	61,934	14,759	58,704	81,917	2,000,701
Other purposes	2,985,108	158,844	26,797	112,431	109,123	33,089	6,657	30,853	53,198	892,874
<b>TOTAL</b>	<b>133,361,488</b>	<b>5,712,367</b>	<b>1,494,077</b>	<b>3,206,261</b>	<b>3,302,990</b>	<b>1,458,630</b>	<b>563,975</b>	<b>1,167,871</b>	<b>2,479,616</b>	<b>40,747,430</b>

Thousand euro

	2016								
	AUTONOMOUS REGIONS								
	Extremadura	Galicia	Madrid	Murcia	Navarra	Valencia	Basque Country	La Rioja	Ceuta & Melilla
<b>Credit institutions</b>	57	21,240	6,158,388	5,194	96	6,825	538,281	59	30
<b>General Governments</b>	51,105	112,117	1,021,020	50,704	133,657	801,309	648,915	46,504	8,123
Rest	51,105	112,117	1,021,020	50,704	133,657	801,309	648,915	46,504	8,123
<b>Other financial institutions</b>	105	4,409	2,077,765	3,326	388	652,888	91,279	-	92
<b>Non-financial companies and individual entrepreneurs</b>	144,443	1,794,596	12,517,927	1,655,813	565,869	8,286,723	3,447,077	195,828	22,465
Real estate construction and development	12,038	114,765	1,402,700	673,763	25,948	1,488,543	218,619	33,316	4,196
Civil engineering construction	4,014	120,059	802,970	9,547	9,777	66,488	129,173	947	-
Other purposes	128,391	1,559,772	10,312,257	972,503	530,144	6,731,692	3,099,285	161,565	18,269
Large companies	44,402	380,758	5,814,172	206,955	213,231	1,614,723	1,646,015	34,892	296
SMEs and individual entrepreneurs	83,989	1,179,014	4,498,085	765,548	316,913	5,116,969	1,453,270	126,673	17,973
<b>Non-profit institutions serving households (NPISH)</b>	112,404	672,578	4,470,864	2,703,558	152,320	8,249,487	915,040	65,745	52,376
Housing	95,047	492,557	3,670,670	2,012,635	113,373	6,497,346	741,000	51,542	46,277
Consumer loans	10,842	117,355	425,635	414,363	19,899	1,014,714	95,202	9,958	4,715
Other purposes	6,515	62,666	374,559	276,560	19,048	737,427	78,838	4,245	1,384
<b>TOTAL</b>	<b>308,114</b>	<b>2,604,940</b>	<b>26,245,964</b>	<b>4,418,595</b>	<b>852,330</b>	<b>17,997,232</b>	<b>5,640,592</b>	<b>308,136</b>	<b>83,086</b>

## Sovereign risk exposure

The breakdown, by type of financial instrument, of the exposure to sovereign risk at 31 December 2017 and 31 December 2016, is as follows:

Thousand euro

Sovereign risk exposure by country	2017									TOTAL	Other exposures (**)	%
	Sovereign debt securities					Loans and advances to customers (*)	Derivatives		TOTAL			
	Held for Trading	Short positions	Available-for-sale	Loans and receivables	Held until maturity		Direct exposure	Indirect exposure				
Spain	53,588	(69,854)	5,311,773	-	2,595,434	10,503,227	-	274	18,394,442	(4,199)	60.2%	
Italy	-	-	2,832,605	-	6,793,888	-	-	18,930	9,645,423	-	31.6%	
United States	-	-	333,223	-	-	3	-	-	333,226	-	1.1%	
United Kingdom	-	-	-	-	-	13	-	-	13	-	0.0%	
Portugal	-	-	55,254	-	1,074,046	-	-	(502)	1,128,798	-	3.7%	
Mexico	-	-	161,066	-	480,532	-	-	-	641,598	-	2.1%	
Rest of the world	-	-	282,058	-	107,267	33,997	-	-	423,322	-	1.4%	
<b>TOTAL</b>	<b>53,588</b>	<b>(69,854)</b>	<b>8,975,979</b>	<b>-</b>	<b>11,051,167</b>	<b>10,537,240</b>	<b>-</b>	<b>18,702</b>	<b>30,566,822</b>	<b>(4,199)</b>	<b>100.0%</b>	

(\*) Includes those available under credit transactions and other contingent risks (690 million euros at 31 December 2017).

(\*\*) Relates to commitments for cash purchases and sales of financial assets.

Thousand euro

Sovereign risk exposure by country	2016										Other exposures (**)	%
	Sovereign debt securities					Loans and advances to customers (*)	Derivatives		TOTAL			
	Held for Trading	Short positions	Available-for-sale	Loans and receivables	Held until maturity		Direct exposure	Indirect exposure				
Spain	1,002,421	(59,891)	8,757,472	320,667	-	10,079,521	-	13,352	20,113,542	99,927	62.0%	
Italy	502,026	-	2,711,220	-	2,818,518	-	-	4,026	6,035,790	2,362,526	25.8%	
United States	-	-	1,475,764	-	-	52	-	30,720	1,506,536	265,456	5.4%	
United Kingdom	-	-	-	-	-	-	-	-	-	-	0.0%	
Portugal	-	-	-	-	1,106,401	-	-	-	1,106,401	-	3.4%	
Mexico	-	-	165,173	-	550,184	-	-	-	715,357	-	2.2%	
Rest of the world	10,332	-	167,642	-	123,088	94,074	-	-	395,136	(1)	1.2%	
<b>TOTAL</b>	<b>1,514,779</b>	<b>(59,891)</b>	<b>13,277,271</b>	<b>320,667</b>	<b>4,598,191</b>	<b>10,173,647</b>	<b>-</b>	<b>48,099</b>	<b>29,872,763</b>	<b>2,727,908</b>	<b>100.0%</b>	

(\*) Includes those available under credit transactions and other contingent risks (544 million euros at 31 December 2017).

(\*\*) Relates to commitments for cash purchases and sales of financial assets.

## Exposure to construction and real estate development sectors

Details of financing intended for construction and real estate development and its coverage are as follows: The loans and credits shown have been classified in terms of their intended purpose, and not by the debtor's statistical classification of economic activities in the European Community (NACE). This implies, for example, that if a debtor is: (a) a real estate company, but uses the financing for a purpose other than real estate construction or development, it is not included in this table; or (b) a company whose principal activity is not construction or real estate, but where the loan is used for the financing of properties intended for real estate development, it is included in the table:

€ million

	2017				
	Gross carrying amount	Of which: APS (*)	Excess value of the collateral	Of which: APS (*)	Impairment adjustments (**)
<b>Finance for construction and real-estate development (including land)(business in Spain)</b>	<b>5,694</b>	<b>1,855</b>	<b>1,809</b>	<b>882</b>	<b>660</b>
<i>Of which: doubtful</i>	<i>1,363</i>	<i>-</i>	<i>579</i>	<i>-</i>	<i>641</i>

(\*) Exposure for which, by applying the Asset Protection Scheme (see Note 13), the credit risk has been transferred. Corresponds to 80% of the total value of the exposure.

(\*\*) Allowances for the exposure for which the bank retains the credit risk. Does not include allowances for exposures with transferred risk.



€ million

	2016				
	Gross carrying amount	Of which: APS (*)	Excess value of the collateral	Of which: APS (*)	Impairment adjustments (**)
<b>Finance for construction and real-estate development (including land)(business in Spain)</b>	<b>7,762</b>	<b>3,008</b>	<b>2,602</b>	<b>1,301</b>	<b>1,183</b>
<i>Of which: doubtful</i>	<i>2,387</i>	<i>-</i>	<i>759</i>	<i>-</i>	<i>1,136</i>

(\*) Exposure for which, by applying the Asset Protection Scheme (see Note 13), the credit risk has been transferred. Corresponds to 80% of the total value of the exposure.

(\*\*) Allowances for the exposure for which the bank retains the credit risk. Does not include allowances for exposures with transferred risk.

€ million

Memorandum item	Gross carrying amount	
	2017	2016
Written-off assets (*)	208	136

€ million

Memorandum item	Amount	Amount
	2017	2016
Loans and advances to customers, excluding General Governments (Spanish operations) (carrying amount)	98,107	98,148
Total assets (total operations) (carrying amount)	177,643	165,187
Allowances and provisions for exposures classed as standard (total operations)	2,513	2,130

(\*) Refers to financing aimed at construction and real estate development reclassified as write-offs during the year.

The breakdown of financing intended for construction and real estate development for operations registered by credit institutions (business in Spain) is as follows:

€ million

	Gross carrying amount 2017	Of which: APS	Gross carrying amount 31/12/2016	Of which: APS
<b>Unsecured</b>	<b>1,124</b>	<b>286</b>	<b>701</b>	<b>62</b>
<b>With collateral</b>	<b>4,571</b>	<b>1,570</b>	<b>7,061</b>	<b>2,945</b>
Buildings and other finished constructions	2,451	860	4,820	1,717
Housing	1,715	646	3,487	1,281
Rest	736	214	1,333	436
Buildings and other constructions under construction	891	116	380	245
Housing	785	100	343	222
Rest	106	15	37	23
Land	1,229	594	1,861	984
Consolidated urban land	1,061	475	1,555	805
Other land	169	119	306	179
<b>TOTAL</b>	<b>5,694</b>	<b>1,855</b>	<b>7,762</b>	<b>3,008</b>

The figures shown do not show the total value of guarantees received, but rather the net book value of the associated exposure.

Guarantees received associated with financing intended for construction and real estate development are shown hereafter, for both periods:

€ million		
Guarantees received	2017	2016
Value of collateral	3,705	4,594
<i>Of which: guarantees doubtful risks</i>	597	1,068
Value of other collateral	981	1,126
<i>Of which: guarantees doubtful risks</i>	38	64
<b>Total value of guarantees received</b>	<b>4,686</b>	<b>5,720</b>

The breakdown of lending to households for the acquisition of property for transactions recorded by credit institutions (business in Spain) is as follows:

€ million			
	2017		
	Gross carrying amount	<i>Of which: APS</i>	<i>Of which: doubtful</i>
<b>Loans for property purchase</b>	<b>31,923</b>	<b>619</b>	<b>1,754</b>
Without mortgage guarantee	1,141	42	228
With mortgage guarantee	30,782	577	1,526

€ million			
	2016		
	Gross carrying amount	<i>Of which: APS</i>	<i>Of which: doubtful</i>
<b>Loans for property purchase</b>	<b>33,027</b>	<b>693</b>	<b>2,049</b>
Without mortgage guarantee	199	1	4
With mortgage guarantee	32,827	692	2,045



The table below shows the breakdown of secured mortgage loans granted to households for the purchase of housing by the percentage of the last available valuation amount represented by the total risk for transactions recorded by credit institutions (business in Spain):

	2017		
	Gross amount	Of which: APS	Of which: doubtful
<b>LTV ranges</b>	<b>30,782</b>	<b>577</b>	<b>1,526</b>
LTV <= 40%	5,523	48	115
40% < LTV <= 60%	7,386	106	190
60% < LTV <= 80%	7,764	123	296
80% < LTV <= 100%	4,505	106	319
LTV > 100%	5,604	194	606

	2016		
	Gross amount	Of which: APS	Of which: doubtful
<b>LTV ranges</b>	<b>32,827</b>	<b>692</b>	<b>2,045</b>
LTV <= 40%	5,720	51	161
40% < LTV <= 60%	7,582	119	258
60% < LTV <= 80%	9,300	184	454
80% < LTV <= 100%	6,595	170	570
LTV > 100%	3,631	168	602

Lastly, the table below gives details of assets foreclosed in favour of the bank for transactions recorded by credit institutions in Spain:

	2017	
	Gross carrying amount	Allowances
<b>Real estate assets deriving from financing of construction and real estate development</b>	<b>1,586</b>	<b>408</b>
Finished buildings	1,138	259
Housing	627	114
Rest	511	145
Buildings under construction	139	43
Housing	119	40
Rest	20	3
Land	309	106
Building land	148	52
Other land	161	54
<b>Real estate assets deriving from home loan mortgages</b>	<b>1,765</b>	<b>528</b>
<b>Rest of real-estate assets received in payment of debts</b>	<b>-</b>	<b>-</b>
<b>Foreclosed capital instruments or received in payment of debts</b>	<b>28</b>	<b>9</b>
<b>Equity instruments of entities holding foreclosed assets or received in payment of debts</b>	<b>5,548</b>	<b>5,136</b>
<b>Financing to entities holding foreclosed assets or received in payment of debts</b>	<b>8,753</b>	<b>1,963</b>
<b>Total real-estate portfolio</b>	<b>17,680</b>	<b>8,044</b>

€ million

	2016	
	Gross carrying amount	Allowances
<b>Real estate assets deriving from financing of construction and real estate development</b>	<b>1,559</b>	<b>342</b>
Finished buildings	1,095	228
Housing	617	127
Rest	478	101
Buildings under construction	167	35
Housing	144	30
Rest	23	5
Land	297	79
Building land	168	38
Other land	129	41
<b>Real estate assets deriving from home loan mortgages</b>	<b>1,762</b>	<b>536</b>
<b>Rest of real-estate assets received in payment of debts</b>	<b>-</b>	<b>-</b>
<b>Foreclosed capital instruments or received in payment of debts</b>	<b>30</b>	<b>1</b>
<b>Equity instruments of entities holding foreclosed assets or received in payment of debts</b>	<b>5,574</b>	<b>5,036</b>
<b>Financing to entities holding foreclosed assets or received in payment of debts</b>	<b>8,570</b>	<b>1,184</b>
<b>Total real-estate portfolio</b>	<b>17,495</b>	<b>7,099</b>

According to the information included in section IV.7 of the Report by the special committee for the fostering of transparency and security in markets and listed companies, dated 8 January 2003, José Oliu Creus, Chairman of the Board of Directors, Jaime Guardiola Romojaro, CEO, and Tomás Varela Muiña, Chief Financial Officer – General Manager, hereby vouch for the accuracy and integrity of the annual accounts submitted on the date hereof to be presented to the Board of Directors.

The accounts hereby certified are printed on class 8 series State paper, on the 211 pages preceding this text.

José Oliu Creus  
Chairman of the Board of Directors

Jaime Guardiola Romojaro  
CEO for Banco Sabadell

Tomás Varela Muiña  
CFO  
General Manager

## **DIRECTORS' REPORT FOR 2017**

This report has been prepared in line with the recommendations contained in the Guidelines for the preparation of directors' reports by listed companies, published by the Spanish National Securities Market Commission (CNMV) in July 2013.

### CONTENTS

1. Governance structure and strategy overview
2. Business performance and results
3. The environment and other social matters
4. Human Resources
5. Liquidity and capital resources
6. Risks
7. Post balance sheet events
8. Expected future developments
9. Research, development and innovation
10. Treasury shares sales and buybacks
11. Other relevant information

## GOVERNANCE STRUCTURE AND STRATEGY OVERVIEW

### 1.1. Organisation structure

The Group is organised into the following business units:

- Banking Business Spain includes the following business units for customers:
  - Commercial Banking: this is the largest single business line in the Group; it focuses on offering financial products and services to large and medium-sized enterprises, SMEs, retailers and sole proprietors, individuals and professional groups, consumer finance and Bancassurance.

Sabadell is the reference brand which operates in the majority of the Spanish market. It also operates under the following brands;

- SabadellHerrero in Asturias and Leon.
  - SabadellGuipuzcoano in Basque Country, Navarre and La Rioja.
  - SabadellGallego in Galicia.
  - SabadellSolbank in the Canary Islands, Balearic Islands, and coastal regions in the South and the Levante region.
  - ActivoBank focuses its activity on customers who operate exclusively over the internet and/or by phone.
- Corporate Banking; this unit offers products and services to large enterprises and financial institutions, both national and international. Its activities encompass corporate banking, structured finance, and trade finance & IFI.
  - Markets and Private Banking: this unit offers savings and investment management services to Banco Sabadell customers, including the analysis of investment options, market trading, active asset management and custody services. It comprises the following businesses, which are managed on an integrated basis: SabadellUrquijo Private Banking, the investment, products and analysis unit, Treasury and Capital Markets, and Securities Trading and Custody.
  - Asset Transformation manages the bank's real estate balance sheet with an overall perspective of the entire transformation process, providing services to the real estate portfolio of the Group and of third parties, with a business vocation and added value.
  - Banking Business United Kingdom: The TSB franchise includes retail business conducted in the United Kingdom, which includes current and savings accounts, personal loans, credit cards and mortgages.
  - Other Geographies: this heading mostly comprises Mexico, overseas branches and representative offices that offer all types of banking and financial services related to Corporate Banking, Private Banking and Commercial (Retail and Business) Banking. This activity is mainly carried out in Mexico through Sabadell Capital Sofom e Institución de Banca Múltiple, in the United States through Banco Sabadell Miami Branch and Sabadell Securities, and in EMEA in Banco Sabadell London, Banco Sabadell France, Banco Sabadell Casablanca and Banco Sabadell Andorra.

Banco Sabadell is the parent company of a group of companies which at 31 December 2017 numbered a total of 165, of which 141 are considered part of the group and 24 are associates (at 31 December 2016, they numbered 159, of which 127 were considered Group companies and 32 were associates).

The Board of Directors is the highest decision-making body of the company and its consolidated group, as it is responsible under the law and the Articles of Association for managing and representing the bank. The Board of Directors is essentially set up as an oversight and control instrument, delegating the management of ordinary business to the executive bodies and the management team.

The Board of Directors is governed by clear-cut and transparent governance regulations, specifically the Articles of Association and the Regulations of the Board of Directors in accordance with corporate governance standards.

Its responsibilities include:

- a) approving the company's general strategies;
- b) appointing and, if appropriate, discharging directors in the various subsidiaries;
- c) identifying the company's main risks and implementing and monitoring the appropriate internal control and reporting systems;
- d) setting policies on the reporting and disclosure of information to shareholders, the markets and the general public;
- e) setting policies on the treasury portfolio in accordance with any guidelines laid down at the Annual General Meeting;
- f) approving the Annual Report on Corporate Governance;
- g) authorising transactions between the company and its directors and significant shareholders that may pose a conflict of interest; and
- h) generally deciding on business and financial transactions that are of particular importance for the company.

The composition of the Board of Directors at 31 December 2017 is as follows:

Composition of the Board	
	Position
José Oliu Creus	Chairman
José Javier Echenique Landiribar	Deputy Chairman
Jaime Guardiola Romojaro	CEO for Banco Sabadell
Anthony Frank Elliott Ball	Director
Aurora Catá Sala	Director
Pedro Fontana García	Director
María Teresa Garcia-Milà Lloveras	Director
George Donald Johnston	Director
José Manuel Lara García	Director
David Martínez Guzmán	Director
José Manuel Martínez Martínez	Director
José Ramón Martínez Sufrategui	Director
José Luis Negro Rodríguez	Director-General Manager
Manuel Valls Morató	Director
David Vegara Figueras	Director
Miquel Roca i Junyent	Non-voting Secretary
María José García Beato	Non-voting Deputy Secretary

The Board of Directors has implemented a series of clear-cut and transparent rules and regulations on corporate governance, which are in line with Spanish regulations on corporate governance. The majority of the Board members (12 of 15) are non-executive directors, including 10 independent directors.

At present, there are five Delegated Committees in operation to which the Board of Directors delegates functions by making use of the powers conferred to it in the Articles of Association; meetings of the committees are also attended by members of the General Management.

These Delegated Committees are:

- The Executive Committee
- The Audit and Control Committee
- The Appointments Committee
- The Remuneration Committee
- The Risk Committee

The composition of these Delegated Committees at 31 December 2017 is shown in the table below:

Composition of Committees					
Position	Executive	Audit Control	Appointments	Remuneration	Risk
Chairman	José Oliu Creus	Manuel Valls Morató	Aurora Catá Sala	Aurora Catá Sala	David Vegara Figueras
Member	José Javier Echenique Landiribar	Pedro Fontana García	Anthony Frank Elliott Ball	Anthony Frank Elliott Ball	María Teresa García-Milà Lloveras
Member	Jaime Guardiola Romojaro	María Teresa García-Milà Lloveras	María Teresa García-Milà Lloveras	María Teresa García-Milà Lloveras	George Donald Johnston
Member	José Manuel Martínez Martínez	José Manuel Lara García	-	George Donald Johnston	Manuel Valls Morató
Member	José Luis Negro Rodríguez	José Ramón Martínez Sufrategui	-	-	-
Non-voting Secretary	María José García Beato	Miquel Roca i Junyent	Miquel Roca i Junyent	María José García Beato	María José García Beato
Number of meetings in 2017	35	6	11	12	11

### Executive Committee

The Executive Committee is responsible for coordinating the bank's Executive Division, adopting to this end any resolutions and decisions within the scope of the powers conferred to it by the Board of Directors, for monitoring the bank's ordinary activity. Any decisions adopted during Committee meetings are reported to the Board of Directors, without prejudice to any other functions assigned to the Executive Committee in the Articles of Association and the Regulations of the Board of Directors.

### Audit and Control Committee

The Audit and Control Committee is responsible for functions established by Law, including:

- a) reporting to the General Meeting on all issues raised by shareholders that are within its remit;

b) monitoring the effectiveness of the Company's internal controls, any Internal Audit carried out and the risk management systems, including those for fiscal risks, in place, and discussing with account auditors or auditing firms any significant internal control weaknesses identified in the course of the audit;

c) overseeing the preparation and presentation of statutory financial information;

d) making recommendations to the Board of Directors, for submission at the Annual General Meeting, on the appointment of external account auditors and their terms of engagement, the scope of their professional mandate and, if applicable, the renewal or non-renewal of their engagement; reviewing compliance with the auditing agreement and ensuring that the opinion on the annual accounts and the key findings of the auditor's report are expressed in a clear and precise way;

e) advising on the annual accounts and the quarterly and half-yearly financial statements and any prospectuses required to be filed with the regulatory or supervisory authorities; monitoring regulatory compliance and ensuring that generally accepted accounting principles have been correctly applied, and reporting on any proposed amendments to those principles;

f) establishing the appropriate relations with external auditors to receive information about any issues that might jeopardise their independence, to be reviewed by the Committee, and any others related to the process of performing the audit functions or in the audit rules;

g) advising on any issues referred to the Committee by the Board of Directors that are within its remit;

h) any other matters for which the Committee is responsible by law or under the Articles of Association or any regulations made in accordance therewith, or under any generally applicable rules on corporate governance.

Pursuant to its Regulations, the Audit and Control Committee performs functions related to the process of financial reporting and internal control systems, functions related to account auditing, functions related to economic and financial information, functions related to internal audit services and functions related to compliance with regulatory provisions, legal requirements and good governance codes, specifically:

a) overseeing compliance with the law, internal regulations and regulatory provisions concerning Company activities;

b) assessing the sufficiency and compliance of the Regulations of the Annual General Meeting, the Regulations of the Board of Directors, the Company's Code of Conduct and, particularly, the Internal Code of Conduct for Trading on the Securities Market;

c) reviewing compliance with the company's rules on corporate governance and submitting recommendations for improvement to the Board as it sees fit; and

d) supervising the corporate governance report to be approved by the Board of Directors and included in the annual report.

### **Appointments Committee**

The Appointments Committee shall have, as a minimum, the following basic responsibilities, without prejudice to any other functions assigned to the Appointments Committee by Law, in the Articles of Association, the Board of Directors and the Regulations of the Board of Directors:



- a) make recommendations to the Board of Directors on the appointment of independent directors for their co-opted appointment or for their subjection to the decision reached at the Annual General Meeting, in addition to any proposals for re-electing or discharging these directors;
- b) submit the proposals for the appointment of the remaining directors for their co-opted appointment or for their subjection to the decision reached at the Annual General Meeting, in addition to any proposals for re-electing or discharging these directors;
- c) ensure compliance with the qualitative composition of the Board of Directors, in accordance with Article 53 of the Articles of Association;
- d) evaluate the suitability, skills, knowledge and experience necessary for members of the Board of Directors;
- e) submit the proposals for the appointment and discharge of officers and of the Designated Group;
- f) report on the basic terms of the contracts with executive directors and officers;
- g) examine and organise succession plans for the Chairman of the Board of Directors and of the bank's chief executive and, as appropriate, make proposals to the Board;
- h) establish an objective for gender diversity in the Board of Directors and prepare ideas on how to reach this objective.

#### **Remuneration Committee**

The Remuneration Committee shall have, as a minimum, the following basic responsibilities, without prejudice to any other functions assigned to the Remuneration Committee by Law, in the Articles of Association, the Board of Directors and the Regulations of the Board of Directors:

- a) propose to the Board of Directors the remuneration policy of the directors;
- b) propose to the Board of Directors the remuneration policy of the General Managers and those performing Senior Management functions who report directly to the Board, Executive Committee members or CEOs, and the individual remuneration and other contractual terms of the Executive Directors, ensuring their compliance;
- c) regularly review the remuneration policy;
- d) report on the schemes for remuneration in the form of shares and/or options;
- e) regularly review the general principles in matters of remuneration, and the remuneration schemes of all employees, weighing their alignment with these principles;
- f) ensure that remuneration is transparent;
- g) ensure that any potential conflicts of interest do not jeopardise the independence of external consultants;
- h) verify the information on remuneration contained in the various corporate documents, including the Directors' Remuneration Report.

#### **Risk Committee**

The Risk Committee shall have, as a minimum, the following basic responsibilities, without prejudice to any other functions assigned to the Risk Committee by Law, in the Articles of Association, the Board of Directors and the Regulations of the Board of Directors:

- a) supervising the implementation of the Risk Appetite Framework;

- b) determining and making recommendations to the full Board on annual levels of investment in the real estate market, as well as criteria and volumes applicable to all different types of such investments;
- c) reporting to the full Board on the performance of its functions, in accordance with this Article and any other applicable legal or statutory provisions;
- d) making quarterly reports to the full Board on the levels of risks taken, investments carried out and on their evolution, as well as on any possible repercussions on the Group's income caused by interest rate fluctuations and their adjustment to their VAR approved by the Board;
- e) monitoring and detecting any ruptures of the approved tolerance thresholds, ensuring the activation of the corresponding contingency plans established to this effect;
- f) reporting to the Remuneration Committee on whether the employees' Remuneration Schemes are consistent with the bank's risk, capital and liquidity levels.

## **1.2. Business model, main objectives achieved and actions implemented**

The development of the Group's business is geared towards profitable growth that generates value for shareholders through a business diversification strategy based on profitability, efficiency and service quality, with a conservative risk profile within the framework of ethical and professional codes and taking into account the interests of different stakeholders.

The bank's management model is focused on long-term customer retention, through on-going efforts designed to build customer loyalty by taking initiatives and being proactive in its relationship with customers. The bank has a comprehensive offering of products and services, a qualified work force, an IT platform that supports growth and a constant focus on the pursuit for quality.

Since the onset of the financial crisis, Spain's banking sector has been going through an unprecedented process of consolidation. Higher levels of capital, stricter provisioning requirements, the economic recession and pressure from capital markets are some of the factors that have driven Spanish entities to merge and thus expand their footprint, maximise efficiency and improve their balance sheets.

During the last decade, Banco Sabadell has expanded its geographical footprint and increased its market share in Spain through several acquisitions, the largest of which was Banco CAM in 2012, which enabled it to significantly expand its balance sheet. In 2013 Banco Sabadell was able to undertake further corporate actions on economically acceptable terms in a context of banking sector restructuring. Following the acquisition of the Penedès branch network, Banco Gallego and Lloyds España in 2015, Banco Sabadell is well positioned to grow organically and to benefit from the economic recovery in Spain and a future interest rate hike.

Acquisitions and organic growth in recent years have enabled Banco Sabadell to strengthen its position in some of Spain's most prosperous regions (e.g. Catalonia, Valencia and the Balearic Islands) and to increase its market share in other key areas. Based on the most recent information available, Banco Sabadell's market share in Spain stands at 7.9% in lending and 6.8% in deposits (November 2017). Furthermore, Banco Sabadell stands out in products such as trade credit, with a market share of 9.8% (November 2017), business loans with a market share of 11.0% (September 2017), mutual funds with a market share of 6.3% (November 2017), securities trading with a market share of 12.2% (December 2017) and POS turnover with a market share of 15.3% (September 2017).

Banco Sabadell maintains its distinction in terms of quality with respect to the sector, and holds first place in the ranking that measures customer experience (net promoter score) for large enterprises and SMEs.

In terms of international business, Banco Sabadell has always been exemplary. This has not changed in 2017 and Sabadell has continued being present in strategic areas and has helped companies in their international activity, reaching market shares of 32.1% and 14.5% in export and import documentary credit, respectively (December 2017). Over the last few years, Banco Sabadell has expanded its international footprint, and its main milestones have been: the acquisition of British bank TSB and the entry into the Mexican market, after obtaining a licence to operate in this country as a commercial bank. This year, it has sold Sabadell United Bank, its retail banking subsidiary in the US, for USD 1,025M, although it continues to perform its Corporate Banking and international Private Banking activities through its American branch in Florida. Despite this, as at December 2017, 31% of the Group's loans and credit was generated overseas (25% in the United Kingdom and 6% in the Americas and other geographies).

TSB has focused on the implementation of its current business plan on one hand, and migration and technological integration on the other. Going forward, the high market share of Banco Sabadell in the SMEs sector in Spain, together with its international experience, will be a sound added-value tool to support TSB in the provision of efficient and high-quality services for SMEs also in the United Kingdom.

In 2017, Banco Sabadell Group has strengthened its balance sheet position, maintaining its successful NPA reduction strategy, reducing them by €3,400 million, allowing it to achieve an NPL coverage ratio of 49.8%, not including provisions associated with mortgage floor clauses.

Banco Sabadell carries out its business in an ethical and responsible manner, guiding its commitment to society in a way that its activity has a positive impact on people and the environment. All of the people that form part of the organisation apply the principles and policies of corporate social responsibility, whilst also guaranteeing the quality and transparency in customer service.

In addition to complying with applicable rules, Banco Sabadell has a set of policies, internal rules and codes of conduct that guarantee this ethical and responsible behaviour throughout the organisation, which address all of the Group's activity.

Within the Risk Appetite Framework, the control and monitoring of these matters is carried out through two committees. The Corporate Ethics Committee, which ensures the Group's compliance with all of the codes of conduct of the securities market and with the general code of conduct, the Internal Control Body, in which all of the Group's companies are represented and are liable parties, and which ensures compliance with anti-money laundering, counter-terrorist financing and the control of international sanctions.

The mission of the Compliance Division is to promote and endeavour to reach the highest degrees of compliance with the legislation in force and the professional ethics of the Group, minimise the possibility of non-compliance and ensure that any instances of non-compliance are identified, reported and diligently resolved and that the appropriate preventive measures are adopted in the event that these are not already in place. It is also directly responsible for the implementation of a number of processes that are classified as high risk, including anti-money laundering, counter-terrorist financing, the control of international sanctions, the control of market abuse practices, the oversight of compliance with the Internal Code of Conduct and the control of the investor protection regulation (MiFID) and consumer protection regulations.

In addition to the foregoing, in 2016 the Corporate Social Responsibility Committee was set up, chaired by the General Secretary, which is responsible for promoting and coordinating the Group's CSR strategy, policies and projects geared towards Banco Sabadell's commitment to its customers, employees, environment and society. The bank is a member of a number of international initiatives and has obtained multiple certificates and qualifications.

## 2 – BUSINESS PERFORMANCE AND RESULTS

### 2.1. Economic and financial environment

2017 has been affected by the political and geopolitical environment and the steps taken by the major central banks towards monetary normalisation. The year began with a change in government in the US and subsequently the spotlight fell on Europe, with the beginning of Brexit negotiations and elections in France, the UK and Germany. The strengthening of the global economy and a somewhat higher rate of inflation than in recent years contributed towards the confirmation by central banks in the main developed economies of this intention to initiate or continue with a gradual reversal of the extremely accommodating policies adopted in recent years. In this scenario, financial markets have performed well throughout the year, amidst growing complacency.

Political events in the various regions have captured the attention of financial markets, although with isolated and limited impacts on the latter.

In the United Kingdom, the government officially requested its withdrawal from the European Union (EU) by triggering Article 50. Brexit negotiations began in June with positions that were quite far apart, despite the UK accepting the schedule set out by the EU. An agreement was reached to first address the terms of the withdrawal in order to then address, in a second stage, the shape that the new trade relationship between the UK and the EU will take. The UK Prime Minister moderated her stance with respect to the three priority aspects of the first stage of negotiations: the divorce bill, rights of expatriated citizens and the Irish border. This helped pave the way towards a preliminary withdrawal agreement, and opened the door to the second stage of negotiations. In domestic terms, T. May's leadership capabilities were called into question following the loss of her party's absolute majority in the snap elections held in June, the limited support within her own party and Cabinet, the resignation of three ministers due to a failure to respect codes of conduct and the increase in popularity of the leader of the Labour Party, J. Corbyn.

In the rest of Europe, elections in France and Germany particularly stood out. In France, the presidential elections were preceded by considerable political noise, in the face of corruption scandals involving one of the key candidates and the possibility of M. Le Pen, the candidate of the eurosceptic party the National Front, securing a victory. The liberal E. Macron, a pro-European, was eventually victorious. In Germany, A. Merkel's party was the most voted party in the general elections, although it failed to secure an absolute majority, which is making it difficult to form a government. In Spain, the political environment became more complex as a result of the sovereignty process in Catalonia. Lastly, in the regional elections held in December, *Ciudadanos* was the political party that received the most votes and seats, while the parliamentary majority of pro-independence parties was reaffirmed.

In the United States, D. Trump adopted a less aggressive and more pragmatic tone than in the run-up to his presidency. He did not formally accuse China of currency manipulation, nor did he withdraw from NAFTA. A number of the most controversial policies that he intended to implement have been stalled owing to a lack of consensus in his own party or of the judicial powers, whilst the main achievement has been the approval of the tax reform. At the same time, the internal rift in the Republican Party has been made evident, and it also suffered significant defeats in the elections held in certain states in November, reducing its already narrow majority in the Senate. Domestic political noise has been exacerbated by the investigation into the links between Russia and Trump's electoral campaign, which has led to the resignation of several ministers and advisors. In the geopolitical arena, the increase in tensions between the US and North Korea attracted media attention during the second half of the year, although its impact on financial markets was limited and concentrated in Asian assets.

As regards economic activity, growth has become more robust and in sync with the major developed economies throughout the year. In the euro area, the economy has registered high growth rates, with a greater balance between the various components than in previous years. In the US, activity has continued to be solid, and has proven resilient to the impacts of the summer hurricanes. The unemployment rate has thus been reduced to levels not seen since the early 2000s. In Japan, the economy has continued to perform well, supported by the positive economic situation in Asia. The exception to this environment has been the UK, which has experienced modest economic growth, hindered by uncertainty associated with Brexit negotiations.

Emerging economies have left behind the worst stage of the economic adjustment that they have experienced in the past few years. Growth in China has exceeded governmental objectives, and authorities have placed emphasis on regulatory efforts and the reduction of financial risks. Trump has not followed through with his threat of a trade war with China and has instead shown a level of rapprochement with the Asian country in exchange for its cooperation in the conflict with North Korea. In Brazil, the reformist momentum has supported the start of the country's economic recovery. In Mexico, GDP growth has been better than expected following the arrival of Trump, largely thanks to the positive performance of foreign trade. In the interim, US, Mexico and Canada have initiated discussions to renegotiate the free trade agreement between the three countries, and aim to reach an agreement by March 2018.

Inflation has been higher than in 2016 in the main developed economies, although it has remained below the objectives of the monetary policy, with the exception of the UK, in which it clearly surpassed these objectives. During the first months of the year there was an upturn in inflation in all economies, supported by the favourable base effect of oil prices, reaching maximums last seen in 2012-2013. Since then, performance has been varied. In the euro area, inflation slid downwards, whilst in the US it was hindered by a number of transitional factors. In the UK, inflation continued its sharp upturn, supported by the devaluation of the pound as a result of Brexit negotiations and May's political weakness.

Oil prices reached maximums last seen in mid-2015, supported by the extension of production cuts by the OPEC and other oil producing countries to the end of 2018. To this was added the slow-down in the growth of crude oil supplies from the US, robust demand data and geopolitical instability in the Middle East.

The Spanish economy has maintained significant dynamism, and has once again stood out in a positive light within the euro area with a growth of c.3.0% for the third consecutive year. With respect to the labour market, the unemployment rate has fallen to levels last seen at the end of 2008. In terms of foreign trade, current accounts will have ended the year with a surplus for the fifth consecutive year. The development of public accounts has so far been compatible with the compliance of the deficit target. The real estate market has confirmed its recovery, although the extent of this recovery is disparate across regions. Lastly, the domestic political environment led to a downward adjustment of growth forecasts for 2018 by the government.

Global financial markets have performed well in a context of growing complacency and have been hindered only occasionally by certain political and geopolitical episodes. Volatility levels have reached historic minima in the majority of assets. Financial conditions have continued to be lax despite hikes in the Fed funds rate. In this context, a number of international bodies have warned of an increase in risks, particularly outside of the non-banking financial sector.

Central banks in the main developed economies have been taking steps towards the normalisation of their monetary policies. The ECB initiated the change of approach of its monetary policy in June, by ruling out further cuts to the benchmark rate and showing fewer concerns regarding risks associated with activity. In October it changed its asset purchase programme. It thereby extended the duration of the programme until at least September 2018, although it will reduce its monthly purchase rate from €60bn to €30bn as of January 2018. The ECB insisted that it would make no changes to interest rates for a prolonged period of time, even beyond the end of the asset purchase programme. In the UK, Bank of England increased its reference rate to 0.50%, thereby undoing the cut implemented following the Brexit referendum. The central bank justified its decision by citing high inflation and a record low unemployment rate. In the US, the Fed hiked its Fed funds rate on three occasions, to 1.25%-1.50%, and showed its intention to implement a further three hikes in 2018. It also began to reduce its balance sheet in line with the details of the plan published months earlier. It was also revealed that Powell, currently a member of the Board of Governors of the Fed, will be the new Chairman, once Yellen withdraws from his position on the Board in February 2018. Lastly, Bank of Japan has been reducing its purchases of public debt although it has made no official statement regarding this change.

Yields of long-term government bonds in the main developed economies have remained at reduced levels with no definite trend. Throughout the year, political events, actions taken by central banks and inflation have been the main factors affecting asset performance. In the US, political noise, together with Trump's difficulties in implementing his electoral programme and the moderation and unexpected falls in inflation rates were the main catalysts. In the final quarter of the year, the approval of the tax reform bill led to an upturn in yields. Yields on German government bonds were influenced by political noise surrounding elections in France in the beginning of the year and by the ECB's management of the initial stages of the normalisation of its monetary policy.

Risk premiums in countries in the European periphery have continued to be supported by the ECB's accommodating policy and, in particular, by its asset purchase programme. Spreads in Spain and Italy experienced an upturn during the first half of the year, influenced by the political noise surrounding the French elections. Once elections had been held, the Italian spread was reduced, further supported by the upgrade in the credit rating of its public debt. The Spanish risk premium was subject to volatility as a result of its domestic political situation. Risk premiums in Portugal and Greece experienced a significant decline, supported by upgrades in the credit rating of their public debt, the favourable economic environment and, in the case of Greece, positive news regarding its bailout programme. This context has allowed the country to carry out its first issuance of long-term public debt since 2014. In the case of Portugal, Standard & Poor's and Fitch once again classed the country's public debt as investment grade.

In currency markets, the year has been characterised by the appreciation of the euro against the dollar and the pound. In its currency pair with the dollar, the euro reached maximum levels not seen since the end of 2014, after breaking the fluctuation range that had been maintained during the last two and a half years. The single currency was mainly supported by political noise in the US and the consolidation of the economic recovery of the euro area. The sterling pound has been devalued against the euro to minima last seen in 2011, hindered by the various political events related to Brexit and domestic politics. Bank of England's monetary policy has attempted to contain the weakness of the currency. Lastly, the yen showed significant volatility in its currency pair with the dollar. The Japanese currency was supported by the favourable economic situation in the country, political noise in the US and an increase in geopolitical tensions with North Korea in the summer.

Equity markets have recorded significant revaluations in the main developed economies, reaching historic maximums in some of these. In Italy and Spain, the positive performance of their banking sectors constituted a supporting factor. Political and geopolitical events have only momentarily hindered asset performance, in a context of growing complacency in financial markets.

Lastly, financial markets in emerging countries generally exhibited positive performance throughout the year. Risk premiums have benefited from: (i) the easing of concerns regarding the development of activity in China, (ii) the less aggressive stance adopted by Trump, (iii) the devaluation of the dollar, (iv) the outlook of a smooth normalisation of the monetary policy in developed countries and (v) oil prices that have reached the highest levels in over two years.

## 2.2. Key financial and non-financial indicators

The key figures for the bank, including financial and non-financial data of critical importance for the management of the bank, are set out below:

	2017	2016	Change (%) year-on-year
<b>Income statement (in million euros) (A)</b>			
Net interest income	3,802.4	3,837.8	(0.9)
Gross income	5,737.3	5,470.7	4.9
Pre-provisions income	2,612.1	2,411.5	8.3
Profit attributed to the Group	801.5	710.4	12.8
<b>Balance sheet (in million euros) (B)</b>			
Total assets	221,348	212,508	4.2
Gross performing loans	137,522	140,557	(2.2)
Gross lending to customers	147,325	150,095	(1.8)
On-balance sheet funds	159,095	160,948	(1.2)
<i>Of which: on-balance sheet customer funds</i>	<i>132,096</i>	<i>133,457</i>	<i>(1.0)</i>
Mutual funds	27,375	22,594	21.2
Pension funds and insurance products sold by the Group	13,951	14,360	(2.8)
Funds under management	204,420	201,554	1.4
Equity	13,222	13,083	1.1
Own funds	13,426	12,926	3.9
<b>Profitability and efficiency (%) (C)</b>			
ROA	0.38%	0.35%	
RORWA	1.03%	0.83%	
ROE	6.10%	5.59%	
ROTE	7.27%	6.72%	
Cost-to-income	50.15%	48.68%	
<b>Risk management (D)</b>			
Doubtful loans (in million euros)	7,925	9,746	
Total problematic assets (in million euros)	15,318	18,781	
Loan loss ratio (%)	5.14	6.14	
NPL coverage ratio (%) (excl. floor clauses)	45.7	47.3	
NPA coverage ratio (%) (excl. floor clauses)	49.8	47.4	
<b>Capital management (E)</b>			
Risk-weighted assets (RWAs) (in million euros)	77,638	86,070	
Phase-in Common Equity Tier 1 (%)	(1) 13.4	12.0	
Phase-in Tier I (%)	(2) 14.3	12.0	
Phase-in Total Capital ratio (%)	(3) 16.1	13.8	
Phase-in leverage ratio (%)	4.97	4.74	
<b>Liquidity management (F)</b>			
Loan to deposit ratio (%)	104.3	105.1	
<b>Shareholders and shares (figures at year-end) (G)</b>			
Number of shareholders	235,130	260,948	
Average number of shares (in million)	5,570	5,452	
Share price (euro)	1.656	1.323	
Market capitalisation (in million euros)	9,224	7,213	
Net attributed earnings per share (EPS)(euro)	0.14	0.13	
Book value per share (euro)	2.41	2.37	
Price/book value	0.69	0.56	
PER (share price / EPS)	11.85	10.15	
<b>Other data</b>			
Branches	2,473	2,767	
Employees	25,845	25,945	

(A) This section sets out key components of the income statement for the last two years.

- (B) The purpose of these key figures is to provide a general overview of year-on-year changes in the main items on the Group's consolidated balance sheet, focusing particularly on data related to lending and customer funds.
  - (C) These ratios have been included to give a meaningful indication of profitability and efficiency in the last two years.
  - (D) This section gives some key balances related to risk and risk management within the Group, as well as the most significant ratios related to risk.
  - (E) These ratios have been included to give a meaningful indication of capital adequacy in the last two years.
  - (F) This section has been included to give a meaningful indication of liquidity in the last two years.
  - (G) This section provides information related to the share price and other stock market ratios and indicators.
- (1) Core capital / risk-weighted assets (RWA).
  - (2) Tier 1 capital / risk-weighted assets (RWA).
  - (3) Total capital / risk-weighted assets (RWA).

### **2.3. Financial review**

#### **Balance sheet and income statement**

During 2017, the Group has reached an agreement to sell 100% of its shares in Mediterráneo Vida, Sociedad Anónima de Seguros y Reaseguros. It has also reached an agreement to sell shares representing 100% of the share capital of its subsidiary Sabadell United Bank, N.A. to the US bank Iberiabank Corporation and closed a deal for the sale of 100% of the share capital of HI Partners Holdco Value Added, S.A.U. by the subsidiary Hotel Investment Partners, S.L. The Mortgage Enhancement portfolio (a segmented portfolio of mortgage assets that was assigned to TSB to drive profits) was also returned to Lloyds in 2017, having achieved its purpose. The success of TSB's business model has enabled the agreement to be terminated one year ahead of schedule.

Banco Sabadell and its group ended 2017 with net attributed profit of €801.5 million (€711.2 million excluding TSB).

Positive performance of the ordinary business, control of recurring operating expenses, judicious management of customer spreads and the continuous reduction of problematic assets were the main factors behind Banco Sabadell's business performance in 2017.



## Balance sheet

At the end of 2017, total assets for Banco Sabadell and its group amounted to €221,348 million (€173,203 million excluding TSB), compared with the 2016 year-end figures of €212,508 million (€168,787 million excluding TSB).

Million euro

	2017	2016	Change (%) year-on-year
Cash and cash balances at central banks and other demand deposits	26,363	11,688	125.5
Financial assets held for trading	1,573	3,484	(54.9)
Financial assets and liabilities designated at fair value through profit or loss	40	35	13.5
Available-for-sale financial assets	13,181	18,718	(29.6)
Loans and receivables	149,551	150,384	(0.6)
Debt securities	574	919	(37.5)
Loans and advances	148,977	149,466	(0.3)
Investments held to maturity	11,172	4,598	143.0
Investments in joint ventures and associates	576	381	51.2
Tangible assets	3,827	4,476	(14.5)
Intangible assets	2,246	2,135	5.2
Other assets	12,821	16,608	(22.8)
<b>Total assets</b>	<b>221,348</b>	<b>212,508</b>	<b>4.2</b>
Financial liabilities held for trading	1,431	1,976	(27.6)
Financial liabilities and liabilities designated at fair value through profit or loss	40	35	13.5
Financial liabilities measured at amortised cost	204,045	192,011	6.3
Deposits	177,326	162,909	8.8
Central banks	27,848	11,828	135.4
Credit institutions	14,171	16,667	(15.0)
Customers	135,307	134,415	0.7
Debt securities issued	23,788	26,534	(10.3)
Other financial liabilities	2,932	2,568	14.1
Provisions	318	306	3.7
Other liabilities	2,293	5,097	(55.0)
<b>Total liabilities</b>	<b>208,127</b>	<b>199,425</b>	<b>4.4</b>
Own funds	13,426	12,926	3.9
Accumulated other comprehensive income	(265)	107	-
Minority interests (non-controlling interests)	61	50	23.2
<b>Net equity</b>	<b>13,222</b>	<b>13,083</b>	<b>1.1</b>
<b>Total equity and total liabilities</b>	<b>221,348</b>	<b>212,508</b>	<b>4.2</b>
Guarantees given	8,727	8,529	2.3
Contingent commitments given	24,079	25,209	(4.5)
<b>Total off balance sheet items</b>	<b>32,806</b>	<b>33,738</b>	<b>(2.8)</b>

Gross performing loans amounted to €137,522 million at 2017 year-end (€102,119 million excluding TSB). Year-on-year, they decreased by -2.2% (-3.9% excluding TSB), and the reduction of doubtful assets was -18.7% (-18.8% excluding TSB). Secured mortgage loans form the largest single component of gross loans and receivables, amounting to €84,267 million at 31 December 2017, representing over 61% of total gross performing loans.

Excluding the impacts of Sabadell United Bank, Mediterráneo Vida and the early call of TSB's mortgage enhancement portfolio, as at 2016 year-end performing loans amounted to €134,288 million, therefore 2017 represents a year-on-year increase of 2.4%

Million euro

	2017	2016	Change (%) year-on-year	Ex TSB 2017	Ex TSB 2016	Change (%) year-on-year
Loans and credit secured with mortgages	84,267	88,431	(4.7)	52,259	56,692	(7.8)
Loans and credit secured with other collateral	2,315	2,263	2.3	2,315	2,263	2.3
Trade credit	5,802	5,530	4.9	5,802	5,530	4.9
Finance leases	2,316	2,169	6.8	2,316	2,169	6.8
Loans on demand and miscellaneous	42,822	42,165	1.6	39,427	39,651	(0.6)
<b>Gross performing loans</b>	<b>137,522</b>	<b>140,557</b>	<b>(2.2)</b>	<b>102,119</b>	<b>106,305</b>	<b>(3.9)</b>
Doubtful assets (customers)	7,867	9,642	(18.4)	7,723	9,478	(18.5)
Accrual adjustments	(66)	(112)	(41.2)	(100)	(142)	(29.9)
<b>Gross lending to customers excluding repos</b>	<b>145,323</b>	<b>150,087</b>	<b>(3.2)</b>	<b>109,742</b>	<b>115,640</b>	<b>(5.1)</b>
Repos	2,001	8	-	2,001	8	-
<b>Gross lending to customers</b>	<b>147,325</b>	<b>150,095</b>	<b>(1.8)</b>	<b>111,743</b>	<b>115,648</b>	<b>(3.4)</b>
Allowances for loan losses and country risk	(3,727)	(4,921)	(24.3)	(3,646)	(4,835)	(24.6)
<b>Loans and advances to customers</b>	<b>143,598</b>	<b>145,174</b>	<b>(1.1)</b>	<b>108,097</b>	<b>110,813</b>	<b>(2.5)</b>

The evolution of problematic assets has shown improvement throughout 2017. Quarter-on-quarter changes in these assets excl. TSB (NPLs plus real estate assets not covered by the Asset Protection Scheme) were as follows:

Million euro

	2017				2016			
	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q
Ordinary net inflows	(261)	(541)	(203)	(339)	(457)	(969)	(333)	(474)
Change in real estate assets	(67)	(51)	(154)	(1,370)	(41)	71	(158)	(73)
<b>Ordinary net inflows + properties</b>	<b>(328)</b>	<b>(592)</b>	<b>(357)</b>	<b>(1,709)</b>	<b>(498)</b>	<b>(898)</b>	<b>(491)</b>	<b>(547)</b>
Write-offs	178	61	152	66	213	70	144	101
<b>QoQ ordinary change in balance of doubtful and real estate assets</b>	<b>(506)</b>	<b>(653)</b>	<b>(509)</b>	<b>(1,775)</b>	<b>(711)</b>	<b>(968)</b>	<b>(635)</b>	<b>(648)</b>

The reduction in NPLs was reflected in a loan loss ratio of 5.14% at the end of 2017, compared with 6.14% at the end of 2016 – a fall of -100 basis points. The NPL coverage ratio at 31 December 2017 was 48.3%, compared with 51.6% one year earlier.

At the end of 2017, on-balance sheet customer funds amount to €132,096 million (€97,686 million excluding TSB), compared with €133,457 million at the end of 2016 (€99,123 million excluding TSB), representing a 1.0% decline (1.4% excluding TSB). Without considering the impacts of Sabadell United Bank, Mediterráneo Vida and the early call of TSB's Mortgage Enhancement portfolio, at 2016 year-end on-balance sheet customer funds amounted to €129,562 million (€95,229 million excluding TSB), representing a year-on-year increase of

2.0% (2.6% excluding TSB).

Total off -balance sheet customer funds amounted to €45,325 million, an 11.6% increase year-on-year. Within this chapter, particularly worthy of note was the uninterrupted growth in assets in Collective Investment Undertakings (CIUs), which at 31 December 2017, stood at €27,375 million, a 21.2% increase compared to 2016 year-end, and asset management, which amounted to €3,999 million, representing a 9.5% increase compared to 2016 year-end.

Issued debt securities (borrowing operations and other marketable securities and subordinated liabilities) amounted to €23,788 million at 2017 year-end (€21,845 million excluding TSB), compared with €26,534 million (€22,618 million excluding TSB) at 31 December 2016.

Total funds under management at 31 December 2017 amounted to €204,420 million (€166,447 million excluding TSB), compared with €201,554 million at 31 December 2016 (€162,550 million excluding TSB), representing an increase during 2017 of 1.4% (an increase of 2.4% excluding TSB). Without considering the impacts of Sabadell United Bank, Mediterráneo Vida and the early call of TSB's Mortgage Enhancement portfolio, at 2016 year-end total funds under management amounted to €197,469 million (€158,465 million excluding TSB), representing a year-on-year increase of 3.5% (5.0% excluding TSB).

Million euro

	2017	2016	Change (%) year-on-year	Ex TSB 2017	Ex TSB 2016	Change (%) year-on-year
<b>On-balance sheet customer funds (*)</b>	<b>132,096</b>	<b>133,457</b>	<b>(1.0)</b>	<b>97,686</b>	<b>99,123</b>	<b>(1.4)</b>
Customer deposits	135,307	134,415	0.7	99,277	99,326	-
Current and savings accounts	98,020	92,011	6.5	68,039	62,624	8.6
Deposits with agreed maturity	32,425	40,154	(19.2)	27,996	35,207	(20.5)
Assets sold under repurchase agreements	4,750	2,072	129.2	3,119	1,303	139.4
Accrual adjustments and hedges using derivatives	113	178	(36.6)	123	192	(36.0)
Borrowing operations and other marketable securities	21,250	24,987	(15.0)	19,764	21,555	(8.3)
Subordinated liabilities (**)	2,537	1,546	64.1	2,081	1,063	95.7
<b>On-balance sheet funds</b>	<b>159,095</b>	<b>160,948</b>	<b>(1.2)</b>	<b>121,122</b>	<b>121,944</b>	<b>(0.7)</b>
Mutual funds	27,375	22,594	21.2	27,375	22,594	21.2
Equity investment funds	1,929	1,313	46.9	1,929	1,313	46.9
Mixed investment funds	6,490	4,253	52.6	6,490	4,253	52.6
Fixed income investment funds	4,488	4,773	(6.0)	4,488	4,773	(6.0)
Guaranteed investment funds	3,829	4,057	(5.6)	3,829	4,057	(5.6)
Real estate investment funds	125	88	42.0	125	88	42.0
Venture capital investment	38	21	77.7	38	21	77.7
Investment companies	2,192	2,065	6.1	2,192	2,065	6.1
UCITS schemes sold but not managed	8,283	6,022	37.5	8,283	6,022	37.5
Asset management	3,999	3,651	9.5	3,999	3,651	9.5
Pension funds	3,987	4,117	(3.2)	3,987	4,117	(3.2)
Individuals	2,476	2,621	(5.5)	2,476	2,621	(5.5)
Corporates	1,498	1,481	1.1	1,498	1,481	1.1
Associates	13	15	(13.0)	13	15	(13.0)
Insurance products sold	9,965	10,243	(2.7)	9,965	10,243	(2.7)
<b>Off balance sheet funds</b>	<b>45,325</b>	<b>40,606</b>	<b>11.6</b>	<b>45,325</b>	<b>40,606</b>	<b>11.6</b>
<b>Funds under management</b>	<b>204,420</b>	<b>201,554</b>	<b>1.4</b>	<b>166,447</b>	<b>162,550</b>	<b>2.4</b>

(\*) Includes customer deposits (ex-repos) and other liabilities placed by the branch network: mandatory convertible bonds, non-convertible Banco Sabadell bonds, promissory notes and others.

(\*\*) These are subordinated liabilities of debt securities.

## Income statement

Million euro

	2017	2016	Change (%) year-on-year	Ex TSB 2017	Ex TSB 2016	Change (%) year-on-year
Interest and similar income	4,839.6	5,170.1	(6.4)	3,605.9	3,820.5	(5.6)
Interest and similar charges	(1,037.3)	(1,332.3)	(22.1)	(837.1)	(1,033.6)	(19.0)
<b>Net interest income</b>	<b>3,802.4</b>	<b>3,837.8</b>	<b>(0.9)</b>	<b>2,768.8</b>	<b>2,786.9</b>	<b>(0.6)</b>
Return on capital instruments	7.3	10.0	(27.7)	7.1	10.0	(29.7)
Share of profit/(loss) of companies accounted for by equity method	308.7	74.6	313.9	308.7	74.6	313.9
Net fees and commissions	1,223.4	1,148.6	6.5	1,127.8	1,022.8	10.3
Net trading income	614.1	609.7	0.7	504.5	556.2	(9.3)
Exchange differences (net)	8.4	16.9	(50.1)	8.4	16.9	(50.1)
Other operating income and expenses	(227.0)	(226.9)	0.1	(211.3)	(209.1)	1.1
<b>Gross income</b>	<b>5,737.3</b>	<b>5,470.7</b>	<b>4.9</b>	<b>4,514.0</b>	<b>4,258.3</b>	<b>6.0</b>
Staff expenses	(1,573.6)	(1,663.1)	(5.4)	(1,178.9)	(1,235.6)	(4.6)
Recurrents	(1,546.9)	(1,595.1)	(3.0)	(1,163.0)	(1,186.4)	(2.0)
Non-recurring	(26.6)	(68.0)	(60.8)	(15.8)	(49.3)	(67.9)
Other general administrative expenses	(1,149.4)	(1,000.3)	14.9	(614.8)	(581.0)	5.8
Recurrents	(1,116.7)	(981.2)	13.8	(614.8)	(581.0)	5.8
Non-recurring	(32.7)	(19.1)	71.5	-	-	-
Depreciation	(402.2)	(395.9)	1.6	(329.6)	(323.2)	2.0
<b>Pre-provisions income</b>	<b>2,612.1</b>	<b>2,411.5</b>	<b>8.3</b>	<b>2,390.8</b>	<b>2,118.4</b>	<b>12.9</b>
Insolvency provisions and other impairments	(1,225.2)	(550.7)	122.5	(1,136.4)	(522.5)	117.5
Other provisions and impairments	(971.1)	(876.5)	10.8	(971.1)	(876.5)	10.8
Capital gains on asset sales and other revenue	432.6	35.1	-	425.9	39.5	-
Negative goodwill	-	-	-	-	-	-
<b>Profit/(loss) before tax</b>	<b>848.3</b>	<b>1,019.4</b>	<b>(16.8)</b>	<b>709.1</b>	<b>758.9</b>	<b>(6.6)</b>
Corporate income tax	(43.1)	(303.6)	(85.8)	5.8	(222.4)	-
<b>Consolidated profit/(loss) for the year</b>	<b>805.2</b>	<b>715.9</b>	<b>12.5</b>	<b>714.9</b>	<b>536.5</b>	<b>33.2</b>
Profit/(loss) attributed to non-controlling	3.7	5.4	(31.5)	3.7	5.4	(31.5)
<b>Profit attributed to the Group</b>	<b>801.5</b>	<b>710.4</b>	<b>12.8</b>	<b>711.2</b>	<b>531.1</b>	<b>33.9</b>
Memorandum item:						
Average total assets	214,356	206,265	3.9	168,418	163,326	3.1
Earnings per share (euro)	0.14	0.13		0.13	0.09	

Net interest income in 2017 amounted to €3,802.4 million, a -0.9% decrease compared to the net interest income obtained in the previous year. Excluding TSB, net interest income amounted to €2,768.8 million at 2017 year-end, a -0.6% decrease compared with the previous year. Considering a constant scope of consolidation, this item increased by 4.9% year-on-year (2.9% excluding TSB).

In cumulative average terms, the net interest margin as a percentage of average total assets stood at 1.77% (1.86% in 2016). The decrease in average returns on average total assets, despite the increase in the customer spread (due mainly to lower funding costs of customer deposits) was due to many factors, mainly the lower returns on fixed-income.

Thousand euro

	2017			2016			Change			Effect	
	Average balance	Profit/(loss)	Rate %	Average balance	Profit/(loss)	Rate %	Average balance	Profit/(loss)	Rate %	Volume	Days
Cash, central banks and credit institutions	18,512,411	2,925	0.02	11,336,212	31,117	0.27	7,176,199	(28,192)	(33,404)	5,312	(100)
Lending to customers	136,937,930	4,102,112	3.00	138,202,184	4,361,287	3.16	(1,264,254)	(259,175)	(232,728)	(18,442)	(8,005)
Fixed-income portfolio	28,809,194	494,316	1.72	26,336,187	657,223	2.50	2,473,007	(162,907)	(187,182)	25,446	(1,171)
<b>Subtotal</b>	<b>184,259,535</b>	<b>4,599,353</b>	<b>2.50</b>	<b>175,874,583</b>	<b>5,049,627</b>	<b>2.87</b>	<b>8,384,952</b>	<b>(450,274)</b>	<b>(453,314)</b>	<b>12,316</b>	<b>(9,276)</b>
Equity portfolio	1,079,233	-	-	1,004,437	-	-	74,796	-	-	-	-
Tangible and intangible fixed assets	4,268,271	-	-	4,030,891	-	-	237,380	-	-	-	-
Other assets	24,749,190	88,612	0.36	25,355,276	84,242	0.33	(606,086)	4,370	-	4,370	-
<b>Total Lending</b>	<b>214,356,229</b>	<b>4,687,965</b>	<b>2.19</b>	<b>206,265,187</b>	<b>5,133,869</b>	<b>2.49</b>	<b>8,091,042</b>	<b>(445,904)</b>	<b>(453,314)</b>	<b>16,686</b>	<b>(9,276)</b>
Credit institutions	28,553,497	(29,558)	(0.10)	18,046,159	(78,374)	(0.43)	10,507,338	48,816	44,696	33,947	(29,827)
Customer deposits	138,258,332	(266,315)	(0.19)	134,792,258	(525,031)	(0.39)	3,466,074	258,716	226,128	1,423	31,165
Capital markets	26,020,323	(386,885)	(1.49)	30,214,256	(585,759)	(1.94)	(4,193,933)	198,874	110,473	86,693	1,708
<b>Subtotal</b>	<b>192,832,152</b>	<b>(682,758)</b>	<b>(0.35)</b>	<b>183,052,673</b>	<b>(1,189,164)</b>	<b>(0.65)</b>	<b>9,779,479</b>	<b>506,406</b>	<b>381,297</b>	<b>122,063</b>	<b>3,046</b>
Other liabilities	8,438,119	(202,837)	(2.40)	10,280,237	(106,953)	(1.04)	(1,842,118)	(95,884)	-	(95,884)	-
Own funds	13,085,958	-	-	12,932,277	-	-	153,681	-	-	-	-
<b>Total funds</b>	<b>214,356,229</b>	<b>(885,595)</b>	<b>(0.41)</b>	<b>206,265,187</b>	<b>(1,296,117)</b>	<b>(0.63)</b>	<b>8,091,042</b>	<b>410,522</b>	<b>381,297</b>	<b>26,179</b>	<b>3,046</b>
<b>Total ATAs</b>	<b>214,356,229</b>	<b>3,802,370</b>	<b>1.77</b>	<b>206,265,187</b>	<b>3,837,752</b>	<b>1.86</b>	<b>8,091,042</b>	<b>(35,382)</b>	<b>(72,017)</b>	<b>42,865</b>	<b>(6,230)</b>

Financial income or costs deriving from the application of negative interest rates are recorded in line with the nature of the associated asset or liability. The credit institutions item under liabilities includes negative interest from balances of liability headings of credit institutions, the most significant of which is income from TLTRO II.

Dividends charged and earnings from companies consolidated under the equity method together amount to €315.9 million, compared with €84.6 million in 2016. This income mainly includes results from the insurance and pension business and net fees charged by BanSabadell Vida for the reinsurance contract with Swiss Re Europe during the third quarter of 2017.

Income from net fees and commissions amounted to €1,223.4 million (€1,127.8 million excluding TSB), increasing by 6.5% year-on-year (10.3% excluding TSB). This growth has come about in consequence of the positive performance of both service fees, which increased by 11.5% (16.2% excluding TSB) and asset management fees, which increased by 8.6% with respect to the preceding year.

Net trading income amounted to €614.1 million (€504.5 million excluding TSB), including the early call of TSB's Mortgage Enhancement portfolio during the second quarter. During 2016, net trading income amounted to €609.7 million (€556.2 million excluding TSB), including €109.5 million in gains on the sale of 100% of Visa Europe shares.

Net earnings on exchange differences amounted to €8.4 million, compared with €16.9 million in 2016.

Other operating income and expenses amounted to €-227.0 million (€-211.3 million excluding TSB), compared with €-226.9 million (€-209.1 million excluding TSB) in 2016. Particularly worthy of note in this heading are contributions to the Deposit Guarantee Fund, which include TSB's contribution to the Financial Services Compensation Scheme, of €-98.3 million (€-94.9 million in the preceding year), capital contributions associated with the conversion of deferred tax assets into credit eligible for the Spanish Tax Authority of €-54.7 million (€-57.0 million during the previous year) and the contribution to the Tax on Deposits of Credit Institutions (IDEC) of €-28.1 million (€-27.6 million in the preceding year).

Operating expenses (staff and general) during 2017 amounted to €2,723.0 million (€1,793.6 million excluding TSB), of which €59.3 million are attributable to non-recurrent items (€15.8 million excluding TSB). During 2016, operating expenses amounted to €2,663.3 million (€1,816.7 million excluding TSB), and included €87.1 million in non-recurrent items (€49.3 million excluding TSB). This year-on-year increase corresponds to TSB's one-off technology expenses which were already forecast.

The cost-to-income ratio during 2017 stood at 50.15% (42.10% excluding TSB), compared with 48.68% (42.66% excluding TSB) in 2016. It should be noted that in 2017 this ratio excludes the impacts of the revenue from the early call of TSB's Mortgage Enhancement portfolio and the net fee charged by BanSabadell Vida for the reinsurance contract with Swiss Re Europe.

As a result of the foregoing, pre-provisions income at 2017 year-end amounted to €2,612.1 million (€2,390.8 million excluding TSB), compared with €2,411.5 million in 2016 (€2,118.4 million excluding TSB), representing an increase of 8.3% (12.9% excluding TSB), mainly due to the net fee charged by BanSabadell Vida for the reinsurance contract with Swiss Re Europe.

Total provisions and impairments amounted to €-2,196.4 million (€-2,107.6 million excluding TSB), compared with €-1,427.1 million in 2016 (€-1,399.0 million excluding TSB). This increase in 2017 is due mainly to the extraordinary gains generated by recent corporate transactions that have been used to increase provisions.

Gains on asset sales amounted to €432.6 million (€35.1 million during the preceding year) and mainly included net gains on the sale of Sabadell United Bank, the sale of Mediterráneo Vida and the sale of 100% of the capital in HI Partners Holdco Value Added, S.A.U. by the subsidiary Hotel Investment Partners, S.L. (HIP). In 2016, they include mainly gross gains of €52 million on the sale of the stake held in Dexia Sabadell.

After deducting income tax and minority interests, net profit attributed to the Group amounted to €801.5 million at the end of 2017, a 12.8% increase compared with the previous year. Excluding TSB, net profit attributable to the Group amounted to €711.2 million at 2017 year-end, a 33.9% increase compared 2016 year-end.

## **2.4. Business review**

The key financial figures associated with the Group's largest business units are shown hereafter, in line with the segment reporting described in Note 39 to these consolidated annual accounts.

### **Banking business Spain**

Net profit as at December 2017 amounted to €1,566.1 million, a year-on-year increase of 47.0% due to the 3.8% increase in core revenue and sales of businesses carried out during the year, although gross operating income also increased to €4,125.8 million, representing an 8.1% increase year-on-year.

Net interest income stood at €2,528.2 million, a 0.6% increase compared to 2016 year-end.

Net fees and commissions stood at €1,075.9 million, 12.1% higher than in the previous year due to the positive performance of service fees and asset management fees.

Net trading income and income from exchange differences amounted to €541.1 million.

Administrative expenses and depreciations amounted to €-1,755.6 million, a -1.5% decline compared to the same quarter in the previous year.

Provisions and impairments amounted to €-867.4 million due to extraordinary provisions allocated during the year.

Capital gains on the sale of assets and other income amounted to €383.7 million and included gains on the sale of Mediterráneo Vida and Sabadell United Bank.

Million euro

	2017	2016	Change (%) year-on-year
<b>Net interest income</b>	<b>2,528</b>	<b>2,513</b>	<b>0.6</b>
Profit/(loss) for equity method and dividends	313	82	279.9
Net fees and commissions	1,076	960	12.1
Net trading income and exchange differences	541	600	(9.8)
Other operating income/expenses	(332)	(340)	(2.4)
<b>Gross income</b>	<b>4,126</b>	<b>3,815</b>	<b>8.1</b>
Administrative expenses and depreciations	(1,756)	(1,783)	(1.5)
<b>Operating income</b>	<b>2,370</b>	<b>2,032</b>	<b>16.6</b>
Provisions and impairments	(867)	(570)	52.2
Gains/(losses) on asset derecognition and others	384	40	864.5
<b>Profit/(loss) before taxes</b>	<b>1,887</b>	<b>1,502</b>	<b>25.6</b>
Income tax	(321)	(431)	(25.6)
<b>Profit/(loss) after taxes</b>	<b>1,566</b>	<b>1,071</b>	<b>46.2</b>
Profit/(loss) attributable to minority interests	-	5	(106.7)
<b>Profit/(loss) attributable to the Group</b>	<b>1,566</b>	<b>1,065</b>	<b>47.0</b>
ROE (earnings divided by average own funds)	17.8%	19.4%	
Cost-to-income (administrative expenses divided by gross income)	39.1%	43.4%	
Loan loss ratio (%)	5.7%	6.6%	
NPL coverage ratio (%)	45.6%	43.2%	

Loans and advances to customers (excluding ATAs) amounted to €93,394 million and grew by 1.5% year-on-year.

On-balance sheet customer funds increased by 3.0% year-on-year, with a significant growth of sight accounts. Off-balance sheet funds increased by 11.8%, with a strong growth in mutual funds.



Million euro

	2017	2016	Change (%) year-on-year
<b>Assets</b>	<b>142,521</b>	<b>130,092</b>	<b>9.6</b>
Customer lending (net) excluding repos	93,394	92,059	1.5
<b>Liabilities</b>	<b>133,370</b>	<b>121,709</b>	<b>9.6</b>
On-balance sheet customer funds	92,558	89,835	3.0
Wholesale Funding Capital Markets	20,168	20,930	(3.6)
<b>Allocated capital</b>	<b>9,151</b>	<b>8,382</b>	<b>9.2</b>
<b>Off-balance sheet customer funds</b>	<b>44,265</b>	<b>39,603</b>	<b>11.8</b>
<b>Other indicators</b>			
Employees	15,775	16,001	(1.4)
Branches	1,880	2,119	(11.3)

Within banking business in Spain, note should be taken of the most significant business areas, about which information is given on the evolution of results and key figures.

### **Commercial Banking**

The Group's largest business line is Commercial Banking, which focuses its activity on providing a range of financial products and services for large and medium-sized enterprises, SMEs and retailers, private customers (including private banking, personal banking and mass markets), non-residents and professional groups, with a degree of specialisation to allow tailored services to be offered to customers in line with their requirements, whether via experts throughout its multi-brand branch network or via other channels intended to support the customer relationship and give access to remote banking services.

Net profit as at December 2017 amounted to €886.0 million, representing a year-on-year growth of 8.3% considering the sales of Mediterráneo Vida and Exel Broker, the net fee charged by BanSabadell Vida for the reinsurance contract with Swiss Re Europe and the extraordinary increase in provisions and impairments. Gross income, which stood at €3,202.4 million, recorded an increase of 9.4%. Core revenue of €3,120.2 million increased by 2.2%, and by 4.0% considering a constant scope of consolidation (excluding Mediterráneo Vida and Exel Broker).

Net interest income stood at €2,278.9 million, remaining stable compared to 2016 year-end. Considering a constant scope of consolidation, this item increased by 1.7%.

Results calculated using the equity method and dividends include the net fee charged by BanSabadell Vida for the reinsurance contract with Swiss Re Europe.

Net fees and commissions stood at €841.3 million, 10.5% higher than in the previous year due to the positive performance of sight account and credit card fees.

Net trading income and income from exchange differences include the impacts of the sales of bad debt portfolios.

Administrative expenses and depreciations amounted to €-1,467.6 million, a -0.8% decline compared to the same period in the previous year.

Provisions and impairments amounted to €-631.5 million due to extraordinary provisions allocated during the year.

The gains and losses on derecognised assets and others heading includes the gains of Mediterráneo Vida and Exel Broker.

Million euro

	2017	2016	Change (%) year-on-year
<b>Net interest income</b>	<b>2,279</b>	<b>2,292</b>	<b>(0.6)</b>
Profit/(loss) for equity method and dividends	304	52	484.6
Net fees and commissions	841	761	10.5
Net trading income and exchange differences	(37)	20	(285.0)
Other operating income/expenses	(185)	(198)	(6.6)
<b>Gross income</b>	<b>3,202</b>	<b>2,927</b>	<b>9.4</b>
Administrative expenses and depreciations	(1,468)	(1,480)	(0.8)
<b>Operating income</b>	<b>1,734</b>	<b>1,447</b>	<b>19.8</b>
Provisions and impairments	(632)	(317)	99.4
Gains/(losses) on asset derecognition and others	22	15	-
<b>Profit/(loss) before taxes</b>	<b>1,124</b>	<b>1,145</b>	<b>(1.8)</b>
Income tax	(238)	(327)	(27.2)
<b>Profit/(loss) after taxes</b>	<b>886</b>	<b>818</b>	<b>8.3</b>
Profit/(loss) attributable to minority interests	-	-	-
<b>Profit/(loss) attributable to the Group</b>	<b>886</b>	<b>818</b>	<b>8.3</b>
ROE (earnings divided by average own funds)	21.3%	18.2%	
Cost-to-income (administrative expenses divided by gross income)	45.0%	49.6%	
Loan loss ratio (%)	6.4%	7.7%	
NPL coverage ratio (%)	40.5%	39.7%	

Net lending has increased by +0.5%, on-balance sheet funds have remained stable and off-balance sheet funds have increased by +7.7%, mainly due to the increase in Investment Funds.

Million euro

	2017	2016	Change (%) year-on-year
<b>Assets</b>	<b>158,697</b>	<b>161,286</b>	<b>(1.6)</b>
Customer lending (net) excluding repos	75,121	74,760	0.5
<b>Liabilities</b>	<b>154,718</b>	<b>156,922</b>	<b>(1.4)</b>
On-balance sheet customer funds	79,475	79,543	(0.1)
<b>Allocated capital</b>	<b>3,979</b>	<b>4,365</b>	<b>(8.8)</b>
<b>Off-balance sheet customer funds</b>	<b>23,691</b>	<b>21,989</b>	<b>7.7</b>
<b>Other indicators</b>			
Employees	11,427	11,865	-
Branches	1,868	2,105	-

### *Corporate Banking*

Corporate Banking offers financial solutions and advisory services to large companies and financial institutions, both national (Spanish) and international. Its activities encompass corporate banking, structured finance, and trade finance & IFI.

Net profit as at December 2017 amounted to €139.5 million, representing a year-on-year increase of 7.7%, mainly due to the decline in provisions and impairments. Gross income of €302 million increased by 1.0%. Excluding the sales recognised under net trading income in 2016, this increase would be of 5.0%. Core revenue, which stood at €309.0 million, recorded an increase of 6.8%.

Net interest income, which stood at €192.3 million, increased year-on-year by 9.1%.

Net fees and commissions stood at €116.7 million, 3.5% higher than in the previous year due to higher fees and commissions on syndicated loans.

Net trading income and exchange differences declined by -81.3%, as extraordinary gains on sales of loan portfolios were recognised in 2016.

Administrative expenses and depreciations amounted to €-33.5 million, and remained stable with respect to the same period in the previous year.

Provisions and impairments amounted to €-68.6 million, representing a reduction of -13.7%.

Million euro

	2017	2016	Change (%) year-on-year
<b>Net interest income</b>	<b>192</b>	<b>176</b>	<b>9.1</b>
Profit/(loss) for equity method and dividends	-	-	-
Net fees and commissions	117	113	3.5
Net trading income and exchange differences	3	16	(81.3)
Other operating income/expenses	(10)	(6)	66.7
<b>Gross income</b>	<b>302</b>	<b>299</b>	<b>1.0</b>
Administrative expenses and depreciations	(33)	(33)	-
<b>Operating income</b>	<b>269</b>	<b>266</b>	<b>1.1</b>
Provisions and impairments	(69)	(80)	(13.7)
Gains/(losses) on asset derecognition and others	-	-	-
<b>Profit/(loss) before taxes</b>	<b>200</b>	<b>186</b>	<b>7.5</b>
Income tax	(60)	(56)	7.1
<b>Profit/(loss) after taxes</b>	<b>140</b>	<b>130</b>	<b>7.7</b>
Profit/(loss) attributable to minority interests	-	-	-
<b>Profit/(loss) attributable to the Group</b>	<b>140</b>	<b>130</b>	<b>7.7</b>
ROE (earnings divided by average own funds)	16.2%	15.4%	
Cost-to-income (administrative expenses divided by gross income)	11.1%	11.1%	
Loan loss ratio (%)	4.1%	5.5%	
NPL coverage ratio (%)	94.0%	75.5%	

Net lending declined slightly by -0.9%, and on-balance sheet funds increased by 71% due to sight accounts and fixed-term deposits, while off-balance sheet funds increased by +15.4%, mainly due to employment pension schemes.

Million euro

	2017	2016	Change (%) year-on-year
<b>Assets</b>	<b>15,879</b>	<b>13,255</b>	<b>19.8</b>
Customer lending (net) excluding repos	8,773	8,850	(0.9)
<b>Liabilities</b>	<b>15,069</b>	<b>12,377</b>	<b>21.8</b>
On-balance sheet customer funds	5,555	3,526	57.5
<b>Allocated capital</b>	<b>810</b>	<b>878</b>	<b>(7.7)</b>
<b>Off-balance sheet customer funds</b>	<b>623</b>	<b>540</b>	<b>15.4</b>
<b>Other indicators</b>			
Employees	140	150	-
Branches	2	2	-

### ***Markets and Private Banking***

Markets and Private Banking offers and designs products and services with a high added-value with a view to achieving a high rate of return for the customer, increasing and diversifying the customer base and ensuring the consistency of investment processes through a rigorous analysis and with high-quality management, while taking the customer relationship model towards a multichannel level.

Net profit as at December 2017 amounted to €96.0 million, representing a 14.3% increase year-on-year. Gross income, standing at €245.1 million, increased by 6.1% and core revenue, standing at €245.8 million, increased by 9.8%.

Net interest income amounted to €57.8 million, and increased year-on-year by 28.9%, due to the good results obtained in Treasury and Capital Markets.

Net fees and commissions stood at €188 million, 5.6% higher than in the previous year due to higher fees and commissions on mutual funds and securities.

Administrative expenses and depreciations amounted to €-105.4 million, declining by -6.3%.

Provisions and impairments amounted to €-2.7 million.

Million euro

	2017	2016	Change (%) year-on-year
<b>Net interest income</b>	<b>58</b>	<b>45</b>	<b>28.9</b>
Profit/(loss) for equity method and dividends	-	-	-
Net fees and commissions	188	178	5.6
Net trading income and exchange differences	1	10	(90.0)
Other operating income/expenses	(2)	(2)	-
<b>Gross income</b>	<b>245</b>	<b>231</b>	<b>6.1</b>
Administrative expenses and depreciations	(105)	(112)	(6.3)
<b>Operating income</b>	<b>140</b>	<b>119</b>	<b>17.6</b>
Provisions and impairments	(3)	-	-
Gains/(losses) on asset derecognition and others	-	-	-
<b>Profit/(loss) before taxes</b>	<b>137</b>	<b>119</b>	<b>15.1</b>
Income tax	(41)	(35)	17.1
<b>Profit/(loss) after taxes</b>	<b>96</b>	<b>84</b>	<b>14.3</b>
Profit/(loss) attributable to minority interests	-	-	-
<b>Profit/(loss) attributable to the Group</b>	<b>96</b>	<b>84</b>	<b>14.3</b>
ROE (earnings divided by average own funds)	38.2%	37.8%	
Cost-to-income (administrative expenses divided by gross income)	42.5%	47.8%	
Loan loss ratio (%)	0.5%	1.4%	
NPL coverage ratio (%)	71.0%	41.7%	

Net lending has increased by +17.4%, concentrated in private banking customers jointly managed by commercial banking and private banking (hereinafter, jointly managed customers), while on-balance sheet funds declined by -7.5% due to transfers to income from off-balance sheet funds, which increased by +22.4%, mainly due to the increase in Investment Funds.

Million euro

	2017	2016	Change (%) year-on-year
<b>Assets</b>	<b>8,858</b>	<b>9,210</b>	<b>(3.8)</b>
Customer lending (net) excluding repos	2,175	1,853	17.4
<b>Liabilities</b>	<b>8,631</b>	<b>8,988</b>	<b>(4.0)</b>
On-balance sheet customer funds	6,367	6,880	(7.5)
<b>Allocated capital</b>	<b>227</b>	<b>222</b>	<b>2.3</b>
<b>Off-balance sheet customer funds</b>	<b>17,213</b>	<b>14,064</b>	<b>22.4</b>
<b>Other indicators</b>			
Employees	531	533	-
Branches	10	12	-

### Banking business United Kingdom

Net profit in December 2017 amounted to €90.3 million, with a year-on-year decline of -49.8%, as in 2016 provisions and impairments were offset against the expected losses calculated in the preliminary PPA (Purchase Price Allocation) until the fourth quarter. However, core revenue increased by 6.5% considering a constant exchange rate and excluding the mortgage enhancement portfolio (constant scope of consolidation).

Net interest income declined by -1.6% due to exchange rate fluctuations and the early call of the mortgage enhancement portfolio. Considering a constant scope of consolidation, this growth stands at 10.4%

Net fees and commissions income fell by -24.0%, mainly due to the fees paid from aggregator accounts in service fees.

Net trading income includes the results of the early call of the mortgage enhancement portfolio. The sale of Visa Europe shares was recognised in 2016.

Gross income, standing at €1,223.3 million, increased by 0.9% and by 7.3% considering a constant scope of consolidation.

Administrative expenses and depreciations increased by 9.0% to €1,002.0 million due to extraordinary technology expenses forecast in TSB.

Provisions and impairments amounted to €88.8 million, more than in the previous year due to the PPA in 2016.

Million euro

	2017	2016	Change (%) year-on-year
<b>Net interest income</b>	<b>1,034</b>	<b>1,051</b>	<b>(1.6)</b>
Profit/(loss) for equity method and dividends	-	-	-
Net fees and commissions	96	126	(24.0)
Net trading income and exchange differences	110	54	104.5
Other operating income/expenses	(16)	(18)	(11.6)
<b>Gross income</b>	<b>1,223</b>	<b>1,213</b>	<b>0.9</b>
Administrative expenses and depreciations	(1,002)	(919)	9.0
<b>Operating income</b>	<b>221</b>	<b>293</b>	<b>(24.6)</b>
Provisions and impairments	(89)	(28)	-
Gains/(losses) on asset derecognition and others	7	(4)	-
<b>Profit/(loss) before taxes</b>	<b>139</b>	<b>261</b>	<b>(46.7)</b>
Income tax	(49)	(81)	(39.9)
<b>Profit/(loss) after taxes</b>	<b>90</b>	<b>180</b>	<b>(49.8)</b>
Profit/(loss) attributable to minority interests	-	-	-
<b>Profit/(loss) attributable to the Group</b>	<b>90</b>	<b>180</b>	<b>(49.8)</b>
ROE (earnings divided by average own funds)	5.8%	8.0%	
Cost-to-income (administrative expenses divided by gross income)	79.5%	69.8%	
Loan loss ratio (%)	0.4%	0.5%	
NPL coverage ratio (%)	55.9%	52.7%	



Net lending to customers amounted to €35,501 million, a 3.3% increase year-on-year due to the strong growth of mortgages and despite the early call of the Mortgage Enhancement portfolio that took place in June. Considering a constant scope of consolidation, this item increased by 14.2% compared with the previous year.

On-balance sheet customer funds amounted to €34,410 million and increased by 0.2%. Considering a constant scope of consolidation, this growth stands at 3.9%

Million euro

	2017	2016	Change (%) year-on-year
<b>Assets</b>	<b>48,145</b>	<b>43,720</b>	<b>10.1</b>
Customer lending (net) excluding repos	35,501	34,361	3.3
<b>Liabilities</b>	<b>46,597</b>	<b>42,200</b>	<b>10.4</b>
On-balance sheet customer funds	34,410	34,334	0.2
Wholesale Funding Capital Markets	1,920	3,882	(50.5)
<b>Allocated capital</b>	<b>1,548</b>	<b>1,521</b>	-
<b>Off-balance sheet customer funds</b>	-	-	-
<b>Other indicators</b>			
Employees	8,287	8,060	2.8
Branches	551	587	(6.1)

### Other geographies

Other Geographies mostly comprises Mexico, overseas branches and representative offices that offer all types of banking and financial services of Corporate Banking, Private Banking and Commercial (Business and Retail) Banking.

Net profit as at December 2017 amounted to €88.6 million, a year-on-year decrease of -16.0% due to the sale of Sabadell United Bank. Without considering this sale, net profit increased by 25.4%.

Net interest income, which stood at €292.7 million, fell by -2.4%. Not considering the sale of Sabadell United Bank, net interest income grew by 21.8%, particularly driven by the growth in Mexico.

Net fees and commissions decreased by -22.4% due to lower fees on Securities and Investment Funds in Banco Sabadell Andorra and smaller corporate banking operations in Mexico.

Gross income, which stood at €358.0 million, recorded a decrease of -9.1%. Not considering the sale of Sabadell United Bank, gross income grew by 9.9%.

Administrative expenses and depreciations declined by -0.4%. Excluding the sale of Sabadell United Bank, they increased by 22.3%, primarily due to expenses associated with expansion in Mexico.

Million euro

	2017	2016	Change (%) year-on-year
<b>Net interest income</b>	<b>293</b>	<b>300</b>	<b>(2.4)</b>
Profit/(loss) for equity method and dividends	3	3	(2.0)
Net fees and commissions	50	64	(22.4)
Net trading income and exchange differences	9	23	(60.1)
Other operating income/expenses	3	3	-
<b>Gross income</b>	<b>358</b>	<b>394</b>	<b>(9.1)</b>
Administrative expenses and depreciations	(205)	(206)	(0.4)
<b>Operating income</b>	<b>153</b>	<b>188</b>	<b>(18.7)</b>
Provisions and impairments	(24)	(29)	(14.6)
Gains/(losses) on asset derecognition and others	1	-	-
<b>Profit/(loss) before taxes</b>	<b>130</b>	<b>160</b>	<b>(18.5)</b>
Income tax	(37)	(54)	(31.1)
<b>Profit/(loss) after taxes</b>	<b>93</b>	<b>106</b>	<b>(12.1)</b>
Profit/(loss) attributable to minority interests	4	-	-
<b>Profit/(loss) attributable to the Group</b>	<b>89</b>	<b>106</b>	<b>(16.0)</b>
ROE (earnings divided by average own funds)	8.8%	13.2%	
Cost-to-income (administrative expenses divided by gross income)	54.5%	49.1%	
Loan loss ratio (%)	0.9%	0.5%	
NPL coverage ratio (%)	113.0%	174.8%	

Net lending amounted to €8,836 million, a -26.9% decrease due to the sale of Sabadell United Bank. Not considering the sale of Sabadell United Bank, net lending grew by 9.2%, due to business in Mexico.

On-balance sheet customer funds amounted to €5,024 million and decreased by -44.9% due to the sale of Sabadell United Bank. Not considering the sale of Sabadell United Bank, on-balance sheet customer funds declined by -3.8%. Off-balance sheet customer funds amounted to €1,033 million, representing an increase of 4.5%.

Million euro

	2017	2016	Change (%) year-on-year
<b>Assets</b>	<b>15,298</b>	<b>20,740</b>	<b>(26.2)</b>
Customer lending (net) excluding repos	8,836	12,083	(26.9)
Real estate exposure (net)	23	22	3.5
<b>Liabilities</b>	<b>14,431</b>	<b>19,629</b>	<b>(26.5)</b>
On-balance sheet customer funds	5,024	9,116	(44.9)
<b>Allocated capital</b>	<b>866</b>	<b>1,111</b>	<b>(22.0)</b>
<b>Off-balance sheet customer funds</b>	<b>1,033</b>	<b>988</b>	<b>4.5</b>
<b>Other indicators</b>			
Employees	765	1,059	(27.8)
Branches	42	61	(31.1)

### Real Estate Asset Transformation

Real Estate Asset Transformation comprehensively manages abnormal risk and real estate exposure, and also sets out and implements the strategy of real estate investee companies, such as Solvia.

Net profit as at December 2017 amounted to €-943.4 million, affected by the extraordinary provisions of the previous quarter.

Net interest income amounted to €-52.1 million, a lower figure than in the previous year due to the reduction of the loan portfolio run-off.

Net trading income includes the impacts of the sales of bad debt portfolios.

Gross income amounted to €30.1 million, -38.4% less than in the previous year.

Administrative expenses and depreciations increased by 7.6% year-on-year to €-162.7 million due to the expansion of the servicer and the increase in the portfolio of hotels managed by Hotel Investment Partnership.

Provisions and impairments amounted to €-1,215.8 million due to extraordinary impairments carried out.

Gains on sales amounted to €-14.1 million and improved by 85.4% compared with the previous year. During the last two quarters of the year, gains of €8.5 million and €5.1 million respectively were recognised on sales of real estate assets.

Gains on the sale of assets during this quarter mainly included the sale of the subsidiary HI Partners Holdco Value Added, of Hotel Investment Partners.

Million euro

	2017	2016	Change (%) year-on-year
<b>Net interest income</b>	<b>(52)</b>	<b>(26)</b>	<b>98.8</b>
Profit/(loss) for equity method and dividends	(1)	(1)	(49.9)
Net fees and commissions	2	(1)	-
Net trading income and exchange differences	(37)	(50)	(25.7)
Other operating income/expenses	118	128	(7.6)
<b>Gross income</b>	<b>30</b>	<b>49</b>	<b>(38.4)</b>
Administrative expenses and depreciations	(163)	(151)	7.6
<b>Operating income</b>	<b>(133)</b>	<b>(102)</b>	<b>29.5</b>
Provisions and impairments	(1,216)	(801)	51.9
<i>Sales Results</i>	<i>(14)</i>	<i>(96)</i>	<i>(85.4)</i>
Gains/(losses) on asset derecognition and others	41	-	-
<b>Profit/(loss) before taxes</b>	<b>(1,307)</b>	<b>(903)</b>	<b>44.8</b>
Income tax	364	263	38.3
<b>Profit/(loss) after taxes</b>	<b>(943)</b>	<b>(640)</b>	<b>47.5</b>
Profit/(loss) attributable to minority interests	-	-	-
<b>Total profit/(loss) of the reported segments</b>	<b>(943)</b>	<b>(640)</b>	<b>47.5</b>
ROE (earnings divided by average own funds)	-	-	
Cost-to-income (administrative expenses divided by gross income)	-	-	
Loan loss ratio (%)	32.2%	31.7%	
NPL coverage ratio (%)	49.9%	54.2%	

The good management of real estate assets continues, net lending declined by -42.0% year-on-year and net real estate exposure declined by -28.5%.

Intra-group funding amounted to €12,627 million, -10.2% less than in the previous year.

Million euro			
	2017	2016	Change (%) year-on-year
<b>Assets</b>	<b>15,384</b>	<b>17,956</b>	<b>(14.3)</b>
Customer lending (net) excluding repos	3,865	6,663	(42.0)
Real estate exposure (net)	3,372	4,716	(28.5)
<b>Liabilities</b>	<b>13,728</b>	<b>15,886</b>	<b>(13.6)</b>
On-balance sheet customer funds	104	172	(39.7)
Intra-group financing	12,627	14,057	(10.2)
<b>Allocated capital</b>	<b>1,656</b>	<b>2,069</b>	<b>(20.0)</b>
<b>Off-balance sheet customer funds</b>	<b>27</b>	<b>15</b>	<b>83.0</b>
<b>Other indicators</b>			
Employees	1,018	825	23.4
Branches	-	-	-

### 3 - THE ENVIRONMENT AND OTHER SOCIAL MATTERS

#### 3.1 - The environment

##### Environmental policies, commitments and partnerships

Banco Sabadell as an environmental policy in place that embodies its commitment to the environment and the fight against climate change. This policy focuses on reducing the environmental impacts of the processes, facilities and services that are inherent to its activity, adequately managing the risks and opportunities relating to the business and also promoting the environmental commitment of persons with whom the bank has a relationship.

The bank is also a member of a number of global initiatives and commitments:

- A signatory of the United Nations Global Compact, thereby committing ourselves to adopting a preventive approach to environmental protection, promoting initiatives to foster environmental responsibility and supporting the development of technologies that do not harm the environment.
- A signatory of the Equator Principles: inclusion of Environmental, Social and Governance (ESG) in the funding of large-scale projects.
- A signatory of the Carbon Disclosure Project (CDP): as part of its commitment to actively combat climate change and publish an annual inventory of corporate emissions, verified by an external auditor in accordance with Standard ISAE 3000.
- A signatory of the United Nations Principles for Responsible Investment (PRI) in the “investment manager” category: inclusion of environmental, social and good governance criteria in investment policies and practices.
- It has been included into the index of sustainability index FTSE4Good Index Series, which has been designed to measure the performance of companies demonstrating strong environmental, social and governance (ESG) practices. One of the aspects it measures is the sustainable performance of investment products.
- It has 6 central service buildings that have been certified under the international standard for environmental management systems (EMS) ISO 14001. Our environmental management system has been adapted for the rest of the Group.
- It is a holder of the LEED NC (Leadership in Energy & Environmental Design for New Construction) certificate, with GOLD rating in sustainable construction obtained for its corporate headquarters in Sant Cugat del Vallés.

- Banco Sabadell is a partner in the European GreenBuilding Programme for the sustainable construction of the Group's logistics centre and general archive in Polinyà.
- A collaborating partner of the Spanish Association of Renewable Energy Producers and a member of the Spanish Wind Energy Association.

### **Main areas of activity relating to the environment and their enforcement in combating climate change**

Through various areas of the organisation, Banco Sabadell meets its aims and commitments on the environment, contributing to the fight against climate change. At an operational level, global Group operations are subject to the legal requirements on environmental protection and health and safety in the workplace. Banco Sabadell has not been the subject of any fines, sanctions or penalties due to failure to comply with environmental legislation and regulations during the year. Banco Sabadell has also received no complaints regarding environmental impacts.

The main results for each area of activity are given below.

#### Lines of business related to the environment

Banco Sabadell promotes the development of a sustainable energy model through the funding of projects and direct investment in renewable energy.

In terms of funding, the bank's portfolio includes a variety of projects, including projects for the generation of renewable energy (wind energy, photovoltaic energy, solar thermal energy, biomass), biofuel projects, which include advisory and mediation services, the funding of energy efficient facilities through renting products that allow a number of projects to be funded, from public lighting projects to biomass boilers and cogeneration installations.

Another line of business related to sustainability and growth is the renting of sustainable transport (vehicles issuing 120 gr CO<sub>2</sub>/km or less).

As regards investment, Banco Sabadell makes direct investments in the equity capital of renewable energy generation projects. Most of this business is carried out through Sinia Renovables, a wholly-owned subsidiary. For the 2016-2019 period, Sinia Renovables has initiated an investment cycle of €150 million in capital for this type of assets, following the bank's internationalisation strategy and looking into investments in Spain, Mexico, United Kingdom and other countries in LATAM.

#### Equator Principles (structured finance and corporate loans)

Since 2011, Banco Sabadell has adopted the Equator Principles, a voluntary credit risk management framework, coordinated by the International Finance Corporation (IFC), a sister organisation of the World Bank, which aims to identify, assess and manage environmental and social risks relating to the funding of structured finance and corporate loans projects.

Since then, the bank has continued to apply the Equator Principles in all of its new structured finance projects valued at an amount greater than, or equal to, USD 10 million and corporate loans from USD 100 million. Projects are classified based on their level of risk and environmental and social impact as A, B or C, following the standard implemented by the IFC. A social and environment assessment is carried out for all projects classified as category A and B, which is then reviewed by an independent expert. This assessment not only

addresses the risks and impacts, but also considers measures for an appropriate minimisation, mitigation and offsetting of these risks and impacts.

Every year, Banco Sabadell publishes a list of each of its projects associated with the Equator Principles in its report, which can be consulted through the bank's website.

#### Own infrastructure: environmental management and ecoefficiency measures

Banco Sabadell regularly identifies significant aspects relating to its facilities and installations in order to minimise and mitigate potential environmental impacts. Every year, it works to improve the ecoefficiency of its facilities and to reduce the environmental impacts of the services it provides to customers, which is also in line with the fight against climate change. During the year, plans have continued to be implemented for waste treatment, consumables recycling and energy saving.

In relation to management systems and their respective scope of application, the bank has an environmental management system (SGA, for its acronym in Spanish) which has been in place since 2006 and follows the ISO 14001:2004 standard. 6 corporate centres have been certified under this standard, and the environmental management system has been adapted for use at all other Group work centres in Spain.

In terms of its infrastructure, the following areas of activity are described below.

#### **Reduction of carbon footprint**

- Inventory of CO2 emissions: In 2017, emissions have been reduced by 94.71%, mainly by purchasing and using electrical power generated from renewable sources.

#### **Energy management**

- Electrical power consumption: overall consumption of electrical power in Spain in 2017 declined by 8% (reaching 82,824 MWh in 2017). It should be noted that during this year, 99.96% of the bank's total electricity consumption came from renewable sources, as Banco Sabadell continues to contract renewable energy sources through Nexus Renovables, which provides, with a guarantee of 100% renewable sources, 99.93% of the bank's total electricity consumption. Some of the actions include the centralised lighting and air-conditioning system in specific areas of the corporate centres, the installation of motion sensor lighting systems and LED (Light Emitting Diode) lights and the installation of air-conditioning systems with energy recovery ventilation.

#### **Management and reduction of other consumption**

- Paper consumption: 24-hour service for customers through remote channels and digital platforms, the commercial use of digital tables that allow customers' signatures to be captured and the use of conventional paper certified as being manufactured without chlorine by the FSC (Forest Stewardship Council).
- Water consumption: water consumption in Spain is limited to sanitary uses and to some watering of gardens.

#### **Waste management**

The bank implements a number of initiatives to encourage paper recycling, systems for the selective collection and sorting of packaging waste, organic material and batteries, recycling of used toners and the management of technological waste through authorised waste managers.

In addition, computer equipment or furniture that is in good condition, acquired from offices or work centres during a closure or merger process, that is not required by the bank is donated to NGOs and local non-profit organisations.

With regard to waste water management, all our facilities and offices are connected to the public sewage network.

### **Pollution and its effects on health and safety**

All of Banco Sabadell's activities are carried out in urban centres, and all waste generated by Banco Sabadell is managed by authorised waste managers.

### **Environmental awareness**

In terms of environmental awareness and management, all Group employees have access to an online training course the completion of which is mandatory for staff at certified corporate centres. Through its internal platform, "Banco Sabadell Idea", employees have made contributions and put forward suggestions on how to improve various areas of the organisation, including environmental aspects and the fight against climate change. Some examples of ideas relating to sustainability include contributions to total or partial savings of paper and digitalisation (digital signature, contracts, virtual reports, etc.), energy savings (installation of solar panels in corporate centres, etc.) and the addition of more electric vehicles for employees (for renting, subsidised purchase, etc.) Use of the internal car pooling platform is encouraged.

It also encourages holding meetings through video-conference, the use of personal video-conferencing, pilot schemes for working from home and the use of virtual classrooms for areas such as learning and continuous training.

### **Value chain**

Banco Sabadell also keeps all its suppliers informed of the Group's environmental policy and integrates environmental and social responsibility into its supply chain in a number of ways.

In the Group-level procurement process, tenders or offers from suppliers with ISO 9001, ISO 14001/EMAS and/or EFQM certifications are looked on favourably.

Banco Sabadell's basic contract with suppliers includes specific clauses on compliance with environmental criteria, human rights and the Ten Principles of the United Nations Global Compact, as well as acceptance of the Supplier Code of Conduct. In particular, environmental requirements are included in specifications for products and services that have significant environmental impacts.

## **3.2 - Other social matters**

### **Social and environmental criteria in investment and funding**

Since 2011, Banco Sabadell has adopted the Equator Principles, an international voluntary credit risk management framework, which aims to identify, assess and manage environmental and social risks relating to the funding of structured finance projects (see previous section).

The full branch network has support information available in order to assess the environmental risk related to the sector or activity of the analysed companies. This assessment is also included in the record of transactions and in decision-making processes.



In terms of lending, both the pension fund management company, BanSabadell Pensiones EGFP SA and, since 2016, Aurica Capital, a venture capital company with equity interests in Spanish companies with projects for growth in foreign trade, follow the Principles of Responsible Investment in the asset management category. These principles include social, environmental and good governance criteria in management policies and practices.

Banco Sabadell encourages responsible investment and also offers its customers savings and investment products that contribute to charity projects such as Fondo de Inversión Sabadell Inversión Ética y Solidaria, F.I., Sociedad de Inversión Sabadell Urquijo Cooperación, S.I.C.A.V, S.A., the pension scheme Plan de Pensiones BS Ético y Solidario, P.P. and the pension scheme Plan de Pensiones BanSabadell 21 F.P, as well as to its staff through Fondo de Pensiones G.M. PENSIONES, F.P.

### **Housing and financial inclusion**

Banco Sabadell manages, through Sogeviso (Solvia Gestora de Vivienda Social), the social issue of housing in order to responsibly address situations of social exclusion faced by its most vulnerable mortgage borrowers.

During its second year, Sogeviso has continued to include a 'social contract' in all of its new rental agreements for social housing. This is a service through which a manager specialising in social matters can assist customers at risk of social exclusion. This service hinges on, on one hand, finding work (it puts vulnerable customers in contact with public services and offers them training, interview preparation and coaching on how to find work) and, on the other hand, the cooperation with general governments and third sector entities. Under this framework, social contracts already represent 50% of the bank's total rental agreements for social housing.

2017 has also seen the consolidation of the JoBS programme, which 2,464 people have benefited from since its launch in October 2016 until the end of the year, of whom 646 have since found employment. Through this programme, 3 agreements with companies from different sectors such as Manpower, Mullor and Fundació Formació i Treball have been signed.

Also during 2017, in order to limit the effects of over-indebtedness and facilitate the recovery of debts owed by debtors at risk of social exclusion, the bank has reiterated its commitment to the Code of Good Banking Practice, approving 198 mortgage loan restructuring operations. Furthermore, the bank has carried out 2,592 *datio-in-solutum* operations on a voluntary basis.

Since 2013, Banco Sabadell has been a member of the Convenio del Fondo Social de la Vivienda (FSV), an initiative implemented by the government of Spain to strengthen the protection of mortgage debtors. Sabadell has contributed to this initiative with 400 properties primarily aimed at customers who have lost their properties through payment in kind (*datio in solutum*) or repossessions since January 2008.

Furthermore, the bank has granted 101 properties to 48 non-profit institutions and foundations, intended to lend support to most disadvantaged social groups.

## **4 - HUMAN RESOURCES**

Human Resources aims to support the transformation of the organisation through a people agenda that is an integral part of its day-to-day business operations and its growth. Its key objective is to maximise the value-creating potential of Banco Sabadell's workforce by developing their talent, managing their expectations and fully leveraging their capabilities.

During 2017, the structure of the Human Resources Division has undergone a significant transformation, with the objective of strengthening and focusing its activities on the management of human capital, in line with the new strategic plan:

- Planning and anticipation of the future needs of the bank in terms of personnel.
- Proactive management oriented towards improving human capital.
- Cultural evolution and improvement of employee satisfaction.

## Key human resources data

Number of employees	2017	2016
Average equivalent workforce	26,171	26,022
Spanish workforce at year-end	16,764	16,771
Workforce at year-end	25,845	25,945
Turnover rate (%) (*)	1.57%	0.92%
Absenteeism (%) (**)	2.71%	2.60%
Hours of training per employee (***)	32.98	32.68

The average equivalent workforce is calculated based on the average number of employees at the end of each month.

(\*)Unwanted staff turnover: number of dismissals and voluntary extended leaves of absence divided by the average workforce x100.

(\*\*)This figure is of the absenteeism (workdays missed / total workdays \* 100).

(\*\*\*)In Spanish workforce

Number of employees	Men	Women	Total
National workforce	8,275	8,489	16,764
International workforce	3,192	5,889	9,081
By gender (%)	44.4%	55.6%	100.0%
Average age (*)	43.18	42.47	43.04
Average length of service	16.14	15.78	16.19

Data calculated based on Group workforce.

(\*) Only people over 18 are hired.

Number of employees	Men	Women	Total
Administrative staff	999	3,487	4,486
Technical staff	9,980	10,734	20,714
Management staff	488	157	645
<b>Total</b>	<b>11,467</b>	<b>14,378</b>	<b>25,845</b>

Data calculated based on Group workforce.

## Human resources management – policies and principles

Human Resources policy and the Ethics and Human Rights policy are grounded in respect for human dignity, fair and competitive remuneration, transparency and truthfulness in reporting, and lasting cooperation, in accordance with the standards of the International Labour Organisation (ILO).

### Recruitment policy

Banco Sabadell has a personnel selection process which ensures that objective criteria based on professionalism and suitability are applied in finding the right person for each job and career path. The Group seeks to ensure optimal professional development for its employees by encouraging them to excel and rewarding hard work. This mutual commitment is set out in the Banco Sabadell Group Code of Conduct.

In 2017, work has been made on a number of actions and projects to strengthen and improve its procedures for attracting and recruiting talent to take on higher volumes of recruitment, new profiles and geographic dispersion. These are the factors that are making it necessary to redesign and update the procedures, skills, technologies and capabilities used to attract the best candidates and provide them with a professionally rewarding experience.

To this end, and to make the internal recruitment service more dynamic, offer opportunities for career development and to favour internal movements of employees within the Group, the following measures have been taken:

- Proactive management of employee mobility. Different initiatives and projects have been launched to accompany and internally relocate Banco Sabadell professionals through plans such as the Employability plan. Currently, 160 participants have subscribed to the Employability Plan.
- Communication and visibility of the internal employee selection process: participation in different workshops and sessions to present the process, and a website has been launched specifically for professional opportunities. In this way, the process has been explained in more detail to ensure awareness of the same and to increase participation.

During 2017, 432 vacancies have been filled, 280 were filled internally and 152 externally.

This year, action has been taken to consolidate the young talent programmes (Internship, Young Talent and Talent Graduate Programmes). Ensuring the integration, participation and training of employees from these groups at the bank, through systematic and continuous monitoring by their tutors and mentors.

142 young people have been recruited through these programmes.

Significant efforts have also been made to be present in the main forums to attract young talent and build closer, stronger relationships with universities and business schools considered to be crucial for Banco Sabadell. The bank has taken part in different activities including networking sessions, stands and presentations to students: AFI, BGSE, CUNEF, Deusto, ESADE, JOBarcelona, UEM, UPC, IDEC amongst others.

These actions have also led to an improvement in external reputation indicators, including the achievement, once again, of a place in the Mercopersonas Top 25 (ranked number 21), the Spanish corporate reputation monitor, which measures the appeal of institutions as employers.

#### Equality, work-life balance and integration

Banco Sabadell guarantees gender equality and equal opportunities in all areas of its activity affecting its staff: recruitment, training, promotions and career development, salaries, work-life balance, etc. These principles are set out in the Banco Sabadell Group Equality Plan, the Human Resources policy and code of conduct.

#### *Gender equality*

With the bank's firm commitment, and in line with the objective set forth in the Equality Plan, which was signed by representatives of employees in 2010 (renewed in June 2016), this year 170 women have been promoted, representing 37.8% of the target set for 2020 (450 promotions nationally).

Note should also be taken of the achievement made with respect to the "*Acuerdo de Colaboración con el Ministerio de Sanidad, Servicios Sociales e Igualdad*" (Cooperation Agreement with the Ministry of Health, Social Services and Equity), which was signed in 2014 and sets a target of having 18% of managerial positions held by women by 2018. This objective has been successfully achieved prior to the indicated date, with women holding 22.27% of all managerial positions in Spain.

The new equality plan, in the same way as its previous version, aims to prevent all forms of discrimination in the work-place between women and men in the company, and sets out new lines of action, with perfected systems to monitor performance and evaluate objectives across all areas of activity corresponding to Human Resources.

%	2017	2016
Promotions given to women	50.35%	53.77%
Managerial positions held by women	24.34%	23.88%

Data calculated based on Group workforce.

#### *Diversity and integration*

The Group promotes all types of employee diversity and encourages the integration of all of its partners in the workplace and non-discriminatory career development and recruitment processes.

The Group sets out actions relating to the suitability of positions in cases of functional diversity that require such actions, in line with the special sensitivity procedures of the occupational medicine service. The bank also assists employees with paperwork in their dealings with municipal, regional and national governments, thus helping to improve employees' well-being outside the strictly professional sphere. In compliance with Spain's General Disability Act, the bank pursues other measures such as buying services and supplies from special employment centres.

As at December 2017, the Group had 253 employees with some form of disability (263 at the end of 2016).

Functional diversity is not the only diversity that is managed in a unique way by the Group. Policies aimed at making the most of talent across generations have become particularly important during 2016, due to the evolution of the age pyramid in the Group.

A comprehensive study has been conducted of the generational situation of its workforce, identifying the complexity of experiences, skills, abilities and training in each generation represented by that workforce and devising proposals for improvement that take into account their main interests, needs, expectations and concerns.

#### *Work-life balance*

Employees have at their disposal a series of social benefits agreed with the Group and union representatives in agreements on measures aimed at achieving a healthy work/life balance. The full workforce has been notified of these benefits and they can be consulted on the internal employee intranet, therefore they are widely known to the staff, who have been applying for and enjoying these benefits for a long time.

Benefits include time off from work, paid or unpaid (e.g. to nurse an infant); unpaid leave (for maternity or to care for a relative); leave in special circumstances (for studies, personal reasons, inter-country adoption); extension of paternity leave; and flexitime arrangements.

The Group also offers a wide range of measures aimed at improving the work/life balance of its workforce, by offering an option to contract services and purchase items through the employee portal, which gives employees an opportunity to save both money and time, as they receive the items in their workplace, saving transportation expenses and avoiding having to run errands outside of their working hours. The service offering also makes it easier for central services staff to run their personal errands.

In 2017, new measures to promote flexibility and the improvement of work-life balance have also been implemented, which include the possibility of buying additional holiday days and the gradual deployment of teleworking, which are particularly noteworthy measures.

#### Remuneration policy

During 2017 the remuneration policy has been updated to adapt to the latest regulatory requirements in terms of remuneration, having established the following policies:

- Group Remuneration Policy
- Remuneration Policy Spain
- Code Staff Identification and Remuneration Policy
- Policy for the Remuneration of Senior Management

Banco Sabadell's compensation policy is based on the principles of internal fairness, external competitiveness, transparency, differentiation, flexibility, simplicity, confidentiality and communication, as prescribed by the Group's human resources policy.

The compensation policy is based on the degree of responsibility attaching to the position and on each employee's professional development. This determines Group practices with regard to increases in both fixed and variable remuneration. In total, 87.1% of the workforce in Spain had salaries which included variable remuneration as at December 2017 (88.47% at the end of 2016).

Other types of benefit are available to employees, including interest-free loans and grants to help with training or children's schooling.

In this regard, the launch, in October of the "My Benefits" (*Mis Beneficios*) portal is particularly noteworthy, in which all employees who have entered into an agreement with the Bank can view all of their benefits in a personalised manner, and they can also see if they are already enjoying their benefits or not.

#### Workplace hazards

The Group has a policy of constantly striving to improve employees' health and working conditions.

As required by law, the bank has a health and safety plan setting out policy measures in this area. Each year it publishes a report on health and safety initiatives undertaken by the company, which is available on the internal employee intranet and the corporate website.

An initial risk assessment is performed on each new workplace and also on workplaces that have undergone refurbishment or alterations. A follow-up assessment is performed at a later date to evaluate individual workstations and common areas, facilities and aspects such as temperature, lighting, etc.

All Group staff and new employees receive information on workplace hazard prevention and are required to take an online course in health and safety at work. The training is supplemented by publications, such as ergonomics factsheets and equipment manuals, related to hazards which are specific to the bank's activities.

## Employee development

### *New learning model*

In 2017, the Group has continued to promote the bank's learning model, which was launched in 2016 with the consolidation of Sabadell Campus and its multiple schools and spaces. The pillars of Banco Sabadell's training model play out in this project, and are based on innovation, personalised training, alignment with the business and efficiency.

During this year, the recognition and visibility of Sabadell Campus recognition has grown enormously, as employees accessed more than 137,000 online sessions.

	2017	2016
Employees who received training (%)	89%	98%
Investment in training per employee (euro)	591.2	371.8

Data for Spain.

### *Consolidation of the Digital Space*

Sabadell Campus puts a space at the disposal of all its employees for them to develop their digital skills, with which it aims to help the digital transformation of all Banco Sabadell employees, and which is being very successful, with a high rate of participation.

### *Growth of the Business School*

The Commercial School, which is fully focused towards offering training to overcome challenges in the branch network, has widened the scope of the contents and topics it offers. Over 11,000 employees have accessed this school.

### *Promotion of the Management School*

The Management School is an area of Sabadell Campus which offers content oriented towards reaching professional and personal goals through the development of skills, and it is the area which is most frequently accessed by employees (more than 9,500 employees accessed it in 2017).

Furthermore, the School has continued to promote the CMP programme (Corporate Management Programme, PCM for its acronym in Spanish). This programme includes networking with management, and project support. Project winners are offered the opportunity to join the bank.

### *Opening of all classes at the Technical-Financial School*

The Technical-Financial School aims to improve the financial culture of the entity, offers specialised training methods and places an attractive offering of content and learning methods at the disposal of all employees.

### *Language Space Offer*

As part of the ongoing objective to improve the level of foreign languages spoken and written by employees within the entity, they have access to the Languages Space in Sabadell Campus. This is a space in which

employees can find information about the language learning options offered by the bank in line with each specific professional profile and requirement.

#### *Growth of the internal tutoring team*

One of the main pillars of Banco Sabadell's new training model is the group of internal tutors. Tutors facilitate the management of knowledge and internal talent and they make it possible for training to be available in all regions when it is required. The internal tutor team is currently comprised of a group of almost 400 professionals, all of whom who have the necessary qualifications and are extremely professional.

#### Leadership Management

The Talent Division has consolidated the management model with the objective of obtaining the most up-to-date information on current talent, and their potential, to ensure appropriate decision making, effective and efficient management of the development of our directors and pre-directors.

In 2016 a common Performance Management model was implemented for all of the Bank's employees, through a simplified process, anchored to the current year and aligned with the business, incorporating mechanisms (calibration) to promote rigour and enhance differentiation. This model has served as a basis for the implementation, in 2017, of a new global performance model for all of the geographies (Global Performance Management):

Models and tools to measure current, as well as potential future performance, have been implemented. Through multi-source processes information has been gathered to categorise our professionals into different types of talent, the results have been presented in different committees for decision making purposes (multicontributed) for their assignment and development. All of this has contributed to the transformation of the culture of talent management at the bank.

A new onboarding programme has been launched for Corporate Managers and Top 300, with the objective of guiding them through the inherent challenges of a new leadership role, and to help them prepare for the changing environment of the business. 61 managers have participated in this Programme during 2017.

#### **Communication, participation and the volunteer programme**

##### Communication

Banco Sabadell has numerous channels of communication between the different levels of the organisation to enhance internal communication and involve employees in the bank's goals.

The "Banco Sabadell Idea" platform allows employees to propose improvements in any area of the organisation. The platform is also an excellent communication channel through which employees can make queries and share experiences on products and processes. The ideas with the most votes and those which add the greatest value to the bank are considered by the persons in charge of the processes concerned and by members of a Decision Committee, who together reach a decision on their implementation. The ideas with most votes also receive a cash prize.

### Participation

Banco Sabadell respects and guarantees employees' basic rights, including freedom of association and collective bargaining, enshrined in Spanish law. These principles are set out in its code of conduct and human resources policy.

Union representatives represent the entire workforce, not just union members; accordingly, labour agreements apply to all employees at the level at which the negotiation was conducted (industry, group, company, etc.). All employees are given one month's notice of significant changes. Union elections are held every four years. Banco Sabadell's management meets periodically with the general secretaries of the various trade unions and the latter participate regularly in various committees (National Health and Safety Committee, Equal Opportunities Committee, Training Committee and the Pension Plan Oversight Committee). Workplaces with more than 50 workers have a works council. Workplaces with between 6 and 10 workers may elect a union representative.

During 2017 multiple actions have been developed as a result of employees responses to the work environment survey carried out in 2015. In this regard, a pulse survey was carried out for 4,570 employees during April 2017, the results of which showed clear signs of improvement in the majority of the model's pillars (Credibility, Impartiality, Respect and Pride) and a flat outlook for Comradeship.

In November, a global survey was carried out for all employees in Spain, and improvements have been observed in all of the pillars, with a particular emphasis on the items regarding the 4 areas of improvement proposed subsequent to the 2015 survey (communication by leaders, sense of unity, reconciliation and meritocracy). The Trust Index, a key indicator of the Great Place to Work model, has increased as 61% of the workforce believe that Banco Sabadell is an excellent place to work.

### Volunteer programme

The SabadellLife Portal publicises social action and corporate volunteer initiatives. The successes achieved year after year has led to a substantial increase in the number of volunteers and in the activities organised in 2017, many of which were proposed by the employees themselves.

Details of some of the most significant activities in 2017 are given below:

- Employee participation in three Oxfam Trailwalker events, representing the mobilisation of 384 participants and a total of €125,000 were raised to fund water supply projects in developing countries.
- EFEC 2017
- 5th Edition of the Financial Education in Catalanian Schools programme (*Educación Financiera en las Escuelas Catalu a*) programme, with the participation of a total of 179 volunteers, available in 321 schools throughout Catalonia.
- AEB "Your Finances, Your Future (*Tus Finanzas, tu futuro*) with the participation of 33 volunteers who have shared basic financial knowledge with students in their second and third years of compulsory secondary education (E.S.O for its acronym in Spanish).
- Solidarity Attitude (*Actitud Solidaria*), as part of the agreement between Banco Sabadell and the



startup Worldcoo, more than 7 fund raising activities have been carried out amongst employees, raising a total amount of 45 thousand euros, used for projects such as "Beating childhood cancer" (*Vencer el Cáncer Infantil*), Emergency in Mexico (Emergencia en México) or "Mediterranean Mission" (*Misión Mediterráneo*), supporting NGOs.

- BValue Programme-Ship2B Foundation

In collaboration with Ship2B Foundation and with the collaboration of Banco Sabadell Foundation, the BValue programme was launched, the objective of which is to help to professionalise and improve the value proposal of not-for-profit organisations in any area of activity.

Thirty Banco Sabadell employees have collaborated as mentors, in 4 face-to-face workshops which have been held in Barcelona and Madrid.

- Feina amb Cor

Accompaniment and care service led by Cáritas, which has the objective of incorporating persons who have been unemployed for long periods of time to re-join the labour market, these persons have family responsibilities and are aged older than 40. As part of this programme, 14 persons joined the branch network to carry out administrative and Customer Service tasks. 11 of these persons continue to carry out these functions. The remaining persons have found more stable employment.

## 5 – LIQUIDITY AND CAPITAL RESOURCES

### 5.1 Liquidity

The key aspects in the evolution of liquidity during the year at Group level have been as follows:

- The entity has continued to generate a liquidity gap in its commercial business, reducing total funding in wholesale markets.
- In 2017, the growing tendency of the generation of a customer funding gap observed in recent years has continued. The Loan to Deposit (LtD) ratio of the Group at the end of December 2017 stood at 104.3%.

The bank has continued to access capital markets as usual. €3,206 million in capital market funding matured in the year. Banco Sabadell has carried out public issuances under the Fixed-Income Scheme in force for a total of €3,044.6 million. Specifically, in March Banco Sabadell carried out one public issuance of ten-year covered bonds in April of €1 billion, which was extended by a further €100 million in October, one issuance of 8-year covered bonds of €500 million fully subscribed by the European Investment Bank (EIB); and 6 issuances of senior debt, each with a term of between two and five years, totalling €1,444.6 million. Also during the year, two issues of preferential contingent bonds convertible into ordinary shares have also been issued by the Bank (Additional Tier 1). On May 18, 2017, Banco Sabadell carried out its inaugural issue of Additional Tier 1 for €750M with a fixed rate of 6.5%. Subsequently, on 23 November 2017, it carried out a second issue of Additional Tier 1 for the amount of 400 million euros at a fixed rate of 6.125%. Lastly, on 5 December 2017, Banco Sabadell carried out a senior debt issuance under its EMTN Programme amounting to €1,000 million with a term of 5 years and 3 months.

- In 2017, the Group has recovered its Investment Grade category with all of the credit rating agencies. On 27 June 2017 S&P Global Ratings raised Banco Sabadell's long-term credit rating to BBB- from BB+ and its short-term rating to A-3 from B. The trend remains positive. With this rating upgrade, Banco Sabadell has once again attained the level of Investment Grade. S&P Global Ratings raised the rating as it considers that Banco Sabadell has continued to strengthen its solvency and that it continues to make progress in de-risking its balance sheet. Additionally, S&P Global Ratings raised its rating of Banco Sabadell's non-deferrable subordinated debt and preferred shares by two notches to BB and B, respectively.

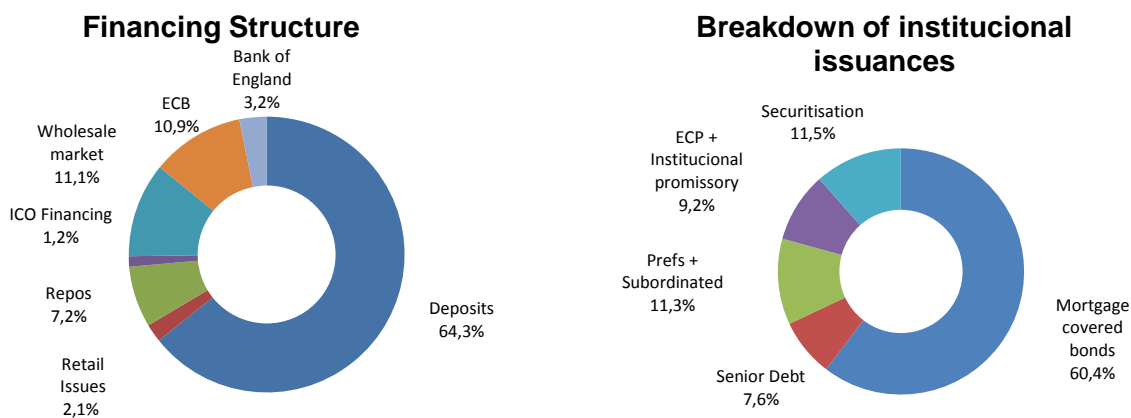
- Banco Sabadell took part in the ECB's four-year liquidity auction (TLTRO2 or Targeted Long Term Refinancing Operations 2) carried out in March totalling €10,500 million, adding to the €10,000 million from the previous year under this scheme.
- The bank has maintained a liquidity buffer in the form of liquid assets to meet any eventual liquidity needs, therefore the bank has continued to optimise its collateral base, with the issue of two new securitisation funds being particularly noteworthy.
- On 1 October 2015, the Liquidity Coverage Ratio (LCR) came into force, with a phase-in enforcement period up to 2018. The required ratio was 80% in 2017. All of the entity's Liquidity Management Units (UGLs, for their acronym in Spanish) comfortably surpassed this minimum. At Group level, the institution's LCR has consistently been substantially above 100% throughout the year. As regards the Net Stable Funding Ratio (NSFR), which is still in the research stage and pending its final definition, the bank has continued to maintain stable levels above 100%.

Key figures and basic liquidity ratios at year-end were:

€ million				
	2017	2016	Ex TSB 2017	Ex TSB 2016
Gross loans and advances to customers, excluding repos	145,323	150,087	109,742	115,640
Provisions for insolvencies and country-risk	(3,727)	(4,921)	(3,646)	(4,835)
Brokered loans	(3,835)	(4,900)	(3,110)	(4,900)
<b>Adjusted net loans</b>	<b>137,761</b>	<b>140,266</b>	<b>102,986</b>	<b>105,905</b>
On-balance sheet customer funds	132,096	133,457	97,686	99,123
<b>Adjusted loans to deposits ratio (%)</b>	<b>104.3</b>	<b>105.1</b>	<b>105.4</b>	<b>106.8</b>

The EUR/GBP exchange rate used for the balance sheet is 0.8872 at 31.12.17 and 0.8562 at 31.12.16.

The Group's main sources of funding at the end of 2017 are shown in the following figures according to the type of instrument and counterparty:



For further information regarding the Group's liquidity management, strategy and evolution, see Note 4 on Risks, under the Liquidity Risk section in the notes to the annual accounts.

## 5.2. Capital resources

Note 5, "Own funds and capital management" of the consolidated report of the Group, contains a detailed report of its capital management (regulatory framework, detailed data and capital activity).

The main figures related to capital management are shown below:

%/ € million	2017	2016
CET1	13.4	12.0
Tier I	14.3	12.0
Tier II	1.8	1.8
BIS ratio	16.1	13.8
Capital base	12,524	11,852
Minimum capital requirement	6,211	6,886
Risk weighted assets	77,638	86,070

Note 5 of the annual report explains the main changes compared with the previous year in terms of regulation, evolution of risk weighted assets (RWAs) and the main components of own funds.

In recent years, Banco Sabadell has been actively managing its capital, which is a crucial aspect for the entity's growth. In recent years, the bank has increased its capital base through issues classed as tier one capital, as shown in the table below:

€ million

		Amount	Impact on capital
February 2011	Debt-for-equity swap (equity through accelerated book building and buy-back of preference and subordinated stock)	411	+68 pb of core tier I
February 2012	Preference share swap for ordinary shares	785	+131 pb of core tier I
March 2012	Capital increase	903	+161 pb of core tier I
July 2012	Preference debt instruments and subordinated Banco CAM debt swap for shares	1,404	+186 pb of core tier I
September 2013	Accelerated bookbuilding and capital increase with rights	1,383	+178 pb of core tier I
October 2013	Issue of Mandatory Convertible Subordinated Debentures for B. Gallego hybrid swap	122	+17 pb of core tier I
April 2015	Capital increase with pre-emptive rights - TSB	1,607	+181 pb of core tier I

Note: The impact on capital (in basis points) is calculated using figures at the close of each year, these figures have changed significantly due to the increase in the Group's scope during these years.

## 6 - RISKS

During 2017, Banco Sabadell Group has continued to strengthen its risk management framework by making improvements in line with best practices in the financial sector.

For more details regarding the corporate risk culture, strategic risk framework and global organisation of the risks function, as well as the main financial and non-financial risks, see Note 4, Financial Risk Management in the consolidated annual accounts for 2017.

This year's main milestones in terms of the Group's risk management have been the improvement of the Group's risk profile, the strengthening of the risk management and control environment, as well as the improvement of the monitoring environment and the reduction of problematic assets, as explained in greater detail in Note 4 of the annual report.

## 7 – POST-BALANCE SHEET EVENTS

Since 31 December 2017, there have been no significant events worthy of mention.

## **8 – EXPECTED FUTURE DEVELOPMENTS**

Banco Sabadell adopts strategic plans in which it sets out its objectives for subsequent years in line with the regulatory and macroeconomic environment.

Following the success of the strategic plan named Triple, which covered the three-year period from 2014 to 2016, Banco Sabadell started 2017 with an even more ambitious strategic plan, following a 1 + 3 structure. 2017 has represented a year of transition in which some of the objectives achieved include: strengthening core banking revenue (net interest income and net fees and commissions), building a new state-of-the-art IT platform for TSB that is ground-breaking in the sector, increasing the rate of reduction of problematic assets, reducing them by over €3,400 million and successfully closing various corporate sales (Sabadell United Bank, Hotel Investment Partners, etc.) which have helped to strengthen provisions and increase capital. Credit rating agencies have upgraded their rating of Banco Sabadell, with all three agencies allocating it the Investment Grade category.

After the transition year, a period begins with greater clarity in the macroeconomic environment and financial system. The strategic programmes established for completion by 2020 aim to increase profitability through the growth of the business, improved efficiency and the reduction of problematic assets. Brand development and customer experience will be key factors in achieving these objectives. Technological capabilities offer a chance to develop Banco Sabadell's value proposition and improve its efficiency and scalability. All of the foregoing is supported by the ability to attract and retain talent, which leads to a differential team of people.

Banco Sabadell will focus on consolidating its internationalisation process to increase the value of the franchises in the UK and Mexico.

The achievement of strategic objectives will allow profitability to continue to grow, with the bank maintaining a solid capital and liquidity position.

## **9 – RESEARCH, DEVELOPMENT AND INNOVATION**

2017 has been characterised by the start of the TSB project, with a strong impact on the technological organisation, which has been restructured to take on the project with the utmost guaranties. Internationally, the bank has continued working on its project in Mexico to create a full-service bank for corporates and individuals. A Systems Plan has been conducted in parallel, as intensively as in the previous year.

In terms of Digital Transformation, the changes to the model towards Direct Management have been initiated, based on the remote and simplified processes and the creation of new self-service capacities. By doing so, the aim is to grant the manager more autonomy, offering them the tools they need to operate; and on the other hand, the customer has the autonomy to carry out operations through the app (Sabadell Móvil) and on the website (BSOnline). Sabadell Wallet has also been updated, incorporating new ways to send money mobile to mobile, to fulfil customers' daily needs, and cash withdrawals methods have been improved through use of the mobile app. Actions have been carried out for the development of a new platform to create a relationship function with customers (CRM), with a vision which is focused on the customer, allowing the customer to be offered personalised products/services based on their individual profile. The deployment of the tool is expected to be carried out during the first quarter of 2018. Progress has continued with the development of the new Customer Account Registration, simplifying and optimising the most frequent operations.

This application is available both in branches and on tablets for relationship managers who travel frequently (Proteo Mobile), allowing 100% of customer on-boarding to be carried out remotely, without the customer having to visit the branch, thanks to the incorporation of a biometric signature.

Actions have been taken to improve the conversion of Sales and Customer Experience through the creation of new events (commercial and operational) and in achieving the best Digital experience for customers for those functions which are impacted by the implementation of new regulatory requirements.

In terms of Markets, all new technological capacities which are required to comply with new regulatory requirements arising from the Securities Market Reform Stage II and MiFID II have been developed. Additionally, a new platform has been implemented for the generation of reporting which is completely integrated with Banco Sabadell management circuits and multichannel capacity.

As regards Insurance Systems, a multi-simulator has been implemented which uses minimum information about the customer in order to generate a proposition centred on five products: Auto, Home, Health, Life and Funeral insurance, offering a package deal with optimum conditions, which allows relationship managers to interact with the generated proposition while negotiating with the customer, which makes the management of this type of operation extremely dynamic. Additionally, a new incidence management platform has been implemented with the branches, which allows incidences to be linked to their respective resolutions.

## 10 – TREASURY SHARE SALES AND BUYBACKS

For information on treasury sales and buybacks see Note 23 to the Annual Accounts.

## 11 – OTHER RELEVANT INFORMATION

### a) Shares and share price information

Some indicators of the bank's share performance are shown in the following table:

	2017	2016	Change (%) year-on-year
<b>Shareholders and buybacks</b>			
Number of shareholders	235,130	260,948	(9.9)
Average number of shares (in millions)	5,570	5,452	2.2
Average daily hiring (millions of shares)	27	30	(9.2)
<b>Share price (euro)</b>			
Start date	1.323	1.635	-
Maximum	1.960	1.810	-
Minimum	1.295	1.065	-
End date	1.656	1.323	-
Market capitalisation (million euros)	9,224	7,213	-
<b>Market ratios</b>			
Earnings per share (EPS) (euro)	0.14	0.13	-
Book value per share (euro)	2.41	2.37	-
Price / book value	0.69	0.56	-
PER (share price / EPS)	11.85	10.15	-

The bank's share price fell by +25.17% in 2017, a more significant increase than the average of listed Spanish banks (+13.18%), while the IBEX-35 depreciated by +7.40%.

## b) Dividend policy

The bank's shareholder remuneration policy, in accordance with the bank's Articles of Association, is submitted to shareholders for approval on a yearly basis at the Annual General Meeting.

In 2016, the bank compensated shareholders with €0.05 per share through 100% cash remuneration. This distribution was carried out through an interim dividend of €0.02 per share and a supplementary dividend of €0.03 per share. This amount represented returns on the quoted share price of 3.8%.

On 26 October 2017, the Board of Directors agreed to distribute an interim dividend of the 2017 results totalling €111,628 thousand (€0.02 per share (gross)), payable on 29 December 2017.

Furthermore, the Board of Directors will submit a proposal at the Annual General Meeting on the distribution of a €0.07 (gross) dividend per share for 2017.

Over the coming years, Banco Sabadell anticipates maintaining cash payments as remuneration to shareholders.

## c) Managing the credit rating

In 2017 the three agencies that assessed the credit quality of Banco Sabadell were S&P Global Ratings, Moody's and DBRS. The current ratings, and the last dates on which they were affirmed, are as follows:

	Long-term	Short-term	Outlook	Last updated
DBRS	BBB (high)	R-1 (low)	Stable	21.12.2017
S&P Global Rating	BBB-	A-3	Positive	27.06.2017
Moody's Investors Service (*)	Baa3 / Baa2	P-3 / P-2	Positive/Stable	23.11.2017

(\*) Corresponds to senior debt and deposits, respectively.

On 27 June 2017 S&P Global Ratings raised Banco Sabadell's long-term credit rating to BBB- from BB+ and its short-term rating to A-3 from B. The trend remains positive. With this rating upgrade, Banco Sabadell has once again attained the level of Investment Grade. S&P Global Ratings raised the rating as it considers that Banco Sabadell has continued to strengthen its solvency and that it continues to make progress in de-risking its balance sheet. Additionally, S&P Global Ratings raised its rating of Banco Sabadell's non-deferrable subordinated debt and preferred shares by two notches to BB and B, respectively.

On 23 November 2017, Moody's Investors Service (Moody's) confirmed the long-term deposits rating of Banco Sabadell of Baa2 with a stable trend and the long-term senior debt rating of Baa3 with a stable trend. The agency has valued the improvement in credit risk despite the high volume of problematic assets, the improved loss-absorbing capacity during the year and the adequacy of liquidity, considering the political situation in Catalonia.

On 21 December 2017, DBRS confirmed its rating of Banco Sabadell, with the long-term rating remaining at BBB (high) and the short-term rating remaining at R-1 (low) with a stable trend. The agency highlighted the growth in core revenue, despite the continued pressure of low interest rates, the reduction of problematic assets, although their volumes are still high when compared to the European average and the solid financial position, supported by its customers in Spain and in the UK. It also valued the sound level of capital, supported by an improvement in the generation of internal capital and the recent issuance of capital instruments.

During 2017, Banco Sabadell has met with the three agencies. At these visits and teleconferences, the discussions have addressed subjects such as the bank's strategy, TSB's performance since its acquisition, results, capital, liquidity, risks, credit quality, and the management of problematic assets.

#### d) Branch network

At the end of 2017, Banco Sabadell was operating 2,473 branches (including 551 TSB branches), a net change of -294 branches compared with 31 December 2016 (258 fewer branches excluding TSB), that is mainly due to the optimisation of the branch network.

Of the total number of Banco Sabadell Group branches, 1,404 were operating under the Sabadell brand (including 30 business banking and 2 corporate banking branches); 109 were operating as Sabadell Gallego (including 3 business banking branches); 143 under Banco Herrero in Asturias and Leon (including 3 business banking branches); 112 were SabadellGuipuzcoano branches (including 5 business banking branches); 10 were SabadellUrquijo branches; 102 were Solbank branches; and there were 593 international branches, including 7 operated by BancSabadell d'Andorra, 551 by TSB and 15 by Mexico. The distribution of the Group's branches in Spain by autonomous community is as follows:

<b>Autonomous Community</b>	<b>Branches</b>	<b>Autonomous Community</b>	<b>Branches</b>
Andalusia	135	Valencia	326
Aragon	31	Extremadura	6
Asturias	112	Galicia	109
Balearic Islands	57	La Rioja	8
Canary Islands	31	Madrid	184
Cantabria	5	Murcia	126
Castilla-La Mancha	23	Navarre	15
Castilla y Leon	59	Basque Country	92
Catalonia	559	Ceuta and Melilla	2



The Group is present in the following countries:

Country	Branches	Representative Offices	Subsidiaries & Investees
<b>Europe</b>			
Andorra			•
France	•		
Poland		•	
Turkey	•		•
United Kingdom		•	
<b>Americas</b>			
Brazil		•	
Colombia		•	•
Dominican Republic	•	•	
Mexico			•
Peru		•	
United States		•	
Venezuela		•	
<b>Asia</b>			
China		•	
United Arab Emirates		•	
India		•	
Singapore		•	
<b>Africa</b>			
Algeria		•	
Morocco	•		

## **Corporate Governance**

As required by Article 540 of the Spanish Capital Companies Act, Banco Sabadell Group has prepared an Annual Report on Corporate Governance for the year 2017, which, in accordance with Article 49 of the Spanish Commercial Code, forms part of this Directors' Report, included herein as a separate document, and which includes a section on the extent to which the bank is following recommendations on corporate governance that currently exist in Spain.

Information on Corporate Governance is available on the Group's corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)), and can be accessed directly from the "Corporate Governance and remuneration policy" link on this website's homepage.

## **Glossary of terms on performance indicators**

In the presentation of its results to the market, and for the purpose of monitoring the business and decision-making processes, the Group uses performance indicators pursuant to the generally accepted accounting regulations (EU-IFRS), and also uses other non-audited measures commonly used in the banking sector (Alternative Performance Measures, or “APMs”) as monitoring indicators for the management of assets and liabilities, and the financial and economic situation of the Group, which facilitates its comparison with other entities.

Following the ESMA guidelines on APMs (ESMA/2015/1415es of October 2015), the purpose of which is to promote the use and transparency of information for the protection of investors in the European Union, the Group presents below, for each APM, the definition, calculation and reconciliation.

APMs reconciliation (data in million euros, with the exception of those shown in percentages).

Performance measure	Definition and calculation	Reconciliation (in millions of euros)	2017	2016
ROA	(*)(**) Consolidated profit/(loss) during the year / average total assets. Considers linear annualisation of profits obtained to date adjusted by the relative accrual of contributions to deposit guarantee and resolution funds except at the year-end reporting date. The total average assets are the weighted moving average of total assets during the last twelve calendar months.	Average total assets	214,356	206,265
		Consolidated profit/(loss) during the year	519	716
		<b>ROA (%)</b>	<b>0.24</b>	<b>0.35</b>
ROE	(*)(***) Profit attributed to the Group / average own funds. The numerator uses the linear annualisation of profits obtained to date adjusted by the relative accrual of contributions to deposit guarantee and resolution funds, except at the year-end reporting date.	Average own funds (excl. net profit attributable to the Group)	13,143	12,717
		Profit attributable to the Group	801	710
		<b>ROE (%)</b>	<b>6.10</b>	<b>5.59</b>
RORWA	(*) Profit/(loss) attributable to the Group / risk-weighted assets (RWAs).	Risk-weighted assets (RWAs)	77,638	86,070
		Net profit attributable to the Group	801	710
		<b>RORWA (%)</b>	<b>1.03</b>	<b>0.83</b>
ROTE	(*)(***) Profit attributed to the Group / average own funds. The numerator uses the linear annualisation of profits obtained to date adjusted by the relative accrual of contributions to deposit guarantee and resolution funds, except at the year-end reporting date. The denominator excludes goodwill.	Average own funds (excl. net profit attributable to the Group and intangible assets)	11,025	10,570
		Profit attributable to the Group	801	710
		<b>ROTE (%)</b>	<b>7.27</b>	<b>6.72</b>
Cost-to-income	(*) Staff expenses and other general administrative expenses/gross income. To calculate this ratio, recurring net trading income based on the Group's best estimates has been considered, and it has excluded the fee charged by BanSabadell Vida for the reinsurance contract with Swiss Re Europe and the income generated by the early call of TSB's Mortgage Enhancement portfolio. The denominator includes the linear accrual of contributions to deposit guarantee funds and resolution funds, except at the year-end reporting date.	Net interest income	2,546	3,838
		Return on capital instruments (dividends)	328	10
		Adjusted share of profit or loss of entities accounted for using the equity method	55	75
		Share of profit or loss of entities accounted for using the equity method	309	75
		VIF adjustment	(254)	-
		Net fees and commissions	965	1,149
		Recurring net trading income	434	610
		Net trading income	487	610
		Adjustment for non-recurring NTI (mortgage enhancement)	(54)	-
		Exchange differences (net)	7	17
		Other operating income and expenses	(260)	(227)
		<b>Adjusted gross income</b>	<b>4,076</b>	<b>5,471</b>
Administrative expenses	(1,784)	(2,663)		
<b>Cost-to-income ratio (%)</b>	<b>43.78</b>	<b>48.68</b>		

Performance measure	Definition and calculation	Reconciliation (in millions of euros)	2017	2016
Other operating income and expenses	Comprised of the following accounting items: other income and other operating expenses as well as income arising from assets and expenses arising from liabilities under insurance and reinsurance contracts.	Other operating income Other operating expenses Income arising from assets under insurance and reinsurance contracts Expenses arising from liabilities under insurance and reinsurance contracts <b>Other operating income and expenses</b>	83 (324) 67 (86) <b>(260)</b>	287 (467) 166 (213) <b>(227)</b>
Other provisions and impairments	Comprised of the following accounting items: Impairment or reversal of impairment of investments in joint ventures and associates, impairment or reversal of impairment on non-financial assets, investment property included in the heading of net gains or losses on derecognition of non-financial assets and equity interests and profit or loss from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations, excluding equity interests.	Impairment or reversal of impairment of investments in joint ventures and associates Impairment or reversal of impairment on non-financial assets Profit or loss from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations Gains on the sale of equity interests Profit/(loss) on sales of investment property <b>Other provisions and impairments</b>	(1) (799) (139) (17) (15) <b>(971)</b>	(4) (558) (315) - - <b>(876)</b>
Capital gains on asset sales and other revenue	Comprised of the following accounting items: gains or losses on derecognition of non financial assets and equity interests, net, excluding investment property and equity interests included in the heading of profit or (-) loss from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations.	Gains or losses on derecognition of non financial assets and equity interests, net Gains on the sale of equity interests Profit/(loss) on sales of investment property <b>Capital gains on asset sales and other revenue</b>	401 17 15 <b>433</b>	35 - - <b>35</b>
Pre-provisions income	Comprised of the following accounting items: gross income plus administrative and depreciation expenses.	<b>Gross income</b> Administrative expenses Staff expenses Other general administrative expenses Depreciation expenses <b>Pre-provisions income</b>	<b>4,093</b> (1,784) (1,038) (747) (195) <b>2,114</b>	<b>5,471</b> (2,663) (1,663) (1,000) (396) <b>2,411</b>

Performance measure	Definition and calculation	Reconciliation (in millions of euros)	2017	2016	2016 (*)
Customer spread	Difference between returns and expenses of customer assets and liabilities, i.e. the contribution of transactions exclusively with customers to net interest income. Calculated considering the difference between the average rate charged by the bank on its customer loans and credit and the average rate that the bank pays for its customer deposits. The average rate on customer loans and credit is calculated as the accounting financial income on customer lending as an annualised percentage of the average daily balance of customer loans and credit. The average rate of customer funds is calculated as the accounting financial expenses on customer funds as an annualised percentage of the average daily balance of customer funds.	Customer lending (net)			
		Average balance	136,938	138,202	
		Profit/(loss)	4,102	4,361	
		Interest rate (%)	3.00	3.16	
		Customer deposits			
		Average balance	138,258	134,792	
		Profit/(loss)	(266)	(525)	
Interest rate (%)	(0.19)	(0.39)			
		<b>Customer spread</b>	<b>2.81</b>	<b>2.77</b>	
Other assets	Comprised of the following accounting items: derivatives - hedge accounting, fair value changes of the hedged items in portfolio hedge of interest rate risk, tax assets, other assets, assets under insurance and reinsurance contracts and non-current assets and disposal groups classified as held for sale.	Derivatives - hedge accounting	374	535	
		Fair value changes of the hedged items in portfolio hedge of interest rate risk	48	1	
		Tax assets	6,861	7,056	
		Other assets	2,976	4,437	
		Non-current assets and disposal groups classified as held for sale	2,562	4,579	
		<b>Other assets</b>	<b>12,821</b>	<b>16,608</b>	
Other liabilities	Comprised of the following accounting items: derivatives - hedge accounting, fair value changes of the hedged items in portfolio hedge of interest rate risk, tax liabilities, other liabilities and liabilities included in disposal groups classified as held for sale.	Derivatives - hedge accounting	1,004	1,106	
		Fair value changes of the hedged items in portfolio hedge of interest rate risk	(5)	64	
		Tax liabilities	532	779	
		Other liabilities	741	935	
		Liabilities included in disposal groups classified as held for sale.	21	2,213	
		<b>Other liabilities</b>	<b>2,293</b>	<b>5,097</b>	
Gross customer lending	Includes loans and advances to customers, excluding insolvency provisions and country risk reserves.	Loans and credit secured with mortgages	84,267	88,431	83,481
		Loans and credit secured with other collateral	2,315	2,263	2,263
		Trade credit	5,802	5,530	5,526
		Financial leasing	2,316	2,169	2,169
		On-demand loans and other	42,822	42,165	40,850
		<b>Gross performing loans</b>	<b>137,522</b>	<b>140,557</b>	<b>134,288</b>
		Non-performing assets (customers)	7,867	9,642	9,831
Accrual adjustments	(66)	(112)	(120)		
		<b>Gross customer lending excl. repos</b>	<b>145,323</b>	<b>150,087</b>	<b>143,799</b>
Gross performing loans	Includes gross lending to customers, excl. repos, accrual adjustments and non-performing assets.	Repos	2,001	8	8
		<b>Gross customer lending</b>	<b>147,325</b>	<b>150,095</b>	<b>143,807</b>
		Insolvency provisions and country risk reserves	(3,727)	(4,921)	(4,781)
		<b>Loans and advances to customers</b>	<b>143,598</b>	<b>145,174</b>	<b>139,026</b>

(\*) Excluding SUB, Mediterráneo Vida and Mortgage Enhancement portfolio.

Performance measure	Definition and calculation	Reconciliation (in millions of euros)	2017	2016	2016 (*)
		<b>Financial liabilities at amortised cost</b>	<b>204,045</b>	<b>192,011</b>	<b>185,853</b>
On-balance sheet customer funds	Includes customer deposits (ex-repos) and other liabilities placed by the branch network (Banco Sabadell non-convertible bonds, promissory notes and others).	Non-retail financial liabilities	(71,949)	(58,554)	(56,291)
		Deposits from central banks	(27,848)	(11,828)	(11,828)
		Deposits from credit institutions	(14,171)	(16,667)	(16,121)
		Institutional issuances	(26,999)	(27,491)	(25,786)
		Other financial liabilities	(2,932)	(2,568)	(2,555)
		<b>On-balance sheet customer funds</b>	<b>132,096</b>	<b>133,457</b>	<b>129,562</b>
Off-balance sheet customer funds	Includes investment funds, equity management, pension funds and insurance products sold by the Group.	Customer deposits	135,307	134,415	130,329
		Sight accounts	98,020	92,011	88,533
		Term deposits including deposits redeemable at notice and hybrid financial liabilities	32,425	40,154	39,737
		Repos	4,750	2,072	1,882
		Accrual adjustments and derivatives hedging	113	178	177
On-balance sheet funds	Includes accounting sub-headings of customer deposits, marketable debt securities, subordinated liabilities and liabilities under insurance and reinsurance contracts.	Borrowing operations and other marketable securities	21,250	24,987	24,987
		Subordinated liabilities (**)	2,537	1,546	1,546
		<b>On-balance sheet funds</b>	<b>159,095</b>	<b>160,948</b>	<b>156,863</b>
		Investment funds	27,375	22,594	22,594
		Equity management	3,999	3,651	3,651
		Pension funds	3,987	4,117	4,117
Funds under management	The sum of on-balance sheet funds and off-balance sheet customer funds.	Insurance products sold by the Group	9,965	10,243	10,243
		<b>Total off-balance sheet funds</b>	<b>45,325</b>	<b>40,606</b>	<b>40,606</b>
		<b>Funds under management</b>	<b>204,420</b>	<b>201,554</b>	<b>197,469</b>
Non-performing loans	The sum of accounting headings of non-performing assets within loans and advances to customers together with non-performing guarantees given.	<b>Loans and advances:</b>	<b>7,867</b>	<b>9,642</b>	
		to customers	7,867	9,642	
		to central banks and credit institutions	-	-	
		<b>Non-performing contingent liabilities</b>	<b>58</b>	<b>104</b>	
		<b>Non-performing loans</b>	<b>7,925</b>	<b>9,746</b>	

(\*) Excluding SUB, Mediterráneo Vida and Mortgage Enhancement portfolio.

(\*\*) These are subordinated liabilities of debt securities.



Performance measure	Definition and calculation	Reconciliation (in millions of euros)	2017	2016
NPL coverage ratio	Gives the percentage of non-performing loans covered by provisions. Its calculation gives the ratio of impairment allowances for loans and advances to customers (including contingent liability reserves) / total non-performing loans (including non-performing contingent liabilities).	Non-performing loans	7,925	9,746
		Provisions	3,625	4,614
		<b>NPL coverage ratio</b>	<b>45.7%</b>	<b>47.3%</b>
		Floor clause provisions	201	410
		Provisions including floor clauses	3,825	5,024
		<b>NPL coverage ratio including floor clauses</b>	<b>48.3%</b>	<b>51.5%</b>
Foreclosed available-for-sale real estate assets coverage ratio	This calculation gives the ratio between impairment allowances for foreclosed real estate assets/ total foreclosed real estate assets. The amount of foreclosed real estate assets includes properties classified in the portfolio of non-current assets and disposal groups classified as held for sale.	Real estate assets	7,393	9,035
		Provisions	3,998	4,297
		<b>Foreclosed available-for-sale real estate assets coverage ratio</b>	<b>54.1%</b>	<b>47.6%</b>
Non-performing assets	The sum of non-performing loans and foreclosed real estate assets.	Non-performing loans	7,925	9,746
		Real estate assets	7,393	9,035
		<b>Non-performing assets</b>	<b>15,318</b>	<b>18,781</b>
		Provisions for non-performing loans	3,625	4,614
		Provisions for real estate assets	3,998	4,297
		<b>Provisions for non-performing assets</b>	<b>7,623</b>	<b>8,911</b>
		<b>NPA coverage ratio</b>	<b>49.8%</b>	<b>47.4%</b>
		Provision for floor clauses	201	410
		Provisions including floor clauses	7,824	9,321
		<b>NPA coverage ratio including floor clauses</b>	<b>51.1%</b>	<b>49.6%</b>
NPL ratio	Expresses non-performing loans as a percentage of total customer lending. All calculation components correspond to headings or sub-headings on financial statements. Calculated as the ratio between non-performing loans, including contingent liabilities / total customer loans and contingent liabilities. Non-performing loans are described in this table. Contingent liabilities include guarantees given and contingent commitments given.	Non-performing loans	7,925	9,746
		Loans to customers and contingent liabilities	154,050	158,617
		<b>NPL ratio</b>	<b>5.14%</b>	<b>6.14%</b>
Loan to deposits ratio	Net loans and receivables divided by retail funding. Calculated by subtracting credit mediation from the numerator. Retail funding and customer funds, defined in this table, are used as the denominator.	Loans and advances to customers	143,598	145,174
		Repos	(2,001)	(8)
		Credit mediation	(3,835)	(4,900)
		<b>Adjusted net lending</b>	<b>137,761</b>	<b>140,266</b>
		<b>On-balance sheet customer funds</b>	<b>132,096</b>	<b>133,457</b>
		<b>Loan to deposit ratio</b>	<b>104.3%</b>	<b>105.1%</b>



Performance measure	Definition and calculation	Reconciliation (in millions of euros)	2017	2016
Market capitalisation	Calculated by multiplying the share price by the average number of shares outstanding at the reporting date.	Average number of shares (in millions)	5,570	5,452
		Share price	1.656	1.323
		<b>Market capitalisation</b>	<b>9,224</b>	<b>7,213</b>
Earnings per share (EPS)	This divides net profit attributed to the Group by the average number of shares outstanding at the reporting date. The numerator uses the linear annualisation of profits obtained to date adjusted by the Additional Tier 1 coupon amount, after tax, recognised in own funds and adjusted by the relative accrual of contributions to deposit guarantee fund and resolution fund except at the year-end reporting date.	Average number of shares (in millions)	5,570	5,452
		Profit attributable to the Group	801	710
		Adjustment for accrued AT1	(23)	-
		Adjusted profit attributed to the Group including accrued AT1	778	710
		<b>Earnings per share</b>	<b>0.14</b>	<b>0.13</b>
Book value per share	Calculated by dividing the book value by the average number of shares at the reporting date. Book value refers to the sum of own funds, using the linear annualisation of profit obtained to date adjusted by the relative accrual of contributions to deposit guarantee and resolution funds, except at the year-end reporting date.	Average number of shares (in millions)	5,570	5,452
		Share price	1.656	1.323
		Adjusted own funds	10,974	12,926
		Own funds	10,951	12,926
		Adjustment for accrued AT1	23	-
Price/book value	Calculated by dividing the share price by the book value.	<b>Book value per share (€)</b>	<b>1.97</b>	<b>2.37</b>
		Earnings per share	0.14	0.13
Price/earnings ratio	Calculated by dividing the share price by the earnings per share.	<b>Price/book value</b>	<b>0.84</b>	<b>0.56</b>
		<b>Price/earnings ratio</b>	<b>11.85</b>	<b>10.15</b>

**ANNEX I  
ANNUAL CORPORATE GOVERNANCE REPORT  
OF LISTED COMPANIES**

**ISSUER IDENTIFICATION DATA**

**REPORTING YEAR ENDED**

31/12/2017

**Tax ID number:**

A-08000143

**CORPORATE NAME**

Banco de Sabadell, S.A.

**DOMICILE**

AVENIDA ÓSCAR ESPLÁ, 37 - ALICANTE

## ANNUAL CORPORATE GOVERNANCE REPORT OF LISTED COMPANIES

### A OWNERSHIP STRUCTURE

A.1 Complete the next table about the company's ownership structure:

Date of last change	Share capital (€)	No. of shares	No. of voting rights
16/11/2017	703,370,587.625	5,626,964,701	5,626,964

Indicate whether there are different classes of shares, with different associated rights:

Yes

No

A.2 Detail direct and indirect owners of significant stakes, and of their stake at year-end, excluding directors:

Name of shareholder	No. of direct voting rights	No. of indirect voting rights	% of total voting rights
BLACKROCK INC.	0	280,898	4.99%
WINTHROP SECURITIES LTD	0	192,209	3.42%

Name of indirect owner of holding	Through: Name of direct owner of holding	No. of voting rights
BLACKROCK INC.	SUBSIDIARIES OF BLACKROCK, INC.	280,898
WINTHROP SECURITIES LTD	FINTECH INVESTMENTS LTD	192,209

Indicate significant changes in the ownership structure in the year:

Name of shareholder	Date of transaction	Description of the transaction
BLACKROCK INC.	08/08/2017	The stake exceeded 5% of capital stock.
BLACKROCK INC.	09/10/2017	The stake fell below 5% of capital stock
BLACKROCK INC.	08/11/2017	The stake exceeded 5% of capital stock.

A.3 Complete the next tables regarding the members of the company's board of directors who hold voting rights in the company:

Name of director	No. of direct voting rights	No. of indirect voting rights	% of total voting rights
Mr. JOSÉ OLIU CREUS	130	6,248	0.11%

Mr. JOSÉ JAVIER ECHENIQUE LANDIRIBAR	124	0	0.00%
Mr. JAIME GUARDIOLA ROMOJARO	750	256	0.02%
Mr. ANTHONY FRANK ELLIOTT BALL	0	0	0.00%
Ms. AURORA CATÁ SALA	10	0	0.00%
Mr. PEDRO FONTANA GARCIA	26	20	0.00%
Ms. MARIA TERESA GARCIA-MILÀ LLOVERAS	69	0	0.00%
Mr. GEORGE DONALD JOHNSTON	0	0	0.00%
Mr. JOSÉ MANUEL LARA GARCÍA	184	0	0.00%
Mr. DAVID MARTÍNEZ GUZMÁN	16	0	0.00%
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ	79	0	0.00%
Mr. JOSÉ RAMÓN MARTÍNEZ SUFRATEGUI	2,114	755	0.05%
Mr. JOSÉ LUIS NEGRO RODRÍGUEZ	2,484	0	0.04%
Mr. MANUEL VALLS MORATÓ	0	0	0.00%
Mr. DAVID VEGARA FIGUERAS	88	0	0.00%

Name of indirect owner of holding	Through: Name of direct owner of holding	No. of voting rights
Mr. JOSÉ OLIU CREUS	OTHER SHAREHOLDERS	6,248
Mr. JAIME GUARDIOLA ROMOJARO	OTHER SHAREHOLDERS	256
Mr. PEDRO FONTANA GARCÍA	OTHER SHAREHOLDERS	20
Mr. JOSE RAMON MARTINEZ SUFRATEGUI	OTHER SHAREHOLDERS	755

<b>Total % of voting rights held by the board of directors</b>	0.22%
--	-------

Complete the next tables regarding the members of the company's board of directors who hold rights to shares in the company:

Name of director	No. of direct voting rights	No. of indirect voting rights	Equivalent number of shares	% of total voting rights
Mr. JOSÉ OLIU CREUS	1,377	0	1,377,000	0.02%
Mr. JAIME GUARDIOLA ROMOJARO	1,212	0	1,212,000	0.02%
Mr. JOSÉ LUIS NEGRO RODRÍGUEZ	657	0	657,000	0.01%

A.4 Indicate any family, commercial, contractual or business relationships among owners of significant stakes, insofar as they are known to the company, unless they are not material or are derived from ordinary commercial transactions:

Name of related parties	Relationship type	Brief description

A.5 Indicate any commercial, contractual or corporate relationships between owners of significant stakes and the company and/or its group, unless they are not material or are derived from ordinary commercial transactions:

Name of related parties	Relationship type	Brief description

A.6 Indicate whether shareholders' agreements that affect the company have been notified to the company as provided in articles 530 and 531 of the Capital Companies Act. If so, briefly describe the agreements and list the shareholders involved:

Yes  No

Parties to shareholder agreement
Mr. JOAQUÍN FOLCH-RUSIÑOL CORACHÁN
HEIRS OF MR. JOSÉ MANUEL LARA BOSCH
Mr. ISAK ANDIC ERMAY
Mr. JOSÉ OLIU CREUS
Mr. MIGUEL BÓSSER ROVIRA
Mr. HÉCTOR MARÍA COLONQUES MORENO

% of share capital affected 0.43%

**Brief description of agreement:**

Signed on 7/27/06 in order to establish a system of limitations on the free transfer of their shares in the company. Regulatory disclosure no. 69323 dated 2 August 2006.

Indicate if the company is aware of any concerted actions among its shareholders. If so, give a brief description:

Yes  No

Parties involved in concerted actions	% of share capital affected	Brief description of agreement

If the shareholders' agreements or concerted actions have been amended or terminated in the year, indicate this expressly.

A.7 Indicate if any natural or legal person exercises or can exercise control over the company in accordance with article 5 of the Securities Market Act. If so, identify that person:

Yes  No

Comments

A.8 Complete the next tables about the company's own shares:

**At year-end:**

No. of direct shares	No. of indirect shares (*)	Total % of share capital
48,233,246	11,635,555	1.064%

**(\*) Through:**

Name of direct owner of holding	No. of direct shares
TSB Bank plc.	11,635,555
<b>Total:</b>	11,635,555

Detail the significant changes in the year, in accordance with Royal Decree 1362/2007:

Describe the main changes
---------------------------

Banco Sabadell adopted the CNMV's recommendations dated 18 July 2013 on the disclosure of discretionary transactions with own shares.

In accordance with the provisions in Article 40 of Royal Decree 1362/2007, it must notify the CNMV when a transaction or acquisition takes place that, combined with those made since the previous disclosure, result in the total holding exceeding 1% of the issuer's voting rights. See detail in table.

**A.9 Detail the conditions and term of the current authorisation that the Shareholders' Meeting has given to the Board of Directors to buy or sell own shares.**

The current mandate was granted by a resolution of the General Meeting of Shareholders of Banco Sabadell, S.A. on 30 March 2017, under item 6 on the agenda, in the following terms:

"Revoke the delegation granted under resolution twelve adopted at the General Meeting on 31 March 2016 in the part not executed, and authorise Banco de Sabadell, Sociedad Anónima so that, either directly or through any of its subsidiaries, and within a maximum period of five years as from the date of this General Meeting, it may acquire, at any time and as often as it sees fit, shares of Banco de Sabadell, Sociedad Anónima by any of the means admitted by law, including against profit for the year and/or unrestricted reserves, and that it may subsequently sell or cancel any shares thus acquired or, where appropriate, deliver them to employees or directors of Banco de Sabadell, Sociedad Anónima as part of their remuneration or as a result of the exercise of stock options which they hold, all in accordance with the provisions of articles 146, 509 and matching articles of the Capital Companies Act.

Approve the limits or conditions of these acquisitions, as follows:

- The par value of the shares thus acquired, directly or indirectly, in addition to any shares already held by Banco de Sabadell, Sociedad Anónima and its subsidiaries, shall not exceed, at any time, the legal limit established at any time by the legislation in force (currently ten per cent of share capital), complying in all cases with all the limits for acquisition of treasury shares established by the stock market regulators in the markets on which the shares of Banco de Sabadell, Sociedad Anónima are listed.
- The acquisition, including any shares previously acquired by Banco de Sabadell, Sociedad Anónima (or a person acting in their own name but on the bank's behalf) and held by it, must not lead to equity being less than the amount of capital plus legal reserves and reserves that are designated as restricted under the Articles of Association.
- The shares acquired must have been fully paid.
- The acquisition price must be no less than par value and no higher than 20 per cent above the stock market price or any other price whereby the shares may be valued as of the date of their acquisition. All acquisitions of treasury shares shall be made in accordance with general stock market rules and regulations."

**A.9 bis Estimated free float:**

	%
Estimated free float	90.30

**A.10 Indicate whether there are any restrictions on the disposal of securities and/or any restriction on voting rights. In particular, disclose the existence of any restrictions that might impair the acquisition of control of the company by purchasing its shares in the market.**

Yes  No

A.11 State whether the General Meeting adopted measures to neutralise a takeover bid under the provisions of Act 6/2007.

Yes  No

Detail any such methods that have been approved and the terms in which the restrictions will be rendered ineffective:

A.12 Indicate whether the company has issued securities that are not listed in a regulated market in the European Union.

Yes  No

If so, state the classes of shares and, for each class of shares, their corresponding rights and obligations.

## **B** GENERAL MEETING

B.1 Indicate whether there are differences with respect to the minimum requirements set out in the Capital Companies Act in connection with the quorum for a General Meeting of Shareholders, and describe any such differences.

Yes  No

B.2 Indicate and, if applicable, explain whether there are differences with respect to the rules provided by the Corporations Law for the adoption of corporate resolutions:

Yes  No

Describe the differences with respect to the rules set out in the Capital Companies Act.

B.3 Describe the rules that apply to amendments of the company's Articles of Association. In particular, indicate the majorities required to amend the Articles of Association and any rules for safeguarding shareholders' rights in the event of an amendment of the Articles.

Amendments of the bank's Articles of Association are governed by the Capital Companies Act and the Bank's own Articles of Association; where required by law, it is also necessary to obtain authorisation from the Bank of Spain under the powers assigned to it by article 10 of Royal Decree 84/2015, of 13 February, implementing Act 10/2014, of 26 June, on ordering, supervision and solvency of credit institutions, without prejudice to the functions attributed to the European Central Bank in accordance with the provisions of Council Regulation (EU) No 1024/2013, of 15 October, conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions.

In accordance with the provisions of the Capital Companies Act, where amendments are approved by the General Meeting, the following requirements must be met:

- The directors or shareholders proposing the amendment must provide a written report justifying the proposed amendment.
- The proposed amendments must be clearly set out in the notice of the General Meeting.
- The notice of the General Meeting must state that all shareholders are entitled to inspect the full text of the proposed amendment and accompanying explanations at the Company's registered office and to request that those documents be provided or sent to them free of charge.

The resolutions must be adopted by the Shareholders' Meeting in accordance with Article 43 of the Articles of Association:

Article 43.

In order for an Ordinary or Extraordinary Shareholders' Meeting to validly adopt a resolution to issue bonds that are convertible into shares or grant entitlement to participate in the company's earnings, reduce or increase the share capital, change the legal form of the Company, merge or de-merge the Company or, generally, make any amendment to the Articles of Association, the Meeting, if at first call, must be attended, in person or by proxy, by shareholders holding not less than 50 per cent of the subscribed voting shares.

If at second call, 25 per cent of capital shall suffice.

Where those present represent less than 50 per cent of the subscribed voting shares, any of the resolutions referred to in the preceding paragraph shall require a majority of two-thirds of the capital in attendance, in person or by proxy.

B.4 Indicate the attendance of the shareholders' meetings held in the reporting year and the preceding year:

Attendance data					
Date of General Meeting	% in attendance	% represented	% remote voting		Total
			Electronic voting	Other	
31/03/2016	0.84%	65.43%	0.00%	0.00%	66.27%
30/03/2017	0.68%	63.30%	0.00%	0.00%	63.98%

B.5 Indicate whether there are any restrictions in the Articles requiring a minimum number of shares to attend the General Meeting:

Yes  No

Number of shares required to attend the General Meeting	1,000
---	-------

B.6 Revoked

B.7 Give the address of the company's website and the way to access the information about corporate governance and other information about General Meetings that must be placed at shareholders' disposal via the company's website.

The information about corporate governance is available on the Group's corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) directly in the section entitled "Corporate governance and remuneration policy". The information about General Meetings is available on the Group's corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) directly in the section entitled "Shareholder and investor information"

## **C STRUCTURE OF THE COMPANY'S ADMINISTRATION**

C.1 Board of Directors

C.1.1 Maximum and minimum number of directors envisaged in the Articles:



<b>Maximum number of directors</b>	15
<b>Minimum number of directors</b>	11

C.1.2 Complete the next table with the members of the board:

Name of director	Representative	Director category	Board position	First appointed	Last appointed	Election procedure
Mr. JOSÉ OLIU CREUS		EXECUTIVE	CHAIR	29/03/1990	28/05/2015	GENERAL MEETING DECISION
Mr. JOSÉ JAVIER ECHENIQUE LANDIRIBAR		INDEPENDENT	DEPUTY CHAIRMAN	18/09/2010	28/05/2015	GENERAL MEETING DECISION
Mr. JAIME GUARDIOLA ROMOJARO		EXECUTIVE	MANAGING DIRECTOR	27/09/2007	26/03/2013	GENERAL MEETING DECISION
Mr. ANTHONY FRANK ELLIOTT BALL		INDEPENDENT	DIRECTOR	30/03/2017	30/03/2017	GENERAL MEETING DECISION
Ms. AURORA CATÁ SALA		INDEPENDENT	DIRECTOR	29/01/2015	28/05/2015	GENERAL MEETING DECISION
Mr. PEDRO FONTANA GARCIA		INDEPENDENT	DIRECTOR	27/07/2017	27/07/2017	BOARD RESOLUTION
Ms. MARIA TERESA GARCIA-MILÀ LLOVERAS		INDEPENDENT	LEAD INDEPENDENT DIRECTOR	29/03/2007	30/03/2017	GENERAL MEETING DECISION
Mr. JOSÉ MANUEL LARA GARCÍA		EXTERNAL	DIRECTOR	19/03/2015	28/05/2015	GENERAL MEETING DECISION
Mr. GEORGE DONALD JOHNSTON		INDEPENDENT	DIRECTOR	25/05/2017	25/05/2017	BOARD RESOLUTION
Mr. DAVID MARTÍNEZ GUZMÁN		PROPRIETARY	DIRECTOR	27/03/2014	27/03/2014	GENERAL MEETING DECISION
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ		INDEPENDENT	DIRECTOR	26/03/2013	26/03/2013	GENERAL MEETING DECISION
Mr. JOSÉ RAMÓN MARTÍNEZ SUFRATEGUI		INDEPENDENT	DIRECTOR	18/09/2010	28/05/2015	GENERAL MEETING DECISION
Mr. JOSÉ LUIS NEGRO RODRÍGUEZ		EXECUTIVE	DIRECTOR	31/05/2012	30/03/2017	GENERAL MEETING DECISION
Mr. MANUEL VALLS MORATÓ		INDEPENDENT	DIRECTOR	22/09/2016	30/03/2017	GENERAL MEETING DECISION
Mr. DAVID VEGARA FIGUERAS		INDEPENDENT	DIRECTOR	28/05/2015	28/05/2015	GENERAL MEETING DECISION

<b>Total number of directors</b>	15
----------------------------------	----

Indicate any removals from the Board of Directors in the reporting period:

Name of director	Director's category at time of removal	Date of removal
MR. ANTONIO VITOR MARTINS MONTEIRO	Proprietary	20/01/2017
Mr. JOAN LLONCH ANDREU	Independent	25/05/2017
Mr. JOAQUÍN FOLCH-RUSIÑOL CORACHÁN	External	27/07/2017

C.1.3. Complete the next tables with the members of the board and their category:

### **EXECUTIVE DIRECTORS**

Name of director	Position in the company's organisation chart
Mr. JOSÉ OLIU CREUS	Chairman
Mr. JAIME GUARDIOLA ROMOJARO	Managing Director
Mr. JOSÉ LUIS NEGRO RODRÍGUEZ	Director - General Manager

<b>Total number of executive directors</b>	3
<b>% of total Board</b>	20%

### **PROPRIETARY EXTERNAL DIRECTORS**

Name of director	Name of the significant shareholder whom the director represents or who proposed his/her appointment
Mr. DAVID MARTÍNEZ GUZMÁN	FINTECH INVESTMENTS LTD

<b>Total number of proprietary directors</b>	1
<b>% of total Board</b>	6.67%

### **INDEPENDENT EXTERNAL DIRECTORS**

**Name of director:**

Mr. JOSÉ JAVIER ECHENIQUE LANDIRIBAR

**Profile:**

**BANKING/BUSINESS:**

Holds a degree in Economics and Actuarial Science from the University of the Basque Country. Formerly Director and General Manager of Allianz-Ercos (1982-1990), General Manager of BBVA Group (1992-2001) and Chairman of Banco Guipuzcoano (2009-2012). Formerly a director of many companies in the energy and construction industries and the media. Currently a member of the Boards of Directors of ACS, Ence, Energía y Celulosa and Telefónica.

**Name of director:**

Mr. ANTHONY FRANK ELLIOTT BALL

**Profile:**

**BUSINESS/INTERNATIONAL:**

Chartered Engineer; MBA from Kingston Business School, Kingston University (London). Honorary Doctorate from the Kingston University Faculty of Business and Law. Fellow of the Royal Television Society. Formerly Chairman and CEO of Fox Sports International (1995-1996), CEO of Fox Liberty Networks LLC. (1996-1999), CEO of BSKyB Plc.(1999-2004) and Chairman of Kabel Deutschland GmbH (2005-2013). He is currently an independent director of BT Group Plc, senior adviser to Providence Equity Partners LLC, President of Ambassadors Theater Group Ltd and President of Bité Group (investees of Providence Equity Partners LLC), and Chairman of the Advisory Board of Portland Communications Ltd.

**Name of director:**

Ms. AURORA CATÀ SALA

**Profile:**

**BUSINESS/CONSULTING:**

Holds a degree in Industrial Engineering (major in Industrial Organisation) from the Polytechnic University of Catalonia and an MBA and PADE from IESE Barcelona. Formerly CFO of Nissan Motor Ibérica, S.A. (1991-1996), Managing Director of Planeta 2010 (1999-2002), Founder of ContentArena (2002-2003), General Manager of Audiovisual Media at Recoletos Grupo de Comunicación (2003-2008) and member of the Governing Board of Institut Català de Finances (2014). Formerly held a number of directorships. Currently partner and director of Seeliger y Conde, S.L., director of Atresmedia Corporación de Medios de Comunicación, S.A., member of the Executive Committee of IESE and member of the Board of Barcelona Global.

**Name of director:**

Mr. PEDRO FONTANA GARCIA

**Profile:**

**BANKING/BUSINESS**

Degree in Business from Escuela Superior de Administración y Dirección de Empresas (ESADE), Barcelona, and MBA from Harvard Graduate School of Business Administration. General Manager of COOB'92 (1990-1993), General Manager of Turisme de Barcelona (1993-1994), Chairman of Banca Catalana (1994-1999), General Manager of BBVA Catalonia (2000-2009) and Executive Chairman of AREAS (Elior Group) (2012-2017). Currently Deputy General Manager of the Elior Group and independent director at Indukern.

**Name of director:**

Ms. MARIA TERESA GARCIA-MILÀ LLOVERAS

**Profile:**

**ACADEMIC/AUDITING/FINANCE:**

She has a Degree in Economics from the University of Barcelona and a PhD in Economics from the University of Minnesota, and has been a senior lecturer at the Department of Economics and Business at Pompeu Fabra University since 1995. Formerly held a number of directorships. She is currently the Director of the Barcelona Graduate School of Economics, a researcher and Board member of the International Economics Research Centre (CREI), and Vice-Chair of Círculo de Economía.

**Name of director:**

Mr. GEORGE DONALD JOHNSTON

**Profile:**

**BANKING/INTERNATIONAL:**

BA in Political Science from Middlebury College, Vermont, MA in International Economics and Latin American Studies from Johns Hopkins University. Executive Director at Salomon Brothers (1979-1990), Director of Bankers Trust International and member of its Global Executive Committee (1992-1999), Group Head of M&A for Europe and Member of the Europe Executive Committee and of the Global Operating Committee within the investment banking division of Deutsche Bank (1999-2005), Chairman of the M&A Group for Europe of Deutsche Bank (2005-2010), Director of SCi Entertainment Plc (Eidos) (2007-2009). Currently an independent director of Acerinox and of Merlin Properties, SOCIMI.

**Name of director:**

Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ

**Profile:**

**BUSINESS/INSURANCE:**

A Public Works Engineer, he obtained a degree in Economics and Actuarial Science at the University of Madrid. Formerly Chairman of MAPFRE (2001-2012), President of Fundación MAPFRE (2007-2012) and member of the Board of Directors of Consorcio de Compensación de Seguros and the International Insurance Society. Currently Honorary Chairman of MAPFRE.

**Name of director:**

Mr. JOSÉ RAMÓN MARTÍNEZ SUFRATEGUI

**Profile:****BUSINESS:**

An architect specialised in urban development, he holds an Executive MBA from IE Business School. Formerly a director of Banco Guipuzcoano (1990-2010) and owner and Chairman of an extensive group of companies, he is currently Chairman of Centro Fuencarral, S.A., Edificios Cameranos, S.A., Títulos e Inversiones, S.A., Comercial del Campo, S.A. and Inversiete, S.A., among other companies.

**Name of director:**

Mr. MANUEL VALLS MORATÓ

**Profile:****AUDITOR:**

Degree in Economics and Business Studies from the University of Barcelona and a post-graduate qualification in Business Administration from IESE/University of Navarra: he is a registered auditor and a member of Spain's official register of auditors since its creation. Partner of PwC (1988-2013), Head of the Audit Division at PwC (2006-2013) and Chairman of PwC Auditores (2006-2011). Independent member of the Governing Board of Institut Català de Finances (2015-2016). Currently an independent director of Renta Corporación Real Estate, S.A.

**Name of director:**

Mr. DAVID VEGARA FIGUERAS

**Profile:****FINANCE/ACADEMIC:**

A graduate in Economics and Business Studies, Major in General Economics (Applied Economics) from the Autonomous University of Barcelona, he holds a Master in Economics, major in Capital Markets, from London School of Economics and Political Science. Formerly Secretary of State for the Economy in the Spanish government (2004-2009) and Deputy Managing Director, Banking, European Stability Mechanism (ESM) (2012-2015). He is currently associate professor in the Department of Economics, Finance and Accounting at ESADE and Vice-Chair of ESADEgeo.

<b>Total number of independent directors</b>	10
<b>% of total number of Board members</b>	66.67%

Indicate whether any director classified as independent receives, from the company or the same group, any amount or benefit under a heading other than director remuneration, or holds or has held, during the last year, a business relationship with the company or any other company in its group, either in his/her own name or as a significant shareholder, director or senior manager of an entity that holds or has held such a relationship.

None.

If yes, give the reasons why it is considered that the director qualifies as an independent director.

**OTHER EXTERNAL DIRECTORS**

Identify the other external directors and detail the reasons why they cannot be classified as proprietary or independent, and any relations they have with the company, its executives or its shareholders.

**Name of director:**

Mr. JOSÉ MANUEL LARA GARCÍA

**Company, executive or shareholder with which he/she is related:**

NOT APPLICABLE

**Reason:**

The personal and professional circumstances that resulted in the change in his category as a director in 2016 are still in force.

<b>Total number of other external directors</b>	1
<b>% of total number of Board members</b>	6.67%

Indicate any changes in each director's status in the period:

<b>Name of director</b>	<b>Date of change</b>	<b>Previous category</b>	<b>Current category</b>

C.1.4 Complete the following table with information on the number of female directors in the last four years, and their category:

	<b>Number of female directors</b>				<b>% of total directors in each category</b>			
	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Executive</b>	0	0	0	0	0.00%	0.00%	0.00%	0.00%
<b>Proprietary</b>	0	0	0	0	0.00%	0.00%	0.00%	0.00%
<b>Independent</b>	2	2	2	2	20.00%	28.57%	22.22%	25.00%
<b>Other external</b>	0	0	0	0	0.00%	0.00%	0.00%	0.00%
<b>Total:</b>	2	2	2	2	13.33%	14.29%	13.33%	14.29%

C.1.5 Detail any measures adopted to seek to appoint women so as to achieve a balance of women and men on the Board of Directors.

<b>Detail such measures</b>

The Board of Directors has adopted active policies to promote gender equality within the entity. Specifically, based on a recommendation by the Appointments Committee, on 25 February 2016 the Board of Directors approved the Banco Sabadell Director Selection Policy, in compliance with Recommendation 14 of the Code of Good Governance for Listed Companies. The Policy sets out the criteria to be applied in the process of selecting new members of the Board of Directors and in the re-appointment of directors, under the provisions of the applicable laws and recommendations. In particular, directors must meet the standards for professional competency, integrity, suitability and diversity, and particular care must be taken to ensure that there is a sufficient number of female directors. The Policy goal is that the under-represented gender accounts for at least 30% of the Board by 2020.

At 2017 year-end, there were two female directors out of a total of 15; additionally, the Vice-Secretary of the Board is a woman and, since 2016, the Lead Independent Director is woman, who is also a member of the Audit and Control Committee, the Appointments Committee, the Remuneration Committee and the Risk Committee. The other female director is the Chair of the Appointments Committee and of the Remuneration Committee. As a result, women account for 13.33% of the Company's Board of Directors, and 20.00% of the independent directors; they also chair two of the Board's five sub-committees and are members of four of those committees. Accordingly, female directors account for 20% of the Audit and Control Committee, 25% of the Risk Committee, 50% of the Remuneration Committee and 66.67% of the Appointments Committee.

C.1.6 Describe any measures adopted by the Appointments Committee to ensure that the selection procedure is free of any implicit bias that might prevent the selection of women, and that the Company deliberately seeks female candidates with the necessary professional profile:

**Detail such measures**

On 17 February 2016, the Appointments Committee informed the Board of its approval of the Banco Sabadell Director Selection Policy, one of whose goals is to ensure that the procedure for selecting members of the Board of Directors is free from any implicit bias that might hamper the selection of women.

Additionally, in fulfilment of the role assigned to the Appointments Committee by the amendment to the Articles of Association approved by the General Meeting of Shareholders on 28 May 2015 and by the Board Regulation, the Appointments Committee seeks to ensure compliance with the Banco Sabadell Director Selection Policy, so that the procedure for selecting its members favours an appropriate balance in the Board's composition. The Appointments Committee ensures that the candidate selection process fulfils the parameters of professional competence, diversity of profiles, origins, experience and knowledge, and good repute and suitability; in assessing the selected candidates, it places special emphasis on ensuring gender diversity in the Board of Directors. To this end, during the director selection process, the Committee has been supported by an external consulting firm in order to obtain a diversity of profiles for analysis.

Where, despite such measures, there are few or no female directors, indicate the reasons for this situation:

**Detail reasons**

C.1.6 bis Detail the conclusions reached by the Appointments Committee in assessing compliance with the director selection policy. In particular, indicate how this policy promotes the objective that, by 2020, women account for at least 30% of Board members.

**Detail the conclusions.**

In compliance with the Banco Sabadell Director Selection Policy that was approved by the Board of Directors on 25 February 2016, the Appointments Committee has placed on record that it checked that the policy was complied with in the director appointments made in 2017, which conformed to the parameters and requirements of both the Policy and the existing regulations governing directorships at credit institutions. This was specifically the case in the appointment of Mr. Anthony Frank Elliott Ball, who has a strong international and business profile, by the Ordinary General Meeting of Shareholders on 30 March 2017. This was also the case in the appointment by the Board of Directors, on 25 May 2017, of Mr. George Donald Johnston, who has knowledge and experience in banking and the international arena, and in the appointment by the Board of Directors, on 27 July 2017, of Mr. Pedro Fontana García, with acknowledged experience in banking and business. Those directors were selected following the procedure described in the Banco Sabadell Director Selection Policy, in a transparent process and after comparing candidates in the market, focusing particularly on gender diversity and giving priority as far as possible to the appointment of female directors, to increasing the Board's international diversity and to bringing in new skills and experience so as to ensure the suitability of the Board as a whole.

C.1.7 Detail how the significant shareholders are represented on the Board.

Although the significant shareholders are not represented directly on the Board, Mr. David Martínez Guzmán is related to the shareholder Fintech Investments Ltd.

C.1.8 Indicate any reasons for which proprietary shareholders were appointed at the proposal of a shareholder owning less than 3% of capital:

Disclose any rejection of a formal request for a board seat from shareholders whose equity stake is equal to or greater than that of others which applied successfully for a proprietary directorship. Detail the reasons for any such rejection:

Yes

No

C.1.9 State whether any director has withdrawn from his/her position before the expiration of his/her term of office, whether the director has given reasons to the Board and by what means and, in the event that he/she gave reasons in writing to the full Board, describe at least the reasons given by the director:

**Name of director:**

Mr. ANTONIO VÍTOR MARTINS MONTEIRO

**Reason for resignation:**

On 27 January 2017, Banco Sabadell released a regulatory disclosure to the effect that Mr. Antonio Vítor Martins Monteiro had presented his resignation by means of a letter to all the directors in which he explained that his decision was based on the change in the ownership relationship between Banco Comercial Português, S.A. and Banco Sabadell.

**Name of director:**

Mr. JOAN LLONCH ANDREU

**Reason for resignation:**

On 25 May 2017, Banco Sabadell issued a regulatory disclosure to the effect that the term as director of Mr. Joan Llonch Andreu had concluded; he had been a member of the Board continuously since 28 November 1996.

**Name of director:**

Mr. JOAQUÍN FOLCH-RUSIÑOL CORACHÁN

**Reason for resignation:**

On 28 July 2017, Banco Sabadell issued a regulatory disclosure to the effect that Mr. Joaquín Folch-Rusiñol Corachán had tendered his resignation in a letter addressed to all the directors. In the letter he explained that the reason for submitting his resignation before the end of the term for which he had been re-elected by the General Meeting of Shareholders on 28 May 2015 was that, after more than seventeen years as a member of the Board of Directors, he wished to devote himself more intensely to his own business project, which was expanding and undergoing a generational change that required his utmost attention.

C.1.10 Indicate any powers delegated to the chief executive officer(s):

**Name of director:**

Mr. JAIME GUARDIOLA ROMOJARO

**Brief description:**

The powers of the managing director are detailed in section H.

C.1.11 Identify any board members with directorships or management positions in other companies that form part of the listed company's group:

Name of director	Name of Group company	Position	Does he/she have executive functions?
Mr. JOSÉ OLIU CREUS	SABADELL CONSUMER FINANCE, S.A.U.	CHAIR	No

Mr. JAIME GUARDIOLA ROMOJARO	SABADELL CONSUMER FINANCE, S.A.U.	DIRECTOR	No
Mr. JAIME GUARDIOLA ROMOJARO	BANCO SABADELL, S.A. I.B.M. (MEXICO)	CHAIR	No
Mr. JAIME GUARDIOLA ROMOJARO	SabCapital, S.A. de C.V., SOFOM, E.R.(MEXICO)	CHAIR	No
Mr. JOSÉ LUIS NEGRO RODRÍGUEZ	SABADELL CONSUMER FINANCE, S.A.U.	DIRECTOR	No
Mr. JOSÉ LUIS NEGRO RODRÍGUEZ	BANSABADELL FINANCIACIÓN, E.F.C. S.A.	CHAIR	No
Mr. DAVID VEGARA FIGUERAS	BANCO SABADELL, S.A. I.B.M. (MEXICO)	DIRECTOR	No
Mr. DAVID VEGARA FIGUERAS	SabCapital, S.A. de C.V., SOFOM, E.R. (MEXICO)	DIRECTOR	No

C.1.12 Indicate any company directors who are members of the board of directors of other companies listed on Spanish official stock markets, other than group companies, of which the company has been notified:

Name of director	Name of Group company	Position
Mr. JOSÉ JAVIER ECHENIQUE LANDIRIBAR	ACS ACTIVIDADES DE LA CONSTRUCCIÓN Y SERVICIOS, S.A.	DIRECTOR
Mr. JOSÉ JAVIER ECHENIQUE LANDIRIBAR	ENCE ENERGÍA Y CELULOSA, S.A.	DIRECTOR
Mr. JOSÉ JAVIER ECHENIQUE LANDIRIBAR	TELEFÓNICA, S.A.	DIRECTOR
Mr. ANTHONY FRANK ELLIOTT BALL	BT GROUP PLC	DIRECTOR
Ms. AURORA CATÁ SALA	ATRESMEDIA CORPORACIÓN DE MEDIOS DE COMUNICACIÓN, S.A.	DIRECTOR
Mr. GEORGE DONALD JOHNSTON	ACERINOX, S.A.	DIRECTOR
Mr. GEORGE DONALD JOHNSTON	MERLIN PROPERTIES, SOCIMI, S.A.	DIRECTOR
Mr. JOSÉ MANUEL LARA GARCÍA	ATRESMEDIA CORPORACIÓN DE MEDIOS DE COMUNICACIÓN, S.A.	DIRECTOR
Mr. DAVID MARTÍNEZ GUZMÁN	ALFA, S.A.B. DE C.V.	DIRECTOR
Mr. DAVID MARTÍNEZ GUZMÁN	CEMEX, S.A.B. DE C.V	DIRECTOR
Mr. DAVID MARTÍNEZ GUZMÁN	VITRO, S.A.B. DE C.V.	DIRECTOR
Mr. MANUEL VALLS MORATÓ	RENTA CORPORACIÓN REAL ESTATE, S.A.	DIRECTOR

C.1.13 Indicate whether the company has established rules about the number of directorships that board members can hold, and describe any such rules:

Yes  No

**Detail such rules**

Banco Sabadell is bound by article 26 of Act 10/2014, of 26, June, on ordering, supervision and solvency of credit institutions. which establishes the maximum number of directorships that directors of credit institutions may hold, in transposition of Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the



prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC, specifically article 91, and the European Banking Authority's guide to fit and proper assessments (May 2017), drawn up on the basis of that Directive, specifically section 4.4. The Banco Sabadell Director Selection Policy, which was approved by the Board of Directors on 25 February 2016, refers to the applicable legislation with regard to the criteria and requirements that directors must fulfil.

C.1.14 Revoked

C.1.15 Indicate the overall remuneration for the Board of Directors:

<b>Board of Directors remuneration (thousand euro)</b>	8,762
<b>Amount of accumulated pension rights held by current directors (thousand euro)</b>	36,808
<b>Amount of accumulated pension rights held by former directors (thousand euro)</b>	0

C.1.16 Identify senior management members who are not executive directors and the total remuneration accrued to them in the year:

<b>Name</b>	<b>Position(s)</b>
Ms. MARÍA JOSÉ GARCÍA BEATO	VICE-SECRETARY OF THE BOARD — COMPANY SECRETARY
Mr. MIQUEL MONTES GÜELL	GENERAL MANAGER
Mr. TOMÁS VARELA MUIÑA	GENERAL MANAGER
Mr. CARLOS VENTURA SANTAMANS	GENERAL MANAGER
Mr. RAFAEL JOSÉ GARCÍA NAUFFAL	DEPUTY GENERAL MANAGER
Mr. RAMÓN DE LA RIVA REINA	DEPUTY GENERAL MANAGER
Mr. ENRIC ROVIRA MASACHS	DEPUTY GENERAL MANAGER
Mr. MANUEL TRESÁNCHEZ MONTANER	DEPUTY GENERAL MANAGER
Ms. NURIA LÁZARO RUBIO	DEPUTY GENERAL MANAGER - HEAD OF INTERNAL AUDIT

<b>Total remuneration for senior management (thousand euro)</b>	6,802
---	-------

C.1.17 Identify any board members who are also board members or executives of a significant shareholder and/or subsidiaries of its group:

Identify any significant relationships, other than those stated in the preceding section, between board members and significant shareholders and/or subsidiaries in their group:

C.1.18 Indicate whether there were any amendments to the board regulation in the year.

Yes  No

<b>Describe the amendments</b>
--------------------------------

C.1.19 Indicate the procedure for appointing, re-appointing, assessing and removing directors. Indicate the competent bodies, the process and the criteria for each procedure.

In accordance with the provisions of Articles 50, 53, 55 and 61 of the Articles of Association, articles 14, 19 and 20 of the Board of Directors Regulation, the Banco Sabadell Director Selection Policy and the procedure for assessing the suitability of the members of the Board of Directors and holders of key functions of Banco Sabadell, the procedures for appointment, reappointment, evaluation and removal of Directors are as follows:

#### Selection

The Appointments Committee is responsible for analysing the competencies and diversity of the Board of Directors in order to determine the profile of candidates for director of Banco Sabadell. In compliance with the Banco Sabadell Director Selection Policy, it is responsible for performing a prior assessment to ensure that candidates for director possess the necessary competencies, knowledge and experience; to that end, it is necessary to consider the balance of knowledge, skills, diversity and experience of the members of the Board of Directors and, for this purpose, to define the roles and capabilities required of the candidates to fill each vacancy and to evaluate the time and dedication needed for them to effectively perform their duties.

To select candidates, the Appointments Committee may, if deemed necessary, engage a prestigious consultant in the field of personnel selection to initiate a process of finding candidates that fit the desired profile. Additionally, any director may suggest candidates for director provided they meet the requirements of the Banco Sabadell Director Selection Policy.

#### Suitability assessment

Once a candidate has been selected, the procedure for assessing the suitability of Board members and key personnel must be applied; on this basis, the Appointments Committee will analyse the information about the candidates and the reports presented by the Board Secretary, drawn up by the Bank's Senior Counsel, as to their commercial and professional integrity, knowledge and experience and their willingness to provide good governance, by application of the requirements set out in Act 10/2014, of 26 June, on ordering, supervision and solvency of credit institutions, and having regard to the criteria for assessing the suitability of the members of the Board of Directors as set out in Royal Decree 84/2015, of 13 February, implementing the aforementioned Act 10/2014, of 26 June, and the European Central Bank guidelines on fit and proper assessments dated 15 May 2017. The Appointments Committee will check that candidates meet the requirements as to integrity, knowledge, experience and governance envisaged in the applicable legislation and will draw up a candidate suitability assessment report. In addition, candidates for directorships must be vetted by the European Central Bank.

The Appointments Committee is also entrusted with assessing director suitability on an ongoing basis, and evaluating the profile of the persons most suited to being members of the various committees, and making proposals in this regard to the Board of Directors; in particular, it must seek to ensure that the rules on the qualitative composition of the Board of Directors are complied with.

#### Appointment

After assessing the suitability of candidates for director, the Appointments Committee is entrusted, among its basic responsibilities in accordance with Article 61 of the Articles of Association, with making proposals to the Board for the appointment of independent directors either by co-optation or for submission to a vote at the General Meeting of Shareholders, and must advise on the proposals to appoint other director categories by co-optation or by referral to the General Meeting of Shareholders.

Ordinary members of the Board of Directors are appointed by the General Meeting of Shareholders. Any vacancies arising on the Board of Directors are filled by the General Meeting unless the Board decides, in the interests of the Company, to act in accordance with the Capital Companies Act. Directors appointed by co-optation hold office until the next General Meeting of Shareholders.

#### Re-appointment

Directors are appointed for a term of at most four years and they can be re-appointed one or more times for periods of the same maximum duration.

(this description continues in section H)

### C.1.20 Describe the extent to which the annual evaluation of the Board led to significant changes in its internal organisation and the procedures applicable to its activities:

Description of changes
------------------------

Each year, the bank assesses the performance of the Board of Directors and of its sub-committees (Executive Committee, Audit and Control Committee, Appointments Committee, Remuneration Committee and Risk Committee) in connection with: governance model, suitable composition of the Board, and effective performance.

The findings of the assessment on 26 January 2017 were positive and it detected no aspects of the Board's internal operations that might impair that outcome.

Nevertheless, the bank drew up an Action Plan consisting of measures aimed at improving Banco Sabadell's corporate governance and the workings of the Board of Directors itself and of its sub-committees.

In compliance with these measures, the annual assessment of the Board of Directors and its sub-committees, as well as the evaluation of the performance of the Chairman, the Managing Director and other positions on the Board of Directors for the year 2017, is taking place during this year, 2018, with the assistance of an independent external consultant, as decided by the Appointments Committee in December in line with recommendation 36 of the Good Governance Code of Listed Companies.

Following the measures contained in the Action Plan, the content of the minutes has been expanded to reflect in greater detail the debates at meetings of the Board of Directors and its sub-committees, and progress continues to be made with improving the documentation provided for the discussion at meetings of both the Board of Directors and its sub-committees. The Director Training Programme, which commenced in 2015, is continuing, as a new cycle in the programme commenced in 2017 with a view to continuing to enhance Banco Sabadell's governance. The objective of the Programme is to place special emphasis on director's training and education requirements in specific areas of the financial institution, providing the members of the Board of Directors with an understanding of the management policies and mechanisms in key aspects of new regulatory requirements, applicable regulatory changes, financial management, risk management and key business aspects.

Particular emphasis has also been placed on important issues that require specific monitoring by the Board of Directors or the appropriate sub-committee, as a function of its powers, and the agenda of the sub-committees now includes monographic discussions of specific issues that their members consider germane, with the participation of experts in the various subjects, where necessary.

In addition, the vacancies that arose in the Board of Directors in 2017 were filled by the appointment of three independent directors, allowing for a partial renewal of the Board composition. Those appointments contributed to maintaining the qualitative composition of the Board of Directors as provided for in article 53 of the Articles of Association, and to the collective fitness of the Board of Directors, as set out in the European Central Bank's guidelines in this connection. As a result of these appointments, the number of directors with an international profile has increased and new competencies and experiences have been brought on board, while maintaining the diversity and appropriate balance among the members, since the decision-making process has been enriched by providing the Board of Directors with considerable capacity to debate and a greater wealth of viewpoints.

#### C.1.20 bis Describe the evaluation process and the areas assessed by the Board of Directors with the assistance of an external consultant, if any, with regard to the diversity of its composition and powers, the performance and composition of its committees, the performance of the Chairman of the Board of Directors and the chief executive of the company, and the performance and contribution of each director.

In accordance with article 529 nonies of the Capital Companies Act, the Code of Good Governance for Listed Companies and the Board of Directors Regulation, in January 2017, the Board of Directors assessed its own performance and that of its sub-committees in 2016. The evaluation was organised and coordinated by the Chairman of the Board of Directors, as the person with responsibility for the Board's effective performance, assisted by the Secretary and the Vice-Secretary and with the participation of all directors; the evaluation incorporates the conclusions of the self-assessments performed by the sub-committees. The Appointments Committee also reported favourably on the performance assessment of the Board and of the Chairman and Managing Director.

The regular performance evaluation of the Chairman of the Board of Directors was directed by the Lead Independent Director in accordance with article 529 septies of the Capital Companies Act and with article 55 of the Articles of Association and article 8 of the Board of Directors Regulation; the assessment of the Managing Director's performance was organised and coordinated by the Chairman of the Board.

The performance assessment of the Board and the sub-committees concluded that the composition of the Board and its sub-committees is appropriate and of good quality, there being a balance between the different categories of directors and diversity in the training, skills and experience of the directors, in conformity with the provisions of the law and the bank's internal regulations, and that the committee structure is appropriate. Both the Board and the sub-committees have assumed the duties assigned to them by law and by the Articles of Association, and the latter have also assumed all matters entrusted to them by the Board of Directors for them to review and approve or provide advice to the Board. The frequency and duration of meetings of the Board and the sub-committees, and attendance by directors at meetings of the Board and of the sub-committees of which they are members was satisfactory. An analysis of the notice, agenda, documentation and information provided to the directors for the meetings, in connection with the issues discussed, and the operation and conduct of business at the meetings of the Board and its sub-committees, reveals appropriate performance as issues were debated sufficiently within the Board of Directors and its sub-committees and directors were provided with sufficient documentation and information to discharge their duties. Additionally, the training given to the members of the Board of Directors was considered to be satisfactory since it covered matters of great interest to directors and enabled them to remain up to date with all issues relating to the bank's structure and organisation and the main aspects of its management.

The performance assessment of the Board also analysed the performance of the Chairman, the Vice-Chairman, the Managing Director, the Lead Independent Director, the Secretary and the Vice-Secretary of the Board of Directors, finding that their actions and performance were appropriate.

The assessment for 2017 is being conducted in 2018 with the assistance of an independent external consultant, in accordance with a decision adopted by the Appointments Committee in December 2017.

C.1.20 *ter* Give a breakdown of any business relations that the consultant or any company in its group has with the company or any group company.

C.1.21 Indicate the reasons for which directors may be forced to resign.

Under article 20 of the Banco Sabadell Board of Directors Regulation, directors may be removed:

- a) If they meet any of the conditions of incompatibility or prohibition envisaged in the law or the Articles of Association.
- b) If they are arraigned for a crime or are the subject of disciplinary proceedings by the supervisory authorities for a serious or very serious infringement.
- c) Where their continuance on the Board may jeopardise the company's interests.

C.1.22 Revoked

C.1.23 Do any decisions require a supermajority, other than the legal majority?

Yes  No

Describe the differences, if any.

C.1.24 Detail whether there are specific requirements, other than those relating to directors, for appointing the Chairman of the Board of Directors.

Yes  No

Those established in the Succession Plan for the Chairman and Managing Director of Banco Sabadell, approved by the Board of Directors on 21 July 2016.

C.1.25 Indicate if the chairperson has a casting vote:

Yes  No

**Issues on which there is a casting vote**

Under article 56 of the Articles of Association, resolutions of the Board of Directors are adopted by absolute majority of the directors in attendance; the Chairman holds a casting vote.

C.1.26 Indicate if the articles or board regulation establish an age limit for directors:

Yes  No

C.1.27 Indicate if the articles or board regulation establish a term limit for independent directors other than that provided in the regulations:

Yes

No

C.1.28 Indicate whether or not the Articles of Association or the Board Regulation set out specific rules for directors to grant proxy in Board of Directors meetings, the method of doing so and, more specifically, the maximum number of proxies that a director can hold, as well as whether or not a limitation has been set with regard to the categories to which proxy may be granted above and beyond the limitations imposed by law. Give a brief description of any such rules.

Directors must attend Board of Directors meetings in person; however, when they cannot attend in person, they may grant proxy to another director. Article 56 of the Articles of Association establishes that non-executive directors may grant proxy only to another non-executive director.

C.1.29 Indicate the number of board of directors meetings held in the year. Also, state the number of times that the Chairman did not attend Board meetings. Proxies granted with specific instructions are not counted as absences:

<b>Number of Board meetings</b>	13
<b>Number of Board meetings held without the chairman</b>	0

If the Chairman is an executive director, indicate the number of meetings held at which no executive director attended or granted proxy and which were chaired by the lead independent director.

<b>Number of meetings</b>	0
---------------------------	---

Indicate the number of meetings held by board sub-committees in the year:

<b>Committee</b>	<b>No. of meetings</b>
Executive Committee	35
Audit and Control Committee	6
Appointments Committee	11
Remuneration Committee	12
Risk Committee	11

C.1.30 Indicate the number of board of directors meetings held in the year which were attended by all members. Proxies granted with specific instructions are not counted as absences:

<b>Number of Board meetings held with all directors in attendance</b>	11
<b>Attendance as a % of the total number of votes during the year</b>	98.88%

C.1.31 Indicate whether the separate and consolidated financial statements that are presented for board approval are certified beforehand:

Yes  No

Identify the person(s) that certified the company's separate and consolidated financial statements for board authorisation:

Name	Positi
Mr. JOSÉ OLIU CREUS	CHAIR
Mr. JAIME GUARDIOLA ROMOJARO	MANAGING DIRECTOR
Mr. TOMÁS VARELA MUIÑA	GENERAL MANAGER—CHIEF FINANCIAL OFFICER

C.1.32 Detail any mechanisms established by the Board of Directors to ensure that the separate and consolidated financial statements authorised by it are presented to the Shareholders' Meeting with a clean auditors' report.

The bank's internal units draw up financial statements drafted clearly such as to present a true and fair view of the company's net worth, financial situation and results, to which end they must apply generally accepted accounting principles to all the financial and accounting information.

The Audit and Control Committee reviews the company's financial statements, both separate and consolidated, before referring them to the Board, and exercises vigilance to ensure compliance with the law and the proper application of generally-accepted accounting principles. To this end, it holds regular meetings with the external auditors in order to be informed punctually about the audit process and to be aware, sufficiently in advance, of any possible discrepancies or differences of opinion that might arise. In the event of any discrepancy that might lead to a qualification in the auditors' report, the committee seeks to resolve it before the financial statements are authorised.

If the discrepancy cannot ultimately be resolved before the financial statements are authorised, the annual report of the Audit and Control Committee must expressly describe the discrepancies and its position in connection with them.

The auditors' reports on the separate and consolidation financial statements for 2017 were unqualified.

C.1.33 Is the board secretary a director?

Yes  No

If the secretary is not a director, complete the following table:

Name of secretary	Representative
Mr. MIQUEL ROCA I JUNYENT (SECRETARY) / Ms. MARÍA JOSÉ GARCÍA BEATO (VICE-SECRETARY)	

C.1.34 Revoked

C.1.35 Describe any mechanisms established by the company to safeguard the independence of auditors, financial analysts, investment banks and rating agencies.

In connection with the external auditors, article 60 of the Articles of Association provides that the Audit and Control Committee has the following competencies:

(...)

4. Proposing to the Board of Directors, for submission to the General Meeting, the appointment of the external auditor, establishing the engagement conditions, the scope of the professional mandate, and revocation or non-renewal, if appropriate; reviewing compliance with the audit contract, striving to ensure that the opinion on the financial statements and the main content of the auditors' report are drafted clearly and accurately.

(...)

6. Establishing the appropriate relations with external auditors to receive information about any issues that might jeopardise their independence, to be reviewed by the Committee, and any others related to the process of performing the audit functions and in the audit rules.

The Board of Directors Regulation expresses itself in similar terms: article 30 provides that: "Relations between the Board and the company's external auditors will be conducted through the Audit and Control Committee."

During 2017, the Audit and Control Committee was composed of three independent directors; since 25 May 2017, it also comprises an external director. Additionally, on 21 December 2017 another independent director was appointed, with the result that, at year-end, the committee comprised four independent directors and one external director. That Committee's Regulation, which was current in 2017, includes the provisions of the Articles of Association and the Board of Directors Regulation; article 21.3 provides that, as directors and members of the Committee, those members must act with independence of opinion and action with respect to the rest of the organisation (...)

On 19 April 2016, in conformity with Act 22/2015, of 20 July, on Auditing, and Regulation (EU) No 537/2014, of 16 April, the Audit and Control Committee approved the Group policy for safeguarding auditor independence. The policy contains measures to preserve the auditor's independence by monitoring possible incompatibilities arising from personal circumstances, prohibited services, rotation requirements and fee limits, as well as measures in the processes of selection, appointment, reappointment or replacement of the auditor and for the authorisation of non-audit services which the auditor is not prohibited from providing.

Additionally, the Audit and Control Committee issues a report to the Board of Directors on the auditor's independence with respect to:

1. The main non-audit services provided by the external auditors, to ensure that they meet the independence requirements contained in the consolidated text of the Audit Act, enacted by Legislative Royal Decree 1/2011, of 1 July, and in the Audit Technical Standards issued by Spain's Institute of Accounting and Auditing, as well as the applicable provisions of Act 22/2015, of 20 July, on Auditing, and Regulation (EU) No 537/2014, of 16 April.
2. The materiality of the fees generated in the Group with respect to the external auditors' total fees.
3. Through the confirmation received from the external auditors, the firm's procedures and tools in connection with complying with the independence rule, in order to ensure compliance with the independence requirements set out in the Consolidated Text of the Audit Act, enacted by Legislative Royal Decree 1/2011, of 1 July, and in its secondary legislation, as well as the applicable provisions of Act 22/2015, of 20 July, on Auditing, and Regulation (EU) No 537/2014, of 16 April.

The entity complies with the principles of transparency and non-discrimination set out in the current legislation with respect to other market players. Specifically, the entity: i) takes care not to provide financial analysts with any information that might put them in a position of privilege with respect to other market participants, ii) regularly uses the services of three prestigious rating agencies, and iii) where the bank receives advice from investment banks in certain transactions and, in the course of providing those services, such investment banks become privy to inside information, the entity includes the persons who become privy to such information in its internal control systems, and expressly notifies such entities of the obligation to fulfil their duty of confidentiality and ensure that it is fulfilled by others.

The entity also acts in accordance with the provisions of its General Policy on Conflicts of Interest, which is based essentially on identifying, logging, managing, avoiding or eliminating any conflicts of interest, and in line with the Banco Sabadell Group Policy on Outsourcing Services or Functions, approved in connection with credit institutions by the Board of Directors on 27 October 2016.

C.1.36 State whether the Company changed its external auditor during the year. If so, identify the incoming and outgoing auditor:

Yes  No

If there was a disagreement with the outgoing auditor, describe it:

C.1.37 Indicate whether the audit firm performs work for the company and/or its group other than auditing and, if so, state the fees received for such work and those fees as a percentage of the total fees billed to the company and/or its group:

Yes  No

	Company	Group	Total
<b>Fees for work other than auditing (thousand euro)</b>	505	327	832
<b>Fees for work other than auditing/Total fees billed by the audit firm (%)</b>	23.94%	8.65%	14.13%



C.1.38 State whether or not the auditors' report on the previous year's financial statements was qualified. If it was, state the reasons given by the Chairperson of the Audit Committee to explain the content and scope of the qualification or exception.

Yes

No

C.1.39 Indicate the number of consecutive years that the current audit firm has been auditing the financial statements of the company and/or its group. Also, indicate the number of years audited by the current audit firm as a percentage of the total number of years in which the financial statements have been audited:

	Company	Group
<b>Number of consecutive years</b>	35	33
<b>No. of years audited by the current audit firm/No. of years that the company has been audited (%)</b>	94.59%	100.00%

C.1.40 Indicate whether there is a procedure for directors to engage external consultants and, if so, provide details:

Yes

No

**Detail the procedure**

The Board of Directors has powers to engage advisors and request external reports or services. Specifically, Article 21 of the Audit and Control Committee Regulation establishes the right of its members to seek advice from outside professionals in order to discharge their duties as effectively as possible.

C.1.41 State and detail any procedures in place to ensure that Directors can obtain the information they need to prepare in good time for meetings of the Board and committees:

Yes

No

**Detail the procedure**

Article 17.1 of the Board of Directors Regulation establishes that the notice of meeting must always include the Agenda, which must contain, among other items, information about subsidiaries and Board sub-committees, and proposals and suggestions by the Chairman and other Board members and the bank's General Managers, to be received no less than five days in advance of the Board meeting; such proposals must be accompanied by the appropriate material for distribution to the directors.

Additionally, article 21 provides that:

1. Directors are vested with the broadest powers to be informed about any aspect of the company, to examine its books, records, documents and other background information on the company's transactions and to inspect all of its installations. The right to information extends to subsidiaries, both domestic and foreign.
2. So as not to disturb the ordinary running of the company, requests by directors for information shall be channelled through the Chairman or the Secretary to the Board, who shall attend to the director's requests by giving the information directly, providing appropriate access to individuals at the relevant level of the organisation, or providing the means by which the director may carry out the desired formal examination and inspection on site.

Banco Sabadell has a procedure for providing the directors with the necessary material to prepare for meetings of the Board of Directors and its sub-committees in a confidential and encrypted way, using the Diligent Boards software running on iPads.

C.1.42 State and detail any rules in place that oblige the directors to report any circumstances that might jeopardise the company's credit and reputation and, if appropriate, resign:



Yes

No

**Describe the rules**

The rules in the Capital Companies Act, in the chapter on directors' duties, are applicable: Specifically, under article 50 of the Articles of Association and article 23 of the Board of Directors Regulation, and in compliance with the Banco Sabadell Group Code of Conduct and its Policy on Conflicts of Interest of Directors and Senior Executives, they must disclose any case where there might be a conflict of values or interests in order to enable the bank to manage such situations appropriately.

Additionally, article 20 of the Board of Directors Regulation provides that directors will be removed:

- a) When they fulfil any of the conditions of incompatibility or prohibition envisaged in the law or the Articles of Association.
- b) If they are arraigned for a crime or are the subject of disciplinary proceedings by the supervisory authorities for a serious or very serious infringement.
- c) Where their continuance on the Board may jeopardise the company's interests.

All the foregoing is without prejudice to the application of the rules on the suitability assessment to be performed by the bank in line with the procedure approved by the Board of Directors, which requires that any potential conflicts of interest or special situations be checked and assessed.

C.1.43 State whether any member of the Board of Directors has informed the company that he/she has faced criminal charges or has been arraigned for any of the offences listed in Article 213 of the Capital Companies Act:

Yes

No

State whether the Board of Directors has analysed the case. If so, give a reasoned explanation of the decision taken as to whether or not the Director should remain in office or, where applicable, detail the actions taken by the Board of Directors until the date of this report or that it plans to take.

C.1.44 Detail any significant agreements entered into by the company which come into force, are amended or terminate in the event of a change of control of the company due to a takeover bid, and their effects.

-

C.1.45 Identify in overall terms, and indicate, in detail, any agreements between the company and its Directors and senior executives or employees that include indemnities, guarantee or severance clauses, in the event of their resignation or unfair dismissal or if the contractual relationship is terminated due to a takeover bid or other transaction.

**Number of beneficiaries:** 30

**Type of beneficiary:**

Executive directors (3), senior managers (8) and other members of the identified staff (19).

**Description of agreement:**

Clause providing indemnity in the amount of 2 years' salary (exceptionally: 3) for cases of unfair dismissal and some limited cases of change of control.

State whether such contracts must be reported and/or approved by the decision-making bodies of the company or group:

	<b>Board of Directors</b>	<b>General Meeting</b>
<b>Body that authorises the clauses</b>	<b>Yes</b>	<b>No</b>

	<b>Yes</b>	<b>No</b>
Is the General Meeting informed of the clauses?	<b>X</b>	

## C.2. Board of Directors sub-committees

### C.2.1 Give details of all Committees of the Board of Directors, their members, and the proportion of proprietary and independent directors that form them:

#### **Executive Committee**

<b>Name</b>	<b>Position</b>	<b>Category</b>
Mr. JOSÉ OLIU CREUS	CHAIR	EXECUTIVE
Mr. JOSÉ JAVIER ECHENIQUE LANDIRIBAR	DIRECTOR	INDEPENDENT
Mr. JAIME GUARDIOLA ROMOJARO	DIRECTOR	EXECUTIVE
Mr. JOSÉ MANUEL MARTÍNEZ MARTÍNEZ	DIRECTOR	INDEPENDENT
Mr. JOSÉ LUIS NEGRO RODRÍGUEZ	DIRECTOR	EXECUTIVE

<b>% executive directors</b>	60.00%
<b>% proprietary directors</b>	0.00%
<b>% independent directors</b>	40.00%
<b>% other external directors</b>	0.00%

Detail the functions assigned to this committee, describe its procedures and rules of organisation and operation, and summarise its main activities during the year.

Under article 59 of the Articles of Association and article 12 of the Board of Directors Regulation, the Executive Committee is responsible for the coordination of the bank's executive management, adopting any resolutions and decisions to this end under the scope of the powers granted to it by the Board of Directors, and overseeing the Bank's ordinary activities; it must report the decisions adopted at its meetings to the Board of Directors, without prejudice to the other functions attributed to it by the Articles of Association and the Board of Directors Regulation.

The Executive Committee shall consist of a maximum of six directors, to be appointed by the Board with the favourable vote of two-thirds of its members, with a composition similar to that of the Board in terms of categories; the Chairman of the Board shall act as its Chair. The resolutions of the Committee shall be entered in a minutes book, and the minutes shall be signed by the Chairman and the Secretary or, where applicable, by those who played those roles at the meeting in question.

It shall meet whenever convened by its Chairman or by the Vice-Chairman standing in for the former, and its meetings may be attended by any person, whether related to the Company or otherwise, who is invited to attend, by a decision of the Committee itself or the Chairman of same, for the purposes to be determined on the basis of the matter in question; such persons may speak but not vote.

The Committee Secretary, who need not be a director, shall be designated by the Board of Directors, which shall also designate a substitute secretary for cases of illness or absence.

In 2017, the Executive Commission monitored the ordinary activities of the bank, adopted resolutions and decisions falling within the scope of the powers that the Board of Directors delegated to it, and analysed and reviewed other issues, providing favourable reports to the sub-committees with competency in those areas and to the Board of Directors for the adoption of the appropriate resolutions. The Executive Committee also performed a self-assessment.

Indicate if the executive committee's composition reflects the composition of the board in terms of director categories:

Yes  No

### **Audit and Control Committee**

Name	Position	Category
Mr. MANUEL VALLS MORATÓ	CHAIR	INDEPENDENT
Mr. PEDRO FONTANA GARCÍA	DIRECTOR	INDEPENDENT
Ms. MARIA TERESA GARCIA-MILÀ LLOVERAS	DIRECTOR	INDEPENDENT
Mr. JOSÉ MANUEL LARA GARCÍA	DIRECTOR	EXTERNAL
Mr. JOSÉ RAMÓN MARTÍNEZ SUFRATEGUI	DIRECTOR	INDEPENDENT

% <b>proprietary directors</b>	0.00%
% <b>independent directors</b>	80.00%
% <b>other external directors</b>	20.00%

Detail the functions assigned to this committee, describe its procedures and rules of organisation and operation, and summarise its main activities during the year.

The Audit and Control Committee is expressly regulated by article 60 of the Articles of Association and article 13 of the Board of Directors Regulation, and it has its own terms of reference that regulate its organisation, functioning and governance.

The purpose of the Audit and Control Committee is to review the report drafted by the Internal Audit Department to verify good banking and accounting practices in the various echelons of the organisation, as well as to ensure that suitable measures are taken to address improper conduct or methods by persons in the organisation. It is also a watchdog, ensuring that the measures, policies and strategies defined by the Board are duly implemented.

The Audit and Control Committee has the responsibilities established by law, including:

- a) Informing the General Meeting on the questions raised by shareholders which fall within its scope of authority;
- b) Supervising the effectiveness of the company's internal control, internal audit and risk management systems, including those relating to tax risk, as well as discussing with the auditors or audit firms any significant weaknesses in the internal control system that were detected in the course of the audit.
- c) Overseeing the drafting and presentation of regulated financial information;
- d) Proposing to the Board of Directors, for submission to the General Meeting, the appointment of the external auditor, establishing the engagement conditions, the scope of the professional mandate, and revocation or non-renewal, if appropriate; reviewing compliance with the audit contract, striving to ensure that the opinion on the financial statements and the main content of the auditors' report are drafted clearly and accurately.
- e) Advising on the annual, quarterly and half-yearly financial statements and the prospectuses that must be submitted to the regulatory or supervisory bodies, exercising vigilance to ensure compliance with the requirements of the law and the proper application of generally accepted accounting principles, and advising on proposals to amend those principles.
- f) Establishing the appropriate relations with external auditors to receive information about any issues that might jeopardise their independence, to be reviewed by the Committee, and any others related to the process of performing the audit functions and in the audit rules.
- g) Reporting on any issues referred to the Committee by the Board of Directors that are within its remit.
- h) Any other matters for which the Committee is responsible by law or under the Articles of Association or any regulations made in accordance therewith, or under any generally applicable rules on corporate governance.

The committee shall comprise at most five directors, appointed by the Board of Directors, none of whom may be an executive director; at least a majority of them must be independent directors, and one must be appointed on the basis of his/her knowledge and experience of accounting and/or auditing. The Board of Directors shall appoint the committee's Chair from among the members who are independent directors, with the favourable vote of two-thirds of its members, and the committee secretary, who must not be a director. The Secretary shall take minutes of every meeting, which shall be approved at the end of the meeting itself

or at the next meeting. The business transacted at Committee meetings shall be reported to the Board of Directors at the next meeting by means of a reading of the minutes.

The Committee must meet at least once every three months, and whenever convened by the Chair at his/her own initiative or at the request of any Committee member, or at the request of the Chairman of the Board of Directors or of the external auditors, to discharge the duties assigned to it.

On 30 March 2017, Mr. Manuel Valls Morató was appointed as a member and Chairman of the Audit and Control Committee, to replace Ms. María Teresa García-Milà Lloveras, who continued as a member of the committee; on 25 May 2017, Mr. José Manuel Lara García was appointed as a member of the Committee, replacing Mr. Joan Llonch Andreu. On 21 December 2017, Mr. Pedro Fontana García was appointed as a member of the Committee.

In the course of its duties as assigned by the law, the Articles of Association and the Board of Directors Regulation and its own terms of reference, the Audit and Control Committee reviewed all the issues under its brief and issued a report setting out all of its activities in 2017. Among other matters, the Audit and Control Committee reviewed the financial statements for 2016 and the results of the external audit of them, as well as the mid-year accounts in 2017, and it reviewed and approved the report on the independence of the external auditors. The Audit and Control Committee reviewed the quarterly results and the reports on the management of treasury stock, reviewed and reported on the Report on the Internal Assessment of Capital and the Report on the Internal Assessment of Liquidity for the year 2016. The Committee reviewed the group's risk management systems as described in reports prepared by the Risk, Finance and Internal Audit departments, and approved and monitored the Annual Internal Audit Plan. It has also reviewed the Report of the Corporate Ethics Committee and the update of Banco Sabadell's Share Registration Document.

(this description continues in section H)

Identify the member of the audit committee who was appointed on the basis of his/her knowledge and experience in accounting, auditing or both, and state the number of years that the Chairman of this committee has been in office.

<b>Name of director with experience</b>	Mr. MANUEL VALLS MORATÓ
<b>No. of years the chair has held office</b>	1

### **Appointments Committee**

Name	Position	Category
Ms. AURORA CATÁ SALA	CHAIR	INDEPENDENT
Mr. ANTHONY FRANK ELLIOTT BALL	DIRECTOR	INDEPENDENT
Ms. MARIA TERESA GARCIA-MILÀ LLOVERAS	DIRECTOR	INDEPENDENT

<b>% proprietary directors</b>	0.00%
<b>% independent directors</b>	100.00%
<b>% other external directors</b>	0.00%

Detail the functions assigned to this committee, describe its procedures and rules of organisation and operation, and summarise its main activities during the year.

The Appointments Committee is regulated in article 61 of the Articles of Association and article 14 of the Board of Directors Regulation. Without prejudice to the other duties assigned to it by law, the Articles of Association, the Board of Directors or the Board of Directors Regulation, the Appointments Committee has the following basic duties:

- a) making proposals to the Board of Directors as to the appointment of independent directors, for co-optation or for referral to the General Meeting, and as to the re-appointment or removal of such directors;
- b) advising on proposals to appoint other directors by co-optation or for referral to the General Meeting, and on proposals to re-appoint or remove them;

- c) ensuring that the qualitative composition of the Board of Directors complies with the provisions of article 53 of the Articles of Association;
- d) checking that the members of the Board of Directors are suitable and possess the necessary competency, knowledge and experience;
- e) advising on proposals for the appointment and removal of senior executives and of the identified staff;
- f) advising on the basic conditions of the contracts of executive directors and senior executives;
- g) examining and organising succession plans for the Chairman of the Board of Directors and the bank's chief executive and, as appropriate, making proposals to the Board;
- h) setting a target for representation of the gender that is under-represented on the Board of Directors and drawing up guidelines on how to achieve that target;

It comprises at most five directors, appointed by the Board of Directors, none of whom may be an executive director; at least two of them must be independent directors. The Board of Directors appoints the committee's Chair from among the members who are independent directors, with the favourable vote of two-thirds of its members.

The Appointments Committee meets whenever the Board or its Chairman requests that it issue a report or adopt a proposal, and whenever it is advisable in order to properly discharge its duties. In any case, it shall meet once per year to provide advice in advance on the Board's performance evaluation.

On 25 May 2017, Ms. María Teresa García-Milà Lloveras was appointed as a member of the Appointments Committee to replace Mr. Joan Llonch Andreu; Mr. Joaquín Folch-Rusiñol Corachán ceased to be a member of the Committee on 27 July 2017 and, on 21 September 2017, Mr. Anthony Frank Elliott Ball was appointed as a member of the Committee.

In performing the functions assigned to it by law, the Articles of Association and the Board of Directors Regulation, the Appointments Committee made proposals to the Board of Directors as to the appointment and re-appointment of directors, assessing their suitability and fitness and issuing the necessary reports; it also made proposals for changes in the composition of the Board sub-committees. It advised the Board of Directors on proposals for the appointment of senior executives and members of the identified staff, and assessed their suitability and fitness for the positions. It also advised on proposals for appointment and removal of senior executives of group companies and of directors of subsidiaries and associated companies. The Committee reviewed and provided a favourable opinion to the Board on the annual corporate governance report for 2016, particularly in connection with the composition of the Board of Directors and director categories. It also performed the annual verification of compliance with the Banco Sabadell Director Selection Policy, performed a self-assessment of its own performance and issued a favourable report on the performance of the Board, its Chairman, the Managing Director, the Lead Independent Director, the Secretary and the Vice-Secretary of the Board of Directors; it approved the report on the functions and activities of the Appointments Committee in 2016 and issued a favourable opinion on the Director Training Programme for 2017. It also reviewed the composition of the identified staff and proposed an update of same to the Board of Directors; it also reviewed the composition of the identified staff at group subsidiaries and issued a favourable opinion to the Board of Directors as to the inclusion of additional members in these groups.

### **Remuneration Committee**

Name	Position	Category
Ms. AURORA CATÀ SALA	CHAIR	INDEPENDENT
Mr. ANTHONY FRANK ELLIOTT BALL	DIRECTOR	INDEPENDENT
Ms. MARIA TERESA GARCIA-MILÀ LLOVERAS	DIRECTOR	INDEPENDENT
Mr. GEORGE DONALD JOHNSTON	DIRECTOR	INDEPENDENT

<b>% proprietary directors</b>	0.00%
<b>% independent directors</b>	100.00%
<b>% other external directors</b>	0.00%

Detail the functions assigned to this committee, describe its procedures and rules of organisation and operation, and summarise its main activities during the year.

The Remuneration Committee is regulated in article 62 of the Articles of Association and article 14 bis of the Board of Directors Regulation. Without prejudice to the other duties assigned to it by law, the Articles of Association, the Board of Directors or the Board of Directors Regulation, the Remuneration Committee has the following basic duties:

- a) proposing, to the Board of Directors, the director remuneration policy;
- b) Proposing, to the Board of Directors, the remuneration policy for general managers and others performing senior management functions who report directly to the Board of Directors, the Executive Committees or the Managing Directors, and the individual remuneration and other contractual conditions for executive directors, exercising oversight to ensure that they are complied with

- c) regularly reviewing remuneration policy;
- d) advising on remuneration programmes based on shares and/or options;
- e) periodically reviewing the general principles of remuneration and the remuneration programmes for all employees, and considering whether they conform to those principles;
- f) ensuring that remuneration is transparent;
- g) ensuring that any conflicts of interests are not detrimental to the independence of external advisors; and
- h) verifying the information on remuneration contained in the various corporate documents, including the Report on Director Remuneration.

It comprises at most five directors appointed by the Board of Directors, none of whom may be an executive director; at least two of them must be independent directors. The Board of Directors appoints the committee's Chair from among the members who are independent directors, with the favourable vote of two-thirds of its members.

The Remuneration Committee meets whenever the Board or its Chair requests that it issue a report or adopt a proposal, and whenever it is advisable in order to properly discharge its duties. In any event, the Committee shall meet once per year to prepare the information on directors' remuneration that the Board of Directors must approve and include in its annual public documentation.

On 27 July 2017, Mr. Joaquín Folch-Rusiñol Corachán ceased to be a member of the Remuneration Committee.

On 21 September 2017, Mr. Anthony Frank Elliott Ball was appointed as a member of the Remuneration Committee and on 26 October 2017, Mr. George Donald Johnston was also appointed.

In the course of its duties under the law, the Articles of Association and the Board of Directors Regulation, the Remuneration Committee, with the assistance of reports by external consultants, checked that Banco Sabadell's remuneration policy conforms to the regulations applicable to credit institutions, analysed the degree of compliance with the 2016 objectives by executive directors, approved their fixed and variable remuneration, and analysed the degree of attainment of the 2016 objectives by senior management, and approved their fixed and variable remuneration. It also approved the variable remuneration for 2016 and the fixed remuneration for 2017 for the entire identified staff, and approved the wage distribution for the entire workforce for 2017. It also decided on the distribution of objectives for each group in 2017, the objectives for the Banco Sabadell Group for 2017 and the Banco Sabadell Group Compensation and Benefits Policy; it issued a favourable opinion to the Board on asking the General Meeting of Shareholders to approve the cap applicable to variable remuneration for the identified staff. The Committee also analysed the review of fixed remuneration for 2017 and of variable remuneration for 2016 for the workforce in America, which covers Sabadell United Bank, N.A. prior to its sale to Iberiabank Corporation, Banco Sabadell, Miami Branch and the New York office. Additionally, the Committee reviewed TSB's remuneration policy and the remuneration of the external directors of the subsidiaries in Mexico, Banco Sabadell, S.A. IBM and SabCapital, S.A. de C.V., SOFOM, E.R., and analysed the group's remuneration scheme. The Remuneration Committee also performed a self-assessment and approved the report on functions and activities of the Remuneration Committee for 2016.

## **Risk Committee**

Name	Position	Category
Mr. DAVID VEGARA FIGUERAS	CHAIR	INDEPENDENT
Ms. MARIA TERESA GARCIA-MILÀ LLOVERAS	DIRECTOR	INDEPENDENT
Mr. GEORGE DONALD JOHNSTON	DIRECTOR	INDEPENDENT
Mr. MANUEL VALLS MORATÓ	DIRECTOR	INDEPENDENT

<b>% executive directors</b>	0.00%
<b>% proprietary directors</b>	0.00%
<b>% independent directors</b>	100.00%
<b>% other external directors</b>	0.00%

Detail the functions assigned to this committee, describe its procedures and rules of organisation and operation, and summarise its main activities during the year.

The Risk Committee is regulated in article 63 of the Articles of Association and article 15 of the Board of Directors Regulation. Its functions are focused on supervising and exercising oversight to ensure that all the risks of the bank and its consolidated group are accepted, controlled and managed appropriately, and reporting to the Board on the performance of the functions corresponding to it, in accordance with the law, the Articles of Association and the Board of Directors Regulation, which include:

- a) supervising implementation of the Risk Appetite Framework;

- b) determining and proposing, to the full Board, the annual limits on investment in the real estate market and the criteria and amounts applicable to the various types of investment;
- c) reporting to the full Board regarding the performance of its functions under this article and other applicable legislation and provisions of the Articles of Association;
- d) reporting each quarter to the full Board about the levels of risk assumed, investments made and their performance, and the potential repercussions on Group revenues of variations in interest rates and the degree to which they conform to the VAR levels approved by the Board of Directors;
- e) monitoring and detecting any excess above the approved tolerance thresholds, and overseeing the activation of the contingency plans established for this purpose;
- f) advising the Remuneration Committee as to whether the employee compensation programmes are coherent with the Bank's levels of risk, capital and liquidity.

It comprises at most five directors, appointed by the Board of Directors, none of whom may be an executive director; they must have the appropriate knowledge, skill and experience to fully understand and oversee the Bank's risk strategy and risk appetite; at least two of them must be independent directors. The Board of Directors appoints its Chairman from among the members who are independent directors, with the favourable vote of two-thirds of its members.

In the exercise of its functions, the Risk Committee may directly request the information it sees fit from both the director who is Chief Risk Officer and the Risk Control Manager.

The Risk Committee will meet at least twice per month and whenever convened by its Chair at his/her own initiative or at the request of any member of the Committee or of the Chairman of the Board of Directors.

On 25 May 2017, Mr. Manuel Valls Morató was appointed as a member of the Risk Committee to replace Mr. Joan Llonch Andreu and, on 26 October 2017, Mr. George Donald Johnston was also appointed as a member of this Committee.

During 2017, the Risk Committee analysed and reviewed the Risk Appetite Statement, reporting favourably on the Board of Directors approving the amendment to same; it reviewed and issued a favourable report to the Board of Directors on the proposal regarding the review of the Banco Sabadell Group Risk Policies document; it reviewed the external consultants' report on the degree to which the Banco Sabadell remuneration policy conforms to the regulatory parameters applicable to credit institutions, verifying that the remuneration policy is aligned with the risk, and it issued a favourable report to the Remuneration Committee about the analysis carried out of the objectives for the identified staff with regard to the bank's risk, capital and liquidity and on the proposal for the 2017 objectives, itemised for each of the members of the identified staff; reviewed and issued a favourable report to the Board of Directors recommending approval of the proposal to update the Conflict of Interest Policy for Directors and Senior Managers; it issued a favourable report to the Board of Directors recommending approval of the proposal for policies for management and planning in connection with non-performing assets (NPAs), in line with the recommendations set out in the European Central Bank's Guidance to banks on non-performing loans; issued a favourable report to the Board of Directors on Policies with respect to Leveraged Transactions and the determination of the appetite for transactions of this type; and it reported favourably to the Board of Directors recommending approval of the use in the adjustment model of the group's internal rating, and its subsequent submission to the Single Supervisory Mechanism for use in calculating the regulatory capital using IRB approaches.

The Risk Committee also performed a self-assessment and approved the report on functions and activities of the Risk Committee for 2016.

### C.2.2 Complete the following table with information on the number of female directors in the Board sub-committees in the last four years:

	Number of female directors							
	2017		2016		2015		2014	
	Number	%	Number	%	Number	%	Number	%
Executive Committee	0	0%	0	0.00%	0	0.00%	0	0.00%
Audit and Control Committee	1	20.00%	1	33.33%	1	33.33%	2	50.00%
Appointments Committee	2	66.67%	1	33.33%	1	25.00%	0	0.00%
Remuneration Committee	2	50.00%	2	66.66%	1	25.00%	0	0.00%
Risk Committee	1	25.00%	1	33.33%	1	25.00%	1	25.00%

### C.2.3 Revoked



#### C.2.4 Revoked

C.2.5 Indicate if there are any Board sub-committee regulations, where they can be consulted, and amendments made in the year. Also, indicate if an annual report on each committee's activities has been drafted voluntarily.

Section C.2.1 details the articles of the Articles of Association and the Board of Directors Regulation that contain the rules governing the workings and competencies of the sub-committees.

The current texts of the Articles of Association and Board of Directors Regulation are available on the website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) in the section on "Corporate governance and remuneration policy".

The Audit and Control Committee has an Internal Regulation setting out its functions and procedures. This Regulation has been filed with the Mercantile Register and is accessible on the website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) – in the section entitled "Corporate governance and remuneration policy" - Board of Directors Regulation).

All the Board sub-committees draw up an annual self-assessment report on their activities, which is submitted to the bank's Board of Directors for evaluation. Additionally, the Audit and Control Committee, Appointments Committee, Remuneration Committee and Risk Committee draw up annual reports on their functions and activities, which are available on the website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) in the section on "Corporate governance and remuneration policy".

#### C.2.6 Revoked

### **D RELATED-PARTY AND INTERCOMPANY TRANSACTIONS**

D.1 State, where applicable, the procedure for the approval of related-party and intercompany transactions.

<b>Procedure for advising on the approval of related-party transactions.</b>
--

The Audit and Control Committee vets any related-party transaction before it is approved by the Board of Directors.

D.2 Give details of any transactions that are significant, because of their size or nature, between the company or any group undertakings and significant shareholders of the company:

D.3 Give details of any transactions that are significant, because of their size or nature, between the company or any group undertakings and the company's directors or executives:

D.4 Detail the significant transactions between the company and other companies in the group, except those that are eliminated in consolidation or do not form part of the company's normal operations with regard to their purpose and conditions:

In any event, provide details of any intercompany transactions carried out with organisations based in countries or territories that are considered to be tax havens:

D.5 State the value of transactions carried out with other related parties.

0 (thousand euro)



## D.6 Specify the mechanisms established to detect, identify and resolve possible conflicts of interest arising between the company and/or the group and its directors, senior managers or significant shareholders.

1. Under the Board of Directors Regulation, all Board members are bound by a duty of loyalty and confidentiality and are required to disclose any interest they may have in the company itself or in other companies outside the group.

Specifically, Article 25 of the Regulation states that a director may not provide professional services to Spanish companies whose corporate purpose coincides wholly or partly with that of the company. An exception is made for offices they hold in companies in the group. Before accepting any executive appointment in another company or entity, directors must notify the Appointments Committee.

Article 27 of the Board of Directors Regulation states that directors must inform the company of any company shares which they own directly or through companies in which they hold a significant stake.

It is also necessary to disclose any shares held, directly or indirectly, by their close relatives. Directors must also inform the company of all positions that they hold and activities that they perform in other companies or entities and, generally, of any fact or situation that may be material in connection with their performance as directors of the company.

2. The Banco Sabadell Group's Code of Conduct provides a set of rules for the guidance of all persons employed by the group and its stakeholders (customers, suppliers, shareholders, authorities and the local community) based on principles which we consider fundamental to carrying on our business.

It expressly contemplates rules applicable to possible conflicts of interest with customers and suppliers and sets out guidelines for such cases.

3. Banco Sabadell Group's Internal Rules of Conduct (IRC) with regard to the securities market, approved by the Board of Directors on 26 November 2009, are applicable to the members of the bank's Board of Directors, and to all management staff and employees whose work is directly or indirectly related to activities and services in the field of the stock markets or who have frequent or habitual access to price-sensitive information related to the bank itself or group companies.

Section 4 of the IRC sets out the mechanisms for identifying, preventing and resolving possible conflicts of interest that are detected by persons concerned, who are obliged to declare any significant relations of a financial, family or other nature with customers of the bank in connection with services related to the securities markets or to companies listed on the Stock Exchange, as well as any other relationships that, in the opinion of an external and neutral observer, could compromise the impartiality of the persons concerned.

4. The Banco Sabadell Group's general policy regarding conflicts of interest is an internal set of regulations laying down the criteria and procedures to be followed to guarantee that decisions taken within the Banco Sabadell Group with respect to the provision of investment services are made so as to avoid, eliminate or, in the final instance, disclose any conflict of interest to the customer. The Compliance Department is responsible for correctly applying the general conflicts of interest policy and, when necessary, it will urge the other departments in the group to which it applies to take the necessary action.

5. The Policy on Conflicts of Interest of Directors and Senior Executives, approved by the Board of Directors on 28 January 2016, establishes the necessary measures for managing conflicts of interest of directors and senior executives and their related parties in connection with corporate transactions or non-bank activities and also with ordinary banking business.

The Credit Transactions Committee analyses all credit operations carried out by directors, senior executives and their related parties and makes proposals to the Board of Directors for their approval. Royal Decree 84/2005, implementing Act 10/2014, of 26 June, on Ordering, Supervision and Solvency of Credit Institutions, sets out the requirements in connection with disclosure of transactions by directors, senior executives and their related parties to the competent authority and for authorisation by the latter.

6. The Banco Sabadell Group's Corporate Ethics Committee is responsible for fostering ethical conduct throughout the organisation and for making proposals and giving advice to the Board of Directors, via the Audit and Control Committee, and to the corporate and business units, on decisions involving issues that might lead to conflicts of interest. The Committee is also responsible for overseeing the group's compliance with its obligations as set out in the Code of Conduct or in the Internal Rules of Conduct in connection with the securities market.

To achieve its objectives, the Corporate Ethics Committee can call upon the resources of the Compliance Department, and has been given extensive powers by the Board to gain access to all the documents and information it requires to perform its supervisory function.

## D.7 Is more than one company in the Group listed in Spain?

Yes

No

Identify the subsidiaries that are listed in Spain:

**Listed subsidiary companies**

Indicate whether the respective areas of activity and any business relationships between them have been defined publicly and with precision, as well as those of the listed subsidiary company with other companies in the group;

**Define any business relationships between the parent company and the listed subsidiary, and between the latter and the rest of the group companies**

Identify the mechanisms established to resolve any conflicts of interest between the listed subsidiary and the other companies in the group:

**Mechanisms in place to resolve possible conflicts of interest**

## **E RISK CONTROL AND MANAGEMENT SYSTEMS**

**E.1 Describe the scope of the company's Risk Management System, including that relating to tax risks.**

The Banco Sabadell Group Risk Management system is based on the Risk Appetite Framework contained in the Risk Appetite Statement (RAS), the associated management policies and the reporting system and overall governance model for the risk function, which contemplate tax risk under the terms described below.

The system applies throughout the group, by area, business unit or activity, subsidiary and geography at corporate level.

The Banco Sabadell Group includes the tax risk in its Risk Policy as a specific risk.

Additionally, the Board of Directors of Banco de Sabadell, S.A. has approved the group's tax strategy. That strategy is governed by the principles of efficiency, prudence, transparency and minimisation of tax risk, it is broadly aligned with the Banco Sabadell Group's business strategy, and it is applied in all the companies controlled by the group, regardless of their geographic location.

**E.2 Identify the bodies of the company responsible for drawing up and executing the Risk Management System, including tax risk.**

The Board of Directors has indelegable responsibility for: (i) determining the tax strategy; (ii) approving investments or operations considered strategic by virtue of their amount or special characteristics, strategic nature or particular tax risks, unless their approval corresponds to the General Meeting; (iii) approving the creation or acquisition of shares in special-purpose vehicles or entities resident in jurisdictions considered tax havens; and (iv) the approval of any other transactions or operations of a comparable nature whose complexity might impair the transparency of Banco de Sabadell, S.A. and its group.

The Board of Directors is the body responsible for establishing the general guidelines on the organisational distribution of the risk management and control functions and for determining the main lines of strategy in this respect. Therefore, the Board is the body responsible for approving the Risk Appetite Framework and ensuring its consistency with the entity's short- and long-term strategic objectives, together with the business plan, capital planning, risk-taking capacity and compensation schemes.

Within the Board itself there is a Risk Committee which is responsible for ensuring compliance with the Risk Appetite Statement (RAS) approved by the Board and with the associated risk management policies, including those related to tax risk; its functions are described in section C.2.1. In addition, another 3 Board sub-committees participate in risk management and control: the Executive Committee, responsible for coordinating executive management of the bank, for approving transactions and limits of risk groups that exceed the limits of the delegated powers and for approving asset allocation proposals within the Risk Appetite Framework; the Audit and Control Committee, which oversees the effectiveness of the risk management systems, and is the body responsible for the regular oversight of the tax risk management and control framework to validate its effectiveness and ensure that the main risks are properly identified, managed and communicated; and the Appointments and Remuneration Committee, which ensures that the Group's remuneration practices are coherent with its risk profile, avoiding inappropriate risk-taking and promoting sound and effective risk management.

The departments involved in risk management and control, including tax risk, include, among others, the following:

- Risk Control Department, reporting directly to the Chairman, with the following functions: (i) proposing and implementing the Risk Appetite Framework; (ii) systematically monitoring and analysing the evolution of all major risks and verifying the degree to which they conform to the established policies; (iii) proposing the guidelines, methodology and strategy for managing all risks; (iv) defining and establishing the risk monitoring and control model, developing internal advanced measurement systems, in line with supervisory requirements, to enable risks to be quantified and discriminated, and activating its application in the business; (v) establishing procedures to optimise the credit approval function, and (vi) promoting and standardising, with the assistance and advice of the Tax Advisory Department (within Legal), the management and control of tax risks within the group's risk control environment, systematically overseeing and analysing trends in tax risk and the degree to which the controls conform to

the policy framework that is in place.

- Risk Management Department, with the following functions: (i) managing and integrating exposures in accordance with the pre-determined levels of autonomy, via selective acceptance of the risk to ensure its quality, achieve growth and optimise business profitability; (ii) aligning the priorities of the strategic plan and the vision of the Risk Management Department in all segments, identifying the initiatives to be implemented as regards risk.

- Finance Department, with the following functions: (i) supporting the Managing Director and Chief Risk Officer in implementing the Risk Appetite Framework; (ii) as part of the planning, budgeting and management control processes, it calculates provisions and assigns capital in keeping with the Bank's strategy, ensuring the risk variable is taken into account in all decisions and overseeing the specific risk measurement models, ensuring their standardisation in terms of generally accepted principles and methodologies and particularly with regard to the supervisory authorities. Additionally, it develops and manages the stress test analysis framework within the Bank's financial planning; (iii) in relation to tax risk, it is the Department responsible for implementing and complying with the tax obligations in relation to corporate income tax, value added tax and transfer pricing, implementing the tax principles and rules in this connection.

- Asset Transformation and Industrial and Real Estate Investees Department: Manages the group's entire exposure to real estate, the developer loan book and real estate assets on the bank's balance sheet together with processes for recovering problematic assets.

(this description continues in section H)

### E.3 Indicate the main risks, including tax risks, that may affect attainment of the business targets.

1. Credit and concentration risk: Losses due to borrowers' failure to honour their payment obligations or to an impairment of their credit quality. This includes counterparty risk, concentration risk and country risk.

2. Liquidity risk: The possibility of incurring losses as a result of the Bank being unable, albeit temporarily, to honour payment commitments due to a lack of liquid assets, or of it being unable to access the markets to refinance debts at a reasonable price. This risk may be associated with factors of a systemic nature or specific to the entity itself.

3. Market risk: The possibility of loss in the market value of financial asset positions due to variations in risk factors with an impact on their market prices, volatility or correlation between them.

4. Structural risks: Including, because of their special features:

- Interest rate risk: the possibility of incurring losses as a result of the impact caused by interest rate fluctuations on the income statement (revenues and expenses) and on an entity's equity structure (current value of assets, liabilities and off-balance sheet positions sensitive to interest rates).
- Exchange rate risk: changes in exchange rates between different currencies and the possibility that these movements may result in losses in the P&L on financial investments and on permanent investments in foreign branches and subsidiaries.
- Credit spread risk in the banking book: Credit spread risk in the banking book (CSRBB) refers to any risk with respect to the spread of credit instruments not attributable to structural interest rate risk or to default risk.
- Insurance risk: Defined as the risk arising from the entity's equity holdings in insurance companies, basically from actuarial risks as well as other risks (market, counterparty, operational, etc.).

5. Operational risk: possibility of loss resulting from inadequate or failed internal processes, people or systems, including reputational, technology, outsourcing and model risk.

6. Business risk: losses arising from adverse events that negatively affect the capacity, strength and recurrence of the income statement or the capacity to meet funding needs due to impairment of assets and solvency.

7. Tax risk: possible breach or uncertainty associated with the interpretation of the tax law in jurisdictions in which the group carries on its ordinary business.

8. Compliance risk: the risk of incurring legal or administrative sanctions, significant monetary losses or an impairment of reputation due to breach of laws, regulations, internal rules, or codes of conduct applicable to the banking industry.

### E.4 Identify whether the organisation has a high level of tolerance to risk, including tax risk.

The chief element of the Risk Appetite Framework approved by the Board of Directors is the Risk Appetite Statement. The group understands the Risk Appetite Statement as expressing the quantity and diversity of risks that the Banco Sabadell Group seeks and tolerates in order to achieve its business objectives, maintaining a balance between profitability and risk.

The RAS comprises the quantitative metrics and qualitative elements that together define the risk appetite levels of the Bank, both globally and for each of the major risks assumed in the ordinary course of business.

As for tax risk, one of the main principles of the tax strategy referred to in section E1 above is to minimise tax risk.

This statement applies to all risks identified in section E3 above.

## E.5 State what risks, including tax risks, materialised during the year.

The Group provides detailed information of the risks in the Annual Report, which is available on the corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com) – section Information for shareholders and investors – Financial information – Annual Reports), specifically under section 4 of the consolidated directors' report.

## E.6 Describe the response and supervision plans for the company's main risks, including tax risks.

The Risk Appetite Framework establishes the monitoring systems for major risks. This monitoring, at the highest level, is carried out by the Risk Committee. Additionally, the Risk Control Department and the Technical Risk Committee exercise more frequent and detailed oversight.

The Risk Committee seeks to ensure appropriate assumption, management and control of the group's tax risks, ensuring compliance with the general principles of the tax strategy and advising on decisions that are within the brief of the Board of Directors.

Risk management is underpinned by solid procedures for checking that risks conform to pre-set limits, with clearly defined responsibilities for identifying and tracking indicators and early warnings, and an advanced risk measurement methodology.

The group has risk control systems that are appropriate to the commercial banking activities and businesses in which it operates and to the risk profile it wishes to assume. These control systems form part of the above-mentioned risk approval, monitoring, mitigation and recovery procedures and, in turn, are subject to supervision.

In this regard, the group has a framework for risk reporting and control intended to oversee compliance with the Risk Appetite Framework both group-wide and at a lower level for objectives set at Business Unit or Portfolio level.

The Risk Committee is in charge of coordinating oversight, although in this regard it relies on the various committees and areas, depending on the type and level of disaggregation of each risk.

The Risk Reporting and Control Framework, which includes tax risk, comprises:

- Drawing up and regularly updating a Scorecard that reflects trends in the main metrics and variables associated with the Risk Appetite Framework, and ensuring that they conform to the established framework and limits.
- Systematic oversight and analysis of trends in all significant risks, with detailed second-tier metrics.
- Reporting and proposing the appropriate action (activating protocols, changing guidelines, etc.) as a result of analysing risk trends.
- There is a reporting procedure that includes the top-level metrics defined in the RAS, as well as additional second-tier metrics for significant risks. This report is compiled, transmitted and presented by the CRO to the various governing and control bodies (Technical Risk Committee, Risk Committee, Board of Directors). The report identifies warning or overshoot situations, and the metrics and their performance.
- The process of reporting in connection with the Risk Appetite Framework is headed by the Risk Control Department, which defines the content of the Scorecard, including top-tier and second-tier metrics. The process of tracking the Group's metrics includes tracking Banco Sabadell's top-tier metrics.
- By agreement with the departments in charge, the Risk Control Department establishes a regular process for compiling information drawn from databases or processes with built-in controls that are subject to review and audit procedures.

Also, in the event that the limits established for a given metric in the RAS are exceeded, a protocol of action is triggered that is linked to the group's Recovery Plan for the RAS metrics in question, in order to review, control and, as necessary, correct any deviation.

The protocol also includes monitoring the execution and outcome of the action plan once it has been approved and set in motion.

Risk assessment also forms part of the control system and is established through advanced measuring methodologies. In this regard, the Basel Committee on Banking Supervision has been working on a new capital adequacy framework for financial institutions, known as the New Basel Capital Accord, a fundamental principle of which is that banks' regulatory capital requirements should be more closely related to the risks actually incurred, based on internal risk measurement models and parameters and internal estimates that have been validated beforehand.

The bank has an advanced methodology in place to ensure that risks incurred can be assessed reliably and managed actively, and it follows the guidelines defined by the Basel Committee in developing the different components required to complete its risk measurement systems.

On the basis of the risk metrics provided by these new methodologies, the bank has developed a consolidated risk measurement model with a common internal unit of measurement, allocated capital, the purpose of which is to determine, on the basis of internal parameters, the amount of capital required to ensure a specified level of solvency. Evaluating risk in terms of allocated capital requirements means that the risk can be linked to returns, from individual customer up to business unit level. Banco Sabadell has also developed an analytical pricing system associated with the risk, which provides this assessment and incorporates it into the transaction pricing process.

(this description continues in section H)

## **F INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR)**

Describe the mechanisms that comprise the systems for Internal Control over Financial Reporting (ICFR).

### F.1 The organisation's control environment

Provide details, highlighting the main characteristics of, at least:

#### F.1.1. Which bodies and/or functions are responsible for: (i) the existence and maintenance of an adequate and effective ICFR system; (ii) its implementation; and (iii) its supervision.

Article 5 of the Board of Directors Regulation states that the Board of Directors is an instrument of supervision and control whose responsibility is identifying the company's and the consolidated group's main risks and implementing and monitoring suitable internal control and reporting systems, as well as setting policies on the reporting and disclosure of information to shareholders, the markets and the general public.

In addition, as provided in Article 13 of its Regulation, the Board of Directors delegates supervision of internal control systems to the Audit and Control Committee.

The functions of the group's Internal Audit Department include supporting the Audit and Control Committee in supervising the proper design and implementation and effective functioning of the risk management and control systems, which include ICFR.

The group's Finance Department contributes to implementing the general framework of the internal control systems that are rolled out across the entire organisation.

Part of that contribution materialises in the responsibility for designing and implementing internal control systems for financial information that ensure the accuracy of the financial information that is generated.

#### F.1.2. The following elements, if any, with regard to the process in which the financial reporting is formulated:

- Departments and/or mechanisms entrusted with: (i) designing and reviewing the organisational structure; (ii) clearly defining the lines of responsibility and authority, with an appropriate distribution of tasks and functions; and (iii) ensuring that there are sufficient procedures for its proper dissemination within the company.

The design and review of the organisational structure is the responsibility of the Organisation and Services Department which, based on the Banco Sabadell Group Master Plan (which normally runs for three years), analyses and reviews the resources required by each division for compliance. This review is carried out regularly and not only is the necessary workforce decided, but also the structural organisation of each unit. Once an agreement has been reached, it is submitted to the Management Committee for approval and referral to each of the general divisions.

At the same time, the details of all the departments/units/offices are sent on a monthly basis to the Human Resources Department showing all the modifications that have been made, so as to equip them with the resources considered necessary to perform their duties.

The organisation chart of the Banco Sabadell Group arising from the above process addresses all the departments, areas and divisions into which the Banco Sabadell Group is divided. This organisation chart is supplemented by a "process map" giving greater details of the functions and responsibilities assigned to each area of the Banco Sabadell Group, including details of the presentation, analysis and review of financial reporting. The Banco Sabadell Group organisation chart and process map are accessible to all personnel on the Corporate intranet.

- Code of conduct, approval body, degree of distribution and instruction, principles and values (indicating whether there are specific references to the register of operations and production of financial information), the body entrusted with analysing non-compliance and with proposing corrective actions and sanctions.

The Banco Sabadell Group has a General Code of Conduct, approved by the Board of Directors and available via the corporate intranet, whose fundamental principles include a commitment to transparency, particularly vis-à-vis shareholders, and a commitment to place all the financial and corporate information at their disposal. The purpose is to comply strictly with the Banco Sabadell Group's obligation to offer reliable financial reporting prepared in accordance with the applicable regulations, presenting a true and fair view of the company. It also includes the responsibilities of its employees and officers to ensure this is so, both via proper discharge of their duties and notification to the governing bodies of any circumstance which might affect this commitment.

There is a Corporate Ethics Committee, whose functions include fostering ethical behaviour throughout the organisation, making proposals and advising both the Board of Directors and the various corporate and business units in connection with decisions that include aspects that may lead to conflicts of values.



Among the tasks carried out by the Corporate Ethics Committee is the analysis of compliance with the Code of Conduct or any other code or self-regulation that exists. In order to perform its functions, it has access to the material and human resources of the Compliance Department. If, as a consequence of exercising its functions, it detects any non-compliance, it must advise the Human Resources Department for the application of corrective actions and sanctions if applicable.

- A whistleblower channel, that allows reporting to the auditing committee of any irregularities of a financial or accounting nature, as well as cases of non-compliance with the code of conduct and irregular activities in the organisation, indicating if the matter is of a confidential nature.

The Banco Sabadell Group has, and encourages the use of, a whistleblower channel to report all types of irregularities, particularly possible breaches of the General Code of Conduct. Any reports received are treated confidentially and, once handled by the Corporate Ethics Committee (comprising a chairperson and 5 members appointed by the Board of Directors), are referred to the Audit and Control Committee, where appropriate. This channel is managed internally and may be contacted by email at 0901CEC@bancsabadell.com.

- Training programmes and regular updating for staff involved in the preparation and review of financial information, as well as in the evaluation of ICFR, and which cover at least the accounting standards, auditing, internal control and risk management.

As regards the training and refresher programmes and particularly regarding the financial reporting process, the Banco Sabadell Group's Finance Department has an on-site training plan that basically addresses areas such as the company's internal accounting/finance procedures, analysis of current regulations and drafts of new domestic and international accounting standards, analysis of the national and international economic situation, together with training in the use of software to facilitate management and oversight of the financial reporting process.

These training sessions are programmed based on two criteria:

- Sessions scheduled at the start of the year by selecting the areas considered of greatest interest by the Finance Department.
- Sessions scheduled during the current year in the event an issue arises which it is considered warrants prompt distribution (drafts of new accounting standards, changes in the economic situation, etc.).

These training sessions are not only for Finance Department personnel but also for other departments (Audit, Risk Control, Asset Transformation, etc.), depending on the content.

The on-site training is taught chiefly by internal professionals of the Banco Sabadell Group and by external experts who are specialists in the subject area.

In addition, the Human Resources Department places at the disposal of Banco Sabadell Group employees a series of financial training courses which they can take online. The most notable courses refer to IAS-IFRS (International Financial Reporting Standards), financial mathematics, Spain's General Accounting Plan and general tax matters.

The Internal Audit Department has a training plan in place for all management professionals which includes a University Specialist Programme in Bank Internal Auditing (PSAI) at a prestigious academic institution. The course covers areas such as accounting principles and financial reporting, the basics of auditing, and financial risk monitoring and management. In the 2017-2018 academic year, nine audit professionals were taking this programme, and 65 members of the Internal Audit Department hold PSAI certificates.

## F.2 Evaluation of financial reporting risks

Provide information on, at least:

### F.2.1. What are the chief characteristics of the risk identification process, including error or fraud, in relation to:

- If the process exists and is documented.

The Banco Sabadell Group's process of identifying the risk of error or the probability of fraud in financial reporting is documented in a procedure which sets out the frequency, methods, types of risks and other basic features of the process.

- Whether the process covers all the financial reporting objectives (existence and occurrence; integrity; valuations; presentation, itemisation and comparability; and rights and obligations), and if it is updated and how often.

The process covers all the financial reporting objectives (existence and occurrence; integrity; valuation; presentation, itemisation and comparability; and rights and obligations) and focuses on identifying risks of material error based on transaction complexity, quantitative and qualitative materiality, complexity of the calculations and application of judgements

and estimations, updated on an annual basis. If (i) circumstances not previously identified which reveal possible errors in the financial information, or (ii) material changes to the operations of the Banco Sabadell Group arise during the year, the Finance Department evaluates the risks to be added to those already identified.

The process is structured such that, on a half-yearly basis, an analysis is conducted to identify which areas or processes and in which companies and locations material transactions arise.

Once they have been identified, they are reviewed so as to analyse the potential risks of error for these types of transactions in each financial reporting objective.

- The existence of a process for identifying the consolidation scope, taking into account, among others, whether there are complex corporate structures, instrumentality companies or special-purpose vehicles.

The process for identifying the scope of consolidation is described in section F.3.1. of this document.

- If the process takes into account the effects of other types of risks (operational, technological, financial, legal, reputational, environmental, etc.) insofar as they affect the financial statements.

In addition, the process considers the risk of error in certain processes not linked to specific transaction types but which are especially important in view of their impact on drafting the financial reporting, such as the process of reviewing judgements and estimates, significant accounting policies and the closing and consolidation process. In this respect, and with a view to covering the risks of these processes, the Banco Sabadell Group has the control activities described in section F.3.1. of this document. It should also be noted that the risk identification process takes into account the possible effects of other types of risks (operational, technological, financial, legal, reputational, environmental, etc.), insofar as these may affect the financial statements.

- What governing body of the companies supervises the process.

The aforementioned process is conducted and documented by the Banco Sabadell Group's Finance Department and is supervised ultimately by the Audit and Control Committee.

## F.3 Control activities

State whether the company has at least the following, and describe their characteristics:

- ### F.3.1. Review and authorisation procedures for financial reporting and description of the ICFR, to be published in the securities markets, indicating those responsible, together with documentation describing the flows of activities and controls (including those related to the risk of fraud) of the various types of transactions that may have a significant effect on the financial statements, including the accounting closing procedure and specific review of the judgements, estimations, evaluations and major projections.

The procedure for reviewing and authorising the Banco Sabadell Group's financial reporting to the markets commences with a review by the Finance Department. In accordance with the Board of Directors Regulation, the separate and consolidated financial statements and half-yearly financial reports are reviewed by the Audit and Control Committee prior to being authorised by the Board of Directors. In accordance with the provisions of its Regulation, the Audit and Control Committee reads and discusses the information with the heads of the Finance and Internal Audit departments and with the external auditors prior to submission to the Board of Directors.

Once the Audit and Control Committee has vetted the information and either approved it or attached its comments, the CFO, the Chairman and the Managing Director of the Banco Sabadell Group sign the accounts and submit them to the Board of Directors for authorisation.

The Audit and Control Committee reviews the quarterly financial disclosures (income statement and trend of the main balance sheet items) before they are submitted to the Board of Directors.

With regard to the activities and controls directly relating to transactions that may have a significant impact on the financial statements, the Banco Sabadell Group has descriptions of the controls in place to mitigate the risk of material error (intentional or otherwise) in the information reported to the markets. For the critical areas of the Banco Sabadell Group, special emphasis is placed on developing solid descriptions of the flows of activities and controls, which cover, among others:

- Lending
- Fixed-income portfolio and issuance
- Equity portfolio
- Customer deposits
- Derivatives

- Foreclosed properties

These descriptions contain information on what form the control activity should take, its purpose (risk to be mitigated), the party responsible for executing it and the frequency. The descriptions cover controls on the proper accounting, measurement, presentation and disclosure of these areas.

The Banco Sabadell Group also has procedures for mitigating the risk of error in processes not related to specific transactions. In particular, there are procedures defined for the accounting close which include the consolidation process and specific review procedures for material judgements and estimates, which are escalated to senior management when appropriate.

With regard to the consolidation process within the accounting close, procedures have been implemented to ensure proper identification of the consolidation scope. In particular, for example, the Banco Sabadell Group conducts a monthly analysis of the consolidation scope, requesting the necessary information from all the subsidiaries; the analysis covers all types of corporate structures.

The review of judgements and estimates is carried out at different levels by members of the Finance Department. In addition, in its financial statements the Banco Sabadell Group describes the most important areas in which judgements and estimates are made, together with the key assumptions made in this connection. It also has procedures for reviewing accounting estimates. The main estimates relate to impairment losses on certain financial assets, actuarial calculations of pension liabilities and obligations, the useful life of tangible and intangible assets, measurement of goodwill, and the fair value of unlisted financial assets and of real estate.

### F.3.2. Internal control policies and procedures on security, the information systems (amongst others, access control, change control, operation of same, operating continuity and segregation of functions) that support the major processes of the entity with regard to the formulation and publication of financial reporting.

The Banco Sabadell Group uses information systems to maintain an adequate record and control of its operations and is, consequently, highly dependent on them working properly.

As part of the process to identify risks of error in financial reporting, the Banco Sabadell Group identifies which systems and applications are important in each of the areas or processes considered to be significant. The identified systems and applications include those used directly in preparing the financial information and those that are important for ensuring that the controls to mitigate the risk of errors are effective.

The design and implementation of the applications define a methodological framework that establishes the various points of control to ensure that the solution complies with user requirements and meets the required standards of reliability, efficiency and maintainability.

Any change regarding infrastructures or applications is handled via the change management service, which defines the change approval flow, which may be escalated to the Change Committee, with definition of the impact and the possibility of roll-back.

The Banco Sabadell Group Information Security and Operational Continuity Department has policies aimed at covering access security by segregating functions and defining virtual roles and resources, and the continuity of operations by creating BRS centres and performing periodic operating tests.

### F.3.3. Internal control policies and procedures for managing outsourced activities, and measurement, calculation or valuation services commissioned from independent experts, when these may materially affect the financial statements.

The Banco Sabadell Group regularly examines whether activities carried out by third parties are material to the financial reporting process or might indirectly affect its reliability. To date, the Banco Sabadell Group has not outsourced processes with a material impact on financial reporting. However, the Banco Sabadell Group regularly uses reports from independent experts for measuring transactions that may materially affect the financial statements.

In 2017, the activities outsourced to third parties (appraisals and calculations by independent experts) were connected with real estate appraisals, measuring post-employment benefits for employees, and measuring derivatives.

The units of the Banco Sabadell Group responsible for these operations exercise oversight on the work of the external experts to check their competence, skills, accreditation and independence together with the validity of the data and methods used and the reasonableness of the assumptions applied as described in section F.3.1.



## F.4 Information and reporting

State whether the company has at least the following, and describe their characteristics:

F.4.1. A specific function responsible for defining the accounting policies and keeping them up to date (accounting policies department or area) and for resolving doubts or conflicts arising from their interpretation, maintaining regular communication with the persons responsible for operations within the organisation, together with an updated accounting policies manual distributed to all the bank's operating units.

The Financial Reporting Regulation and Supervision Department (under the Financial Reporting Department) is the sole unit responsible for identifying, defining and communicating the accounting policies that affect the Banco Sabadell Group and for responding to queries concerning accounting from the subsidiaries and business units.

The Financial Reporting Department is responsible for informing Senior Management of the Banco Sabadell Group regarding new accounting standards, the results of their implementation and their impact on the financial statements of the Banco Sabadell Group.

The Banco Sabadell Group has guides on accounting procedure that conform to the needs, requirements and dimension of the Banco Sabadell Group; they set out and explain the rules for preparing financial reporting and describe how to apply the rules to the bank's specific operations. These documents not only explicitly refer to the standards applied to each type of transaction but also elaborate upon and interpret them so as to adapt exactly to each transaction type.

These documents are updated periodically (at least once per year) and include the standards applicable for the year 2017. Significant modifications are notified to the dependent companies to which they are applicable.

F.4.2. Mechanisms using standard forms for gathering and preparing financial information, for application and use by all units in the bank or group, to support the main financial statements and notes as well as detailed disclosures on ICFR.

The chief IT systems and applications used in generating financial reporting by the Banco Sabadell Group are centralised and interconnected. There are procedures and controls that ensure proper development and maintenance of those systems, as well as their proper performance, continuity and security.

During the consolidation and preparation of the financial reporting, inputs such as the financial statements issued by the Group subsidiaries are used in the established formats, together with the rest of the financial information required both for accounting harmonisation and for meeting the disclosure requirements.

The Banco Sabadell Group has a number of software applications for consolidation, including a series of controls to ensure the reliability and proper processing of the information received from subsidiaries, notably checks to ensure consolidation entries were posted correctly, an analysis of variations in all balance sheet and income statement items, variations in the results obtained with respect to proper insertion of group undertakings' financial statements, the monthly and annual budget, and specific Bank of Spain checks on the financial statements, in which the balance sheet and profit and loss account items are cross-checked.

## F.5 Supervision of system operation

Report on at least the following, giving details of their main features:

F.5.1. The supervision of ICFR performed by the Audit Committee, and whether the entity has an internal audit function with the duty of supporting the committee in supervising the internal control system, including ICFR. Also provide information on the scope of the evaluation of ICFR carried out during the year and the procedure by which the person assigned to perform the assessment reports the results, whether the entity has an action plan setting out corrective measures and whether its impact on financial reporting has been considered.

At each financial close, the Financial Department carries out an evaluation of the internal control model, the risks of the financial reporting processes, and the adequacy and effectiveness of the related controls, taking account of regulatory changes and of material changes in the entity's processes, among other aspects. Additionally, the automatic checks carried out on the financial statements were strengthened in 2017 due to completion of a project to transform the process of drawing up the accounts.

At 2017 year-end, the Financial Control Department presented an overall report on ICFR to the Audit and Control Committee. The report referred mainly to the operation of the platform that generates the accounts, the number of controls, distinguishing between automatic and manual controls, a summary for the bank's main transactions of the key controls used to cover the ICFR assertions defined in CNMV Circular 5/2013, and a conclusion as to the execution of the controls in the accounting close.

The Banco Sabadell Group also has an Internal Audit Department which reports to the group's Audit and Control Committee. In accordance with Article 13.6 of the Board of Directors Regulation, it is the responsibility of the Audit and Control Committee to monitor the internal audit services and review the appointment and replacement of its managers.

On 24 January 2017, the group's Audit and Control Committee approved the Overall Audit Plan for 2017, which includes aspects relating to the general criteria to be applied as regards the specific supervision of ICFR. One of the Internal Audit Department's missions is to support the Audit and Control Committee in supervising the correct design and implementation and effective operation of the risk monitoring and management systems, which include ICFR.

The Overall Audit Plan sets out the actions to be implemented with respect to the financial areas or processes considered to have the highest residual risk on the basis of a risk assessment exercise. The actions envisaged in the Plan were implemented in 2017 and, in each of them, Internal Audit:

- Identified the controls required to mitigate the risks associated with the activities of the process under review.
- Analysed the effectiveness of the existing controls.
- Verified the performance of these controls and their documentation in the group's ICFR.
- Communicated the conclusions of the review to the audited unit, issuing a report with its opinion, considering the impact on the financial reporting.
- Made any necessary recommendations, including proposals for corrective action.

Additionally, during 2017, Internal Audit performed an overall review of the ICFR every six months in addition to the specific reviews mentioned above, in which it checked the adequacy and effectiveness of the controls considered as vital and also reviewed the general controls over the information systems indicated in section F.3.2.

The reports issued by Internal Audit in relation to the evaluation of the ICFR were submitted to the Audit and Control Committee to enable it to perform its oversight functions. The Committee approved the action plans presented by the Internal Audit Department for remedying any control weaknesses that were identified.

In addition to the aforementioned supervisory activities carried out by the Audit and Control Committee and the Internal Audit Department, in 2017 the external auditor reviewed the information relating to the ICFR, with no adverse findings.

**F.5.2. Is there a discussion procedure through which the auditor (in accordance with the provisions of the Audit Technical Standards), the internal audit function and other experts can report to senior management and to the audit committee or company directors on any significant internal control weaknesses identified during the review of the financial statements, or any other entrusted to them? Also report on whether there is an action plan to remedy or mitigate identified weaknesses.**

The Audit and Control Committee meets at least once every three months (prior to the publication of the regulated disclosures) in order to obtain and analyse the necessary information to fulfil the functions entrusted to it by the Board of Directors.

These meetings carry out an in-depth review of the annual and half-yearly accounts and the interim financial statements of the company together with the rest of the information made available to the market. To carry out this process, the Audit and Control Committee first receives all the documentation and meets with the Director - General Manager, the Internal Audit Department and the external auditor (in the case of the annual and half-yearly accounts) in order to ensure proper application of the current accounting standards and the reliability of the financial reporting. In addition, this discussion process assesses any ICFR weaknesses that were identified, and the proposals to correct them and the status of any actions that have been taken. Every six months, within the ICFR framework, the Audit and Control Committee reviews and approves the action plans presented by the Internal Audit Department in order to correct or mitigate any observed weaknesses.

The group's auditor has direct access to the group's senior management and holds regular meetings to obtain the necessary information and to report on control weaknesses detected during the audit. With regard to the latter, each year the external auditor submits a report to the Audit and Control Committee detailing any internal control weaknesses that were detected or certifying that there were none. This report incorporates comments by group management and any action plans implemented to remedy internal control weaknesses.

## F.6 Other material information

The Banco Sabadell Finance Department has implemented a software application that includes and formalises all the ICFR controls, while at the same time ensuring ongoing identification of new risks to be considered and updates to mitigating controls in each accounting close. This application enables the controls to be validated on time and properly with the aim of guaranteeing the reliability of the financial reporting. The software features are designed to take account of the recommendations in the CNMV's guide entitled "Internal Control over Financial Reporting in Listed Companies," based on the principles and good practices contained in the COSO report (Committee of Sponsoring Organizations of the Treadway Commission).

## F.7 External auditor report

Report on:

**F.7.1. State whether the ICFR information supplied to the market has been reviewed by the external auditor, in which case the corresponding report should be attached. Otherwise, give the reasons for the absence of this review.**

The Banco Sabadell Group submitted the ICFR information supplied to the markets for 2017 to the external auditor for review. The report by the External Auditor (PricewaterhouseCoopers), once it is available, will be attached as an annex to this annual report on corporate governance.

The scope of the auditor's review is determined by Circular E01/2012, dated 25 January 2012, of the Instituto de Censores Jurados de Cuentas de España.

## **G** DEGREE OF ADHERENCE TO RECOMMENDATIONS ON CORPORATE GOVERNANCE

Indicate the degree of compliance by the company with the recommendations of the Unified Good Governance Code for Listed Companies. If any recommendation is not followed or is followed only in part, give a detailed explanation of the reasons so that shareholders, investors and the market in general have sufficient information to be able to evaluate the company's course of action. Explanations of a general nature will not be sufficient.

**1. The bylaws of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.**

Complies  Explain

**2. When a dominant and a subsidiary company are stock market listed, the two should provide detailed disclosure on:**

**a) The respective fields of business and any business relationships between them, as well as those between the listed subsidiary and other companies in the group.**

**b) The mechanisms for settling any conflicts of interest that might arise.**

Complies  Partially complies  Explain  Not applicable

**3. During the Annual General Meeting, in addition to the written corporate governance annual report, the Chairman of the Board of Directors should verbally inform the shareholders, providing sufficient detail, of the most significant aspects of the company's corporate governance and, in particular:**

**a) Any changes since the last General Meeting.**

**b) The specific reasons for which the company does not follow one or more of the recommendations of the Code of Corporate Governance and, if any, alternative rules that are of application in this matter.**

Complies  Partially complies  Explain

**4. The company defines and promotes a communication and contact policy with shareholders, institutional investors and proxy advisors that fully complies with the standards to combat market abuse and that gives similar treatment to shareholders in the same position. This policy should be disclosed on the company's website, complete with details of how it has been put into practice and the identities of the relevant interlocutors or those entrusted with its implementation.**

Complies  Partially complies  Explain

**5. The Board of Directors should not submit proposals to the General Meeting to grant powers to issue shares or convertible securities while overriding pre-emptive subscription rights for an amount greater than 20% of the capital at the time of the granting of these powers. Whenever the Board of Directors approves an issuance of shares or convertible securities, with the exception of pre-emptive subscription rights, the company should immediately publish on its website the reports required in mercantile legislation in connection with overriding pre-emptive rights.**

Complies  Partially complies  Explain

**6. Although not expressly required by company legislation, listed companies that have prepared the reports listed below, either mandatorily or voluntarily, should publish them on their website sufficiently in advance of the Ordinary General Meeting:**

**a) Report on the auditor's neutrality.**

**b) Reports on the operation of the Audit Committee and the Appointments and Remuneration Committees.**

**c) Report by the Audit Committee on related-party transactions.**

**d) Report on the company's corporate responsibility policy.**

Complies  Partially complies  Explain

**7. The company should broadcast its general meetings live on the corporate website.**

Complies  Explain

**8. The audit committee should strive to ensure that the board of directors can present the company's accounts to the general meeting without limitations or qualifications in the auditor's report. In the**

exceptional case that qualifications exist, both the chairman of the audit committee and the auditors should give a clear account to shareholders of their scope and content.

Complies  Partially complies  Explain

**9. The company should disclose its conditions and procedures for accrediting share ownership, the right to attend general meetings and the exercise or delegation of voting rights, and display them permanently on its website. Such conditions and procedures should encourage shareholders to attend and exercise their rights and be applied in a non-discriminatory manner.**

Complies  Partially complies  Explain

**10. When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the general meeting, the company should:**

**a) Immediately circulate the supplementary items and new proposals.**

**b) Re-issue the attendance card or proxy appointment or remote voting form in a duly modified form so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the board of directors.**

**c) Put all these items or alternative proposals to the vote applying the same voting rules as for those submitted by the board of directors, with particular regard to presumptions or deductions about the direction of votes.**

**d) After the general meeting, disclose the breakdown of votes on such supplementary items or alternative proposals.**

Complies  Partially complies  Explain  Not applicable

**11. In the event that a company plans to pay for attendance at the general meeting, it should first establish a general, long-term policy in this respect.**

Complies  Partially complies  Explain  Not applicable

**12. The Board of Directors should perform its duties with unity of purpose and independence, according the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interests, understood as the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value.**

**In pursuing the corporate interest, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, clients and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.**

Complies  Partially complies  Explain

**13. The board of directors should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is between five and fifteen members.**

Complies  Explain

**14. The board of directors should approve a director selection policy that:**

**a) Is concrete and verifiable;**

**b) Ensures that appointment or re-election proposals are based on a prior analysis of the board's needs; and**

**c) Favours a diversity of knowledge, experience and gender.**

The results of the prior analysis of board needs should be written up in the nomination committee's explanatory report, to be published upon convening the general meeting that will ratify the appointment and re-election of each director.

The director selection policy should pursue the goal of having at least 30% of total board places occupied by women directors before the year 2020.

The nomination committee should run an annual check on compliance with the director selection policy and set out its findings in the annual corporate governance report.

Complies  Partially complies  Explain

**15. Proprietary and independent directors should constitute an ample majority on the board of directors, while the number of executive directors should be as low as is practical bearing in mind the complexity of the corporate group and the ownership interests they control.**

Complies  Partially complies  Explain

**16. The percentage of proprietary directors out of all non-executive directors should be no greater than the proportion between the ownership stake of the shareholders they represent and the remainder of the company's capital. This criterion can be relaxed:**

**a) In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.**

**b) In companies with a plurality of shareholders represented on the board but not otherwise related.**

Complies  Explain

**17. Independent directors should account for at least half of all board members. However, when the company does not have a large market capitalisation, or when a large cap company has shareholders individually or concertedly controlling over 30 percent of capital, independent directors should occupy, at least, a third of board places.**

Complies  Explain

**18. Companies should disclose the following director particulars on their websites and keep them regularly updated:**

**a) Background and professional experience.**

**b) Directorships held in other companies, listed or otherwise, and other paid activities they engage in, of any nature.**

**c) Statement of the director category to which they belong, in the case of proprietary directors, indicating the shareholder they represent or have links with.**

**d) Dates of their first appointment as a board member and subsequent re-elections.**

**e) Shares held in the company, and any options on the same.**

Complies  Partially complies  Explain

**19. Following verification by the nomination committee, the annual corporate governance report should disclose the reasons for the appointment of proprietary directors at the urging of shareholders controlling less than 3 percent of capital; and explain any rejection of a formal request for a board place from shareholders whose equity stake is equal to or greater than that of others who applied successfully for a proprietary directorship.**

Complies  Partially complies  Explain  Not applicable

**20. Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. If such shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the number of the latter should be reduced accordingly.**

Complies  Partially complies  Explain  Not applicable

**21. The board of directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the bylaws, except where they find just cause, based on a proposal from the nomination committee. In particular, just cause will be presumed when directors take up new posts or responsibilities that prevent them allocating sufficient time to the work of a board member, or are in breach of their fiduciary duties or come under one of the cases enumerated in the applicable legislation that disqualify a person from being classified as independent. The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided the changes in board membership arise from the proportionality criterion set out in recommendation 16.**

Complies  Explain

**22. Companies should establish rules obliging directors to disclose any circumstance that might harm the organisation's name or reputation, and to tender their resignation, if appropriate, and, in particular, to inform the board if they are investigated by the police and, and the progress of any subsequent court hearing.**

**As soon as a director is indicted or arraigned for any of the offences listed in company law, the board of directors should open an investigation and, in light of the particular circumstances, decide whether or not the director should be called on to resign. The Board of Directors should give a reasoned report on this in the annual report on corporate governance.**



Complies  Partially complies  Explain

**23. Directors should express their clear opposition when they feel a proposal submitted for the board's approval might damage the corporate interest. In particular, independents and other directors not subject to potential conflicts of interest should strenuously challenge any decision that could harm the interests of shareholders lacking board representation.**

**When the board makes material or reiterated decisions about which a director has expressed serious reservations, then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation. The terms of this recommendation also apply to the secretary of the board, even if he or she is not a director.**

Complies  Partially complies  Explain  Not applicable

**24. Directors who give up their place before their tenure expires, through resignation or otherwise, should state their reasons in a letter to be sent to all members of the board.**

**Whether or not such resignation is disclosed in the form of a regulatory disclosure, the reasons should be set out in the annual corporate governance report.**

Complies  Partially complies  Explain  Not applicable

**25. The nomination committee should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively. The board of directors regulations should lay down the maximum number of company boards on which directors can serve.**

Complies  Partially complies  Explain

**26. The board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each director may propose the addition of initially unscheduled items.**

Complies  Partially complies  Explain

**27. Director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of unavoidable absence, directors should grant proxy with the appropriate instructions.**

Complies  Partially complies  Explain

**28. When directors or the secretary express concerns about a motion or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, they should be entered in the minute book if the person expressing them so requests.**

Complies  Partially complies  Explain  Not applicable

**29. The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.**

Complies  Partially complies  Explain



**30. Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.**

Complies  Partially complies  Explain

**31. The agendas of board meetings should clearly indicate on which points directors must arrive at a decision, so that they can study the matter or gather the material they need beforehand. For reasons of urgency, the chairman may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly minuted, of the majority of directors present.**

Complies  Partially complies  Explain

**32. Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its group.**

Complies  Partially complies  Explain

**33. The chairman, as the person charged with the efficient functioning of the board of directors, in addition to the functions assigned by law and the company's bylaws, should prepare and submit to the board a schedule of meeting dates and agendas; organise and coordinate regular evaluations of the board and, where appropriate, the company's chief executive officer; exercise leadership of the board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review refresher courses for each director, when circumstances so advise.**

Complies  Partially complies  Explain

**34. When a lead independent director has been appointed, the bylaws or board of directors regulations should grant him or her the following powers over and above those conferred by law: chair the board of directors in the absence of the chairman or vice chairmen; give voice to the concerns of non-executive directors; maintain contacts with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those to do with the company's corporate governance; and coordinate the chairman's succession plan.**

Complies  Partially complies  Explain  Not applicable

**35. The board secretary should strive to ensure that the board's actions and decisions are informed by the recommendations of the Good Governance Code that are applicable to the company.**

Complies  Explain

**36. The board in full should conduct an annual assessment, adopting, where necessary, an action plan to correct weakness detected in:**

- a) The quality and efficiency of the board's operation.
- b) The performance and membership of its committees.
- c) The diversity of board membership and competences.
- d) The performance of the chairman of the board of directors and the company's chief executive.
- e) The performance and contribution of individual directors, with particular attention to the chairs of board committees.

The evaluation of board committees should start from the reports they send to the board of directors, while that of the board itself should start from the report of the nomination committee. Every three years, the board of directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the nomination committee. Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the annual corporate governance report. The process followed and areas evaluated should be detailed in the annual corporate governance report.

Complies  Partially complies  Explain

**37. When an executive committee exists, its membership mix by director class should resemble that of the board. The secretary of the board should also act as secretary of the executive committee.**

Complies  Partially complies  Explain  Not applicable

In accordance with article 59 of the Articles of Association, the Executive Committee will comprise at most 6 directors. At the end of 2017, the Executive Committee comprised 3 executive directors and 2 independent directors. The Chairman of the Board of Directors is a member and the Chair of the Executive Committee; the Vice-Secretary of the Board of Directors is the Secretary of the Executive Committee, with the same faculties as the Secretary of the Board of Directors.

The Appointments Committee has sought to ensure that the composition of the Executive Committee is similar to that of the Board of Directors, with both executive directors and independent directors who, additionally, are not members of any of the other Board sub-committees. Consequently, Banco Sabadell understands that the composition of the Executive Committee in terms of the categories of directors who are represented is similar to that of the Board of Directors itself, in line with the principles of the Code of Good Governance.

Independent directors account for 66.67% of the Board of Directors and 40% of the Executive Committee.

**38. The board should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the committee's minutes.**

Complies  Partially complies  Explain  Not applicable

**39. All members of the audit committee, particularly its chairman, should be appointed on the basis of their knowledge and experience in accounting, auditing and risk management. A majority of committee places should be held by independent directors.**

Complies  Partially complies  Explain

**40. Listed companies should have a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and control systems. This unit should report functionally to the board's non-executive chairman or the chairman of the audit committee.**

Complies  Partially complies  Explain

**41. The head of the unit handling the internal audit function should present an annual work programme to the audit committee, inform it directly of any incidents arising during its implementation and submit an activities report at the end of each year.**

Complies  Partially complies  Explain  Not applicable

**42. The audit committee should have the following functions over and above those assigned to it by law:**

**1. With respect to internal control and reporting systems:**

a) Monitor the preparation and the integrity of the financial information relating to the company and, as appropriate, the group, checking for compliance with legal provisions, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.

b) Monitor the independence of the unit handling the internal audit function; propose the selection, appointment, re-election and removal of the head of the internal audit service; propose the service's budget; approve its priorities and work programmes, ensuring that it focuses primarily on the main risks the company is exposed to; receive regular report-backs on its activities; and verify that senior management are acting on the findings and recommendations of its reports.

c) Establish and supervise a mechanism whereby staff can report, confidentially and, if appropriate and feasible, anonymously, any significant irregularities that they detect in the course of their duties, in particular financial or accounting irregularities.

2. With regard to the external auditor:

a) Investigate the issues giving rise to the resignation of the external auditor, should this come about.

b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.

c) Ensure that the company notifies any change of external auditor to the CNMV as a regulatory disclosure, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.

d) Ensure that the external auditor holds an annual meeting with the full Board of Directors to report on the work carried out and on the evolution of the accounting situation and the company's risks.

e) Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.

Complies  Partially complies  Explain

43. The audit committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior officer.

Complies  Partially complies  Explain

44. The audit committee should be informed of any fundamental changes or corporate transactions the company is planning, so that the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the proposed exchange ratio.

Complies  Partially complies  Explain  Not applicable

45. Risk control and management policy should identify at least:

a) The different types of financial and non-financial risk the company is exposed to (including operational, technological, financial, legal, social, environmental, political and reputational risks), with the inclusion under financial or economic risks of contingent liabilities and other off-balance-sheet risks.

b) The determination of the risk level the company sees as acceptable.

c) The measures in place to mitigate the impact of identified risk events should they occur.

**d) The internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.**

Complies  Partially complies  Explain

**46. Companies should establish a risk control and management function in the charge of one of the company's internal department or units and under the direct supervision of the audit committee or some other dedicated board committee. This function should be expressly charged with the following responsibilities:**

**a) Ensure that risk control and management systems are functioning correctly and, specifically, that major risks the company is exposed to are correctly identified, managed and quantified.**

**b) Participate actively in the preparation of risk strategies and in key decisions about their management.**

**c) Ensure that risk control and management systems are mitigating risks effectively in the frame of the policy drawn up by the board of directors.**

Complies  Partially complies  Explain

**47. Appointees to the nomination and remuneration committee — or the nomination committee and remuneration committee, if separate — should have the right balance of knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be independent directors.**

Complies  Partially complies  Explain

**48. Large cap companies should have separate nomination and remuneration committees.**

Complies  Explain  Not applicable

**49. The nomination committee should consult with the company's chairman and chief executive, especially on matters relating to executive directors.**

**When there are vacancies on the board, any director may approach the nomination committee to propose candidates that it might consider suitable.**

Complies  Partially complies  Explain

**50. The remuneration committee should operate independently and have the following functions in addition to those assigned by law:**

**a) Propose to the board the standard conditions for senior officer contracts.**

**b) Monitor compliance with the remuneration policy set by the company.**

**c) Periodically review the remuneration policy for directors and senior officers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior officers in the company.**

**d) Ensure that conflicts of interest do not undermine the independence of any external advice the committee engages.**

**e) Verify the information on director and senior officers' remuneration contained in corporate documents, including the annual directors' remuneration statement.**

Complies  Partially complies  Explain

**51. The remuneration committee should consult with the company's chairman and chief executive, especially on matters relating to executive directors and senior officers.**

Complies  Partially complies  Explain

**52. The terms of reference of supervision and control committees should be set out in the board of directors regulations and aligned with those governing legally mandatory board committees as specified in the preceding sets of recommendations. They should include at least the following terms:**

- a) Committees should be formed exclusively by non-executive directors, with a majority of independents.**
- b) Committees should be chaired by an independent director.**
- c) The board should appoint the members of such committees on the basis of the directors' knowledge, skills and experience and each committee's terms of reference; discuss their proposals and reports; and provide report-backs on their activities and work at the first board plenary following each committee meeting.**
- d) They may engage external advice, when they feel it necessary for the discharge of their functions.**
- e) Meeting proceedings should be minuted and a copy made available to all board members.**

Complies  Partially complies  Explain  Not applicable

**53. The task of supervising compliance with corporate governance rules, internal codes of conduct and corporate social responsibility policy should be assigned to one board committee or split between several, which could be the audit committee, the nomination committee, the corporate social responsibility committee, where one exists, or a dedicated committee established ad hoc by the board under its powers of self-organisation, with at the least the following functions:**

- a) Monitor compliance with the company's internal codes of conduct and corporate governance rules.**
- b) Oversee the strategy for communication and relations with shareholders and investors, including small and medium-sized shareholders.**
- c) Periodically evaluate the effectiveness of the company's corporate governance system, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of the other stakeholders.**
- d) Review the company's corporate social responsibility policy, ensuring that it is geared to value creation.**
- e) Monitor corporate social responsibility strategy and practices and assess compliance in their respect.**
- f) Monitor and evaluate the company's interaction with its stakeholders.**
- g) Evaluate all aspects of the non-financial risks the company is exposed to, including operational, technological, legal, social, environmental, political and reputational risks.**
- h) Coordinate non-financial and diversity reporting processes in accordance with applicable legislation and international benchmarks.**

Complies  Partially complies  Explain

**54. The corporate social responsibility policy should state the principles or commitments the company will voluntarily adhere to in its dealings with stakeholder groups, specifying at least:**

- a) The goals of its corporate social responsibility policy and the support instruments to be deployed.
- b) The corporate strategy with regard to sustainability, the environment and social issues.
- c) Concrete practices in matters relative to: shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of illegal conduct.
- d) The methods or systems for monitoring the results of the practices referred to above, and identifying and managing related risks.
- e) The mechanisms for supervising non-financial risk, ethics and business conduct.
- f) Channels for stakeholder communication, participation and dialogue.
- g) Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.

Complies  Partially complies  Explain

**55. The company should report on corporate social responsibility developments in its directors' report or in a separate document, using an internationally accepted methodology.**

Complies  Partially complies  Explain

**56. Director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independence of non-executive directors.**

Complies  Explain

**57. Variable remuneration linked to the company's and the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans should be confined to executive directors. The company may consider the share-based remuneration for non-executive directors provided that they must retain such shares until the end of their mandate. The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.**

Complies  Partially complies  Explain

**58. In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's industry, or circumstances of that kind. In particular, variable remuneration items should meet the following conditions:**

a) Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.

b) Promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies.

c) Be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over sufficient time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.

Complies  Partially complies  Explain  Not applicable

59. A major part of variable remuneration components should be deferred for long enough to ensure that predetermined performance criteria have effectively been met.

Complies  Partially complies  Explain  Not applicable

60. Remuneration linked to company earnings should bear in mind any qualifications stated in the external auditor's report that reduce their amount.

Complies  Partially complies  Explain  Not applicable

61. A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.

Complies  Partially complies  Explain  Not applicable

62. Following the award of shares, share options or other rights on shares derived from the remuneration system, directors should not be allowed to transfer a number of shares equivalent to twice their annual fixed remuneration, or to exercise the stock options or other rights on shares, for at least three years after their award.

The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.

Complies  Partially complies  Explain  Not applicable

63. Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when payment was out of step with the director's actual performance or based on data subsequently found to be misstated.

Complies  Partially complies  Explain  Not applicable

64. Termination payments should not exceed a fixed amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that he or she has met the predetermined performance criteria.



Complies  Partially complies  Explain  Not applicable

## **H OTHER INFORMATION OF INTEREST**

1. If there are any material aspects relating to corporate governance at the company or any of the group companies that has not been disclosed in other sections of this report but which are necessary to provide a more comprehensive and fully reasoned picture of the entity's governance structure and practices, describe them briefly.

2. This section may be used to provide further information, clarifications or reservations in relation to the preceding sections of this report, which should be significant and not repetitive.

Specifically, indicate if the company is subject to corporate governance legislation of any jurisdiction other than Spain, and, if so, include the obligatory disclosures that differ from those required in this report.

3. The company may also indicate whether it has voluntarily adopted any other codes of ethics or good practices, whether international, industry-wide or otherwise. Identify any such code and the date on which it was adopted.

### **A.2**

The information provided is based on communications sent by shareholders to the CNMV or directly to the bank. The percentage of total rights corresponds to the entity's current share capital, which was increased on 2 November 2017, shares being listed on 23 November 2017.

### **A.8**

See table attached.

### **B.5**

In accordance with article 38 of the Articles of Association of Banco de Sabadell, S.A., in order to attend and vote at a General Meeting, shareholders must accredit that they possess or hold proxies for one thousand (1,000) shares. Shareholders holding less than that minimum amount of shares may group together to constitute the minimum and grant proxy to any one of them, or to another shareholder that is entitled to attend the General Meeting in accordance with the provisions of the Articles of Association.

### **C.1.2**

Mr. Miquel Roca i Junyent was appointed Secretary of the Board of Directors (not a director) at the Board meeting on 13 April 2000, and Ms. María José García Beato, the bank's General Secretary, was appointed Vice-Secretary of the Board of Directors (not a director) at the Board meeting held on 1 June 2012.

### **C.1.5, C.1.6 and C.1.6.bis**

In addition to the information on gender diversity set out in sections C.1.5, C.1.6 and C.1.6.bis, and in accordance with the new wording of sub-section 6 of article 540.4 c) of the Capital Companies Act, as amended by Royal Decree-Law 18/2017, of November 24, whereby the Annual Corporate Governance Report must contain a description of the diversity policy applied in relation to the Board of Directors, Banco Sabadell applies its diversity policy through the Banco Sabadell Director Selection Policy approved by the Board of Directors on 25 February 2016, which aims to ensure an appropriate balance in the composition of the Board of Directors as a whole such as to enrich decision-making and provide a plurality of viewpoints in debates on matters within its competence.

In order to achieve this diversity objective, the Policy establishes the conditions that the Appointments Committee must vet in candidates for directorships in Banco Sabadell; candidates are required to have professional competence, provide diversity and meet the fitness and suitability requirements.

Professional competence will be assessed in persons who have achieved recognition in their profession; particular value is attached to recognition or prominence in the business community, which enables the candidate to contribute a strategic and business vision.



Candidates are also expressly required to have an academic background with the appropriate level and profile to comprehend the bank's main activities and risks. Diversity in the Board of Directors is achieved through a variety of professional profiles, experiences, origins and nationalities and, in particular, gender; fitness and suitability is evidenced by an appropriate track record and personal, commercial and professional conduct that shed no doubt as to the person's capacity to exercise healthy, prudent oversight of the entity. In addition, Banco Sabadell has a set of policies, internal rules and codes of conduct that guarantee ethical and responsible behaviour throughout the organisation and have an impact on diversity and that are equally applicable to the Board of Directors, both in the director selection procedure and in the day-to-day performance of their functions, in matters such as training and professional experience, age, disability and gender. These policies are published on the Company's corporate website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)), within the Corporate Social Responsibility (CSR) section.

One of the primary guidelines of the Banco Sabadell Group Human Resources Policy is to ensure optimal professional development for its employees while providing a working environment free of any kind of discrimination, whether on grounds of age, ability or gender. Additionally, the Banco Sabadell Group Ethics and Human Rights Policy requires that fairness, transparency, professional responsibility, respect for diversity and the rights of individuals and the non-discrimination and exploitation of the human being are values that are part of the way of being and way of doing of the Banco Sabadell Group. Likewise, the Ethics and Human Rights Policy enshrines the principle of equality of persons without any distinction on the basis of race, sex, religion or any other distinguishing characteristic, respecting their dignity and guaranteeing equality of opportunities.

In the area of workplace safety, the Banco Sabadell Occupational Safety Plan has a specific procedure for the protection of particularly sensitive persons, including workers with a recognised disability, which applies equally to the Board of Directors.

Below are some specific data related to diversity in issues such as training, and professional experience and age. Gender diversity was dealt with specifically in sections C.1.5, C.1.6 and C.1.6.bis.

The diversity of training and professional experience in the Board of Directors is reflected in the directors' range of specialities and professional experience, as detailed for the independent directors in section C.1.3. As a whole, and taking into account that the most of the directors' professional experience falls under more than one profile, the Board has the following profiles in terms of specialisation or experience: six directors have a background in banking and finance, eight have a business background, three have an academic background, two have international experience, one is a consultant, two are auditors and one has a background in insurance. Regarding the diversity applied to this issue during the year 2017, the three director appointments made during the year contributed to maintaining and strengthening the diversity and collective suitability of the Board of Directors, since the appointees contributed an international, business, banking and financial profile to cover the existing needs within the Board of Directors, by matching the profiles of the outgoing directors and coming at a time in which the Banco Sabadell Group is expanding internationally.

The average age of Board members is 62.5. In relation to the issue of diversity applied to age, particularly in order to maintain the diversity of the Board of Directors as a whole, the Appointments Committee seeks to ensure that the composition of the Board of Directors includes an appropriate balance between directors having sufficient prior professional experience to enable them to function as directors of a credit institution, and the possibility of their holding office for long enough to make a meaningful contribution to sustainable value creation.

## **C.1.10**

All Board powers have been delegated to the Managing Director, Mr. Jaime Guardiola Romojaro, except for those that cannot legally be delegated.

The powers delegated to him include the following:

1. To enter into any contracts and binding agreements generally and carry out any acts or enter into any contracts for the administration, disposal, and defence of assets and rights of any description including properties and rights in rem. These powers shall therefore include, without limitation, the following: to purchase and sell, even for deferred payment, encumber, mortgage and generally dispose of property and rights of any kind; to constitute, accept and extinguish rights in rem, including any purchase options and defeasance clauses required to be recorded in the Property Registry and other similar rights or claims; to set up, alter or terminate companies of any description and hold any position or office in same, and attend, speak and vote at general and other meetings thereof.

2. To draw, accept, take or acquire, negotiate, discount, endorse, collect and guarantee bills of exchange, promissory notes, receipts, invoices, cheques and endorsable commercial paper of all kinds, whether made out to a named person or to bearer; to enter protests on non-acceptance or non-payment and sign any documents required for any of the aforesaid purposes.

3. To pay and receive money of any amount under any heading and cash payment orders by central, regional, provincial or municipal governments.

4. To open ordinary cash or securities current accounts and current accounts guaranteed by securities and by personal credit, with any bank, credit or savings institution, including in particular the Bank of Spain or any branch thereof; to stand surety for any account or accounts opened by third parties and extend, renew, clear, settle or close the same, and sign any policies, invoices or other documents required to carry out such operations; to issue drafts against any of the aforesaid accounts whether such accounts have been opened under the authority of this power or are currently held or opened in the future by the grantor hereof or by any other person on its behalf, and sign cheques, notes, drafts or any other documents accepted for this purpose; to collect from any such banks or the Bank of Spain or any branch thereof books of cheques, notes or drafts in order to issue drafts drawn on any or all the aforesaid accounts; and to confirm acceptance of any balance thereof. To make contracts assigning maximum limits for future loans secured by personal guarantee and rediscounting agreements with the Bank of Spain.

5. To give and receive money on loan and credit facilities of any description with or without collateral or other security.

To accept, vary, postpone and extinguish any mortgage, lien, pledge with transfer of possession or otherwise, antichresis, aval, bond or any other personal guarantees from third parties as security for loans, credit facilities and any other transactions with or by the Bank, and for this purpose to sign certificates of delivery or other public or private documents as necessary.

6. To withdraw deposits of cash, securities or jewellery and sign receipts or other documents in respect thereof, withdraw any assets pledged as security for loans or credit or on loans for goods and to sign any documents required; to withdraw any assets transferred to the Grantor in any lending transaction it may carry out and sign receipts in respect thereof; to request the transfer, at the risk and expense of the Grantor, of any assets deposited and any loans and credit and associated collateral, from any premises of the Bank of

Spain to any other premises of the Bank of Spain or from any bank to any other.

7. To buy, sell or transfer any transferable securities including shares in the Bank of Spain or any other Bank.

8. To receive, open and respond to postal, telegraphic, or telephone communications addressed to the Bank, including registered letters, and take possession of and give receipts for any assets declared to be for the Bank.

9. To receive interest or dividends on securities deposited with any banks as previously mentioned and the value of any securities that are redeemed, and sign payment orders or drafts as necessary; to collect any amounts to be paid into current accounts by order of the grantor for the benefit of any other person, when such payments are cancelled.

10. To apply to the Bank of Spain and other Banks for the hire of safe deposit boxes with the same authority as the Grantor to open the same as and when he sees fit, and for this purpose to sign such documents as the representation of the Bank may require of him.

11. To approve the opening of current accounts, savings accounts, deposit and term accounts, certificates of deposit and deposits of securities and accounts of any other nature; to hire and open safe deposit boxes and sign any documents necessary for the same to be fully operational.

12. To act on behalf of the Bank when any debtor of the Bank is in an arrangement with creditors or engaged in insolvency or bankruptcy proceedings and to attend meetings and appoint Trustees and Administrators, accept or reject proposals by the debtor and continue until the conclusion of proceedings, accept mortgages, pledges, antichresis or any other security, reach settlements on the exercise of claims and remedies, accept the decisions of arbitrators in arbitration in law or in equity.

13. To represent the Bank and to appear, whether in person or through court agents or such other authorised representatives as he shall appoint by power of attorney or otherwise, before any authority, court, hearing, jury, tribunal, office, delegation, commission, committee, union, ministry, employment tribunal, national fund or institution, department or authority of central, regional, provincial or municipal government and any other official body; to institute, commence, pursue, abandon or reach settlements in any proceedings, litigation, suit, judicial process, application or appeal of any kind and approve pleadings drafted on behalf of Banco de Sabadell, S.A. when required and reply to interrogatories on the Bank's behalf, and represent the Bank in all matters and generally carry out all acts of administration, management and commerce.

14. To represent the Bank at meetings of shareholders, members or associates, in the companies or associations in which the Bank is a shareholder, member or associate, with the full right to speak, vote and object, without any limitation whatsoever.

15. To give or furnish bonds, pledges and guarantees of any kind and assume liability either jointly or jointly and severally with the principal debtor, waive the benefits of order, discussion and division or other benefits and without limit as to type or amount to any natural or legal person or any bank or savings institution including, in particular, the Bank of Spain and any other official credit institution or any company, firm, organisation, office, entity or official body whether of central, institutional, regional, provincial or local government; and in particular before the aforementioned public bodies and authorities and local tax offices so as to be answerable to the Treasury for the monies in respect of which the guarantee was given and to issue guarantees, including non-dispossessionary pledges, to the Ministry of Finance's Central Cashier's Office, and revoke any such bonds or guarantees and discharge the same in any manner deemed expedient.

16. Direct and respond to claims and receive notifications and to give warnings and ask notaries to notarise all types of minutes.

17. To engage and dismiss employees and make any determinations as to promotion, responsibilities, emoluments, bonuses and compensation; to initiate, pursue and conduct employment-related proceedings until cancelled or brought to a conclusion.

18. To sub-delegate, without any limitation whatsoever, any or all of the powers granted hereunder to such person or persons as he may see fit, and specify powers and methods of operation, and revoke any such sub-delegations.

### **C.1.15**

The amount of pension rights vested in directors includes the amounts accumulated since 2000 and, therefore, does not refer only to the amount contributed in the year.

### **C.1.16**

In application of the standard, this section includes the 8 members of senior management, plus the Internal Auditor. There were changes in senior management in 2017: General Manager Mr. Fernando Pérez-Hickman Muñoz stepped down, and Deputy General Managers Mr. Rafael José García Nauffal and Mr. Manuel Tresánchez Montaner were appointed.

The total remuneration of senior management does not include the combined contributions to pension plans, structured through insurance policies, in the year 2017, which amounted to 2,013.60 thousand euro.

### **C.1.19**

(continuation of text shown in section C.1.19)

Removal

Directors must step down when their term ends if they are not re-appointed, or when the General Meeting of Shareholders or the Board of Directors so decides using the powers conferred on them by law or the Articles of Association. The Appointments Committee is empowered to make proposals for the removal of independent directors by the General Meeting of Shareholders, and to advise on proposals to remove directors in other categories. The Board does not currently have any powers in this respect under the law or the Articles of Association. The General Meeting of Shareholders may remove directors at any time, as provided in article 50 of the Articles of Association.

#### Restrictions

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 Spanish Corporations Act 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 obligation to the bank.
- e) Persons in any of the situations of incompatibility or limitation on holding office as provided by law.

### C.2.1

(continuation of text shown in section C.2.1 of the Audit and Control Committee)

The Committee analysed the content and the main impacts of Technical Guide 3/2017 on Audit Committees at Public-Interest Entities, published by the CNMV in June 2017, and established an action plan to adapt the Committee's operation to same. The Audit and Control Committee also performed a self-assessment.

In addition to the information detailed in this point, the following persons form part of the Board sub-committees:

- Executive Committee: Ms. María José García Beato, as Secretary.
- Audit and Control Committee: Mr. Miquel Roca i Junyent, as Secretary.
- Appointments Committee: Mr. Miquel Roca i Junyent, as Secretary.
- Remuneration Committee: Ms. María José García Beato, as Secretary.
- Risk Committee: Ms. María José García Beato, as Secretary.

### E.2

(continuation of text shown in section E.2):

- Treasury and Capital Markets Department: responsible for managing the bank's liquidity, and management and compliance with its regulatory coefficients and ratios. It also manages the risk of the proprietary trading book, interest rate and exchange rate risk and various books, basically due to operational flows with both internal and external clients, originating from the activity of the Distribution units and also the Finance Department and the network of branches and offices.

- Compliance Department: promotes and seeks to ensure the highest possible level of compliance with the legislation in force and with the group's professional ethics, thereby mitigating compliance risk, which is understood as the risk of incurring legal or administrative sanctions, significant financial losses or reputational losses due to non-compliance with laws, regulations, standards, self-regulations and codes of conduct applicable to banking activities.

- Internal Audit Department: (i) oversees the control system established for effective compliance with management policies and procedures, assessing the adequacy and effectiveness of the management and control activities of each functional and executive unit, reporting directly to the Audit and Control Committee; (ii) verifies the design and effectiveness of the Risk Appetite Statement and its alignment with the supervisory framework; and (iii) provides assurance concerning the implementation of the RAS both in the document structure (consistency between them and the RAS) and in the subsequent integration into the Bank's management practices, verifying compliance with the established metrics and action plans.

- Tax Advisory Department (Legal Department): responsible for setting the tax approach in matters of importance for tax reasons and for advising the Board of Directors and the group's divisions. It may also obtain advice from independent experts where considered necessary.

- The other divisions, areas and departments, including Human Resources and the Centralised Administration, must implement the tax strategy in all actions or operations that may have a tax impact.

Additionally, the following committees have been created and have risk control and management functions within the Risk Appetite Framework:

- Technical Risk Committee, which holds meetings on a monthly basis and has the following functions:

- (i) supporting the Risk Committee in fulfilling its functions: determining, proposing, reviewing and tracking the Risk Appetite Framework; supervising the undertaking's risk on an overall level; tracking the tolerance thresholds of first- and second-tier metrics, and adaptation plans; (ii) approving second-tier limits (including liquidity, interest rate and treasury metrics); (iii) approving minor changes in models,

criteria and procedures as well as monitoring the use of models and autonomies in approving transactions; (iv) approving policy frameworks and debating asset allocation strategies (public sector, industry level, ...); (v) tracking and managing delinquency; (vi) performing ad hoc analysis of specific portfolio-related issues in order to integrate them into the management approach; and (vii) drafting and proposing policies and criteria for proper risk management.

- Credit Transactions Committee, which holds meetings on a weekly basis and has the following functions: (i) approval of credit transactions, including transactions/limits for countries and banks, and of specific criteria in line with the policies under the established delegation of powers; (ii) establishment of autonomies in accordance with the established delegation of powers, monitoring their use, and referring proposals for changes to the Executive Committee; and (iii) monthly reporting to the Executive Committee of the transactions approved and performed in the previous month.

- Asset and Capital Transactions Committee (COAC), which holds meetings every two weeks and has the following functions: (i) approval of asset management transactions in accordance with the established delegation of powers; (ii) monthly reporting to the Executive Committee of the transactions approved and performed in the previous month.

- Real Estate Development Committee, which has the following functions: (i) setting action criteria and strategy in relation to the Group's real estate portfolio (analysis of trends in real estate exposure and real estate action policies); (ii) taking the decisions that must be adopted by real estate subsidiaries (holding companies and servicer); proposal of investment operations in real estate developments and land development; and (iii) monitoring the performance of Solvia Real Estate.

- Assets and Liabilities Committee (ALCO): this body defines criteria for the appropriate management of the structural risk assumed in the Group's balance sheet in its commercial activity and of market risk. It supervises interest rate, exchange rate, equity and liquidity risk and suggests commercial, market or hedging alternatives intended to achieve business targets based on the market and balance sheet situation.

- Operational Risk Committee, which meets every two months and defines the strategic guidelines and framework for operational risk management and establishes operational priorities on the basis of the assessment of the risk exposure of the various business and corporate departments. Reputational risk is managed by the Operational Risk Committee.

- Internal Control Body: Oversight and monitoring body which oversees compliance with the law on the prevention of money laundering and terrorist financing and the law to block terrorist financing; it comprises representatives of all the group companies that are bound by the legislation in this area, as well as areas of particular risk for the bank. The Compliance Department acts as secretary of this Body.

- Corporate Ethics Committee: Oversight and monitoring body which oversees the group's compliance with the code of conduct with regard to the securities market and with the general code of conduct.

There are other committees for specific risk types, notably the Models Committee, the Provisions Committee and the Liquidity Committee.

## E.6

(continuation of text shown in section E.6):

With regard to credit risk, the bank has implemented advanced measurement models based on internal data, tailored to particular counterparty segments and categories (businesses, retailers, individuals, mortgages and consumer credit, property developers, project finance, structured financing, financial institutions and countries), thus allowing transactions to be differentiated on the basis of risk and assessments to be made of the probability of default or the degree of severity in the event of default actually occurring.

The bank has a tax risk management policy whose objective is to ensure compliance with tax obligations while guaranteeing an appropriate return for our shareholders. The Tax department establishes criteria and advises on the taxation applicable to the departments responsible for the calculating and paying taxes. The departments are responsible for establishing procedures and controls to ensure that taxes are properly calculated and paid, which are subject to review by the Internal Audit department.

More information regarding the systems for controlling the risks to which the group is exposed can be found in the Annual Report, available on the corporate website: [www.grupobancosabadell.com](http://www.grupobancosabadell.com) – Shareholder and Investor Information – Financial Information – Annual Reports.

Indicate whether any board members voted against or abstained with respect to the approval of this report.

Yes

No

Name of director who did not vote in favour of approving this report	Reasons (vote against, abstention, absence)	Explain reasons

At a meeting of the administrators of Banco de Sabadell, S.A. on 1 February 2018, and in compliance with the requirements set forth in Article 253.2 of the Spanish Capital Companies Act and Article 37 of the Spanish Commercial Code, the annual accounts and the Directors' report for the period from 1 January 2017 to 31 December 2017 of Banco de Sabadell, S.A. ,presented on the 328 pages preceding this brief, printed, together with the latter, on the 165 consecutively numbered pages of class 8 series State paper.

José Olu Creus  
Chairman

José Javier Echenique Landiribar  
Deputy Chairman

Jaime Guardiola Romojaro  
CEO

Anthony Frank Elliott Ball  
Board member

Aurora Catá Sala  
Board member

Pedro Fontana García  
Board member

M. Teresa Garcia-Milà Lloveras  
Board member

George Donald Johnston  
Board member

José Manuel Lara García  
Board member

David Martínez Guzmán  
Board member

José Manuel Martínez Martínez  
Board member

José Ramón Martínez Sufrategui  
Board member

José Luis Negro Rodríguez  
Director-General manager

Manuel Valls Morató  
Board member

David Vegara Figueras  
Board member

Miquel Roca i Junyent  
Non-voting Secretary

María José García Beato  
Non-voting Secretary

**BANCO DE SABADELL, S.A.**

Auditor´s report on “Information regarding the  
Internal Control System over Financial Reporting (ICSFR)”  
of Banco de Sabadell, S.A. for the 2017 financial year





*This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.*

**AUDITOR'S REPORT ON "INFORMATION REGARDING THE INTERNAL CONTROL SYSTEM OVER FINANCIAL REPORTING (ICSFR)" OF BANCO DE SABADELL, S.A. FOR THE 2017 FINANCIAL YEAR**

To the Board of Directors of Banco de Sabadell, S.A.,

In accordance with the request of the Board of Directors of Banco de Sabadell, S.A. and its subsidiaries ("the Group") and our engagement letter dated 18 December 2017, we have applied certain procedures in respect of the attached "Information regarding the Internal Control System over Financial Reporting" ("ICSFR"), included in Annual Corporate Governance Report in section F for listed companies of Group Banco de Sabadell for the 2017 financial year, which includes a summary of the Group's internal control procedures relating to its annual financial information.

The Board of Directors is responsible for adopting the necessary measures to reasonably ensure the implementation, maintenance and supervision of an appropriate internal control system, and for developing improvements to that system and preparing and establishing the content of the accompanying Information regarding the ICSFR.

In this regard, it should be borne in mind that, regardless of the quality of the design and operating efficiency of the internal control system used by the Group in relation to its annual financial information, only a reasonable, but not absolute, degree of assurance may be obtained in relation to the objectives it seeks to achieve, due to the limitations inherent in any internal control system.

In the course of our audit work on the consolidated annual accounts and in accordance with Spanish Auditing Standards, the sole purpose of our evaluation of the Group's internal control system is to enable us to establish the scope, nature and timing of our audit procedures in respect of the Group's annual accounts. Accordingly, our internal control evaluation, performed for the purposes of our audit, is not sufficient in scope to enable us to issue a specific opinion on the effectiveness of such internal control over the regulated annual financial information.

For the purposes of the present report, we have exclusively applied the specific procedures described below, as indicated in the "Guidelines concerning the auditor's Report on the Information regarding the Internal Control System over Financial Reporting for listed entities" published by the National Securities Market Commission on its web site, which sets out the work to be performed, the scope of such work and the content of this report. In view of the fact that, in any event, the scope of the work resulting from these procedures is reduced and substantially less than the scope of an audit or review of the internal control system, we do not express an opinion on the effectiveness thereof, its design or operational efficiency, in relation to the Group's annual financial information for the 2017 financial year described in the accompanying Information regarding the ICSFR. Had we applied additional procedures to those determined by the aforementioned Guidelines, or had we performed an audit or review of the internal control system in relation to the regulated annual financial information, other matters could have come to light in respect of which you would have been informed.

.....  
*PricewaterhouseCoopers Auditores, S.L., C/ Ausó y Monzó, 16, 03006 Alicante, España  
Tel.: +34 965 980 350 / +34 902 021 111, Fax: +34 965 208 933, [www.pwc.es](http://www.pwc.es)*

1





In addition, as this special engagement is not an audit of financial statements and is not subject to Law 22/2015, of 20 July, on Auditing, we do not express an audit opinion under the terms of the aforementioned legislation.

The procedures applied were as follows:

1. Reading and understanding the information prepared by the Group in relation to the ICSFR – as disclosed in the Directors' Report – and the evaluation of whether such information includes all the information required as per the minimum content set out in Section F regarding the description of the ICSFR, in the model of the Annual Corporate Governance Report, as established in Circular nº 7/2015 of the National Securities Market Commission dated December 22, 2015.
2. Making enquiries of personnel in charge of preparing the information mentioned in point 1 above in order to: (i) obtain an understanding of the preparation process; (ii) obtain information that enables us to assess whether the terminology used is in line with the framework of reference; (iii) obtain information as to whether the control procedures described have been implemented and are functioning in the Group.
3. Review of supporting documentation explaining the information described in point 1 above and which mainly comprises the information made directly available to the persons responsible for preparing the information on the ICSFR. Such documentation includes reports prepared by the internal audit function, senior management and other internal and external specialists in support of the functions of the audit committee.
4. Comparison of the information described in point 1 above with our knowledge of the Group's ICSFR, obtained by means of the application of the procedures performed within the framework of the audit engagement on the consolidated annual accounts.
5. Reading the minutes of meetings of the board of directors, audit committee and other committees of the Group, for the purposes of evaluating the consistency between the matters dealt with therein in relation to the ICSFR and the information described in point 1 above.
6. Obtaining a representation letter concerning the work performed, duly signed by the persons responsible for the preparation and drafting of the information mentioned in point 1 above.

As a result of the procedures applied in relation to the Information regarding the ICSFR, no inconsistencies or incidents have been identified which could affect such information.

This report has been prepared exclusively within the framework of the requirements of article 540 of the revised Spanish Companies Act and Circular nº 5/2013 of the National Securities Market Commission, dated June 12, 2013, as modified by Circular nº 7/2015 of the National Securities Market Commission, dated December 22, 2015, for the purposes of describing the ICSFR in Annual Corporate Governance Reports.

PricewaterhouseCoopers Auditores, S.L.

PRICEWATERHOUSECOOPERS AUDITORES, S.L.

Original in Spanish signed by  
Raúl Ara Navarro

1st February, 2018