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## **REQUEST FOR AUTHORISATION OF THE VOLUNTARY TAKEOVER BID FOR THE SHARES OF BANCO DE SABADELL, S.A. LAUNCHED BY BANCO BILBAO VIZCAYA ARGENTARIA, S.A.**

*This request for authorisation is publicly disclosed in accordance with article 17 of Real Decreto 1066/2007, de 27 de julio, sobre el régimen de las ofertas públicas de adquisición de valores (“**Royal Decree 1066/2007**”) and refers to an offer that is subject to mandatory authorisation by the National Securities Market Commission (Comisión Nacional del Mercado de Valores) (“**CNMV**”).*

*The detailed terms and characteristics of the takeover bid shall be as set out in the explanatory prospectus, which shall be published after the aforementioned authorisation has been obtained.*

### **TO THE NATIONAL SECURITIES MARKET COMMISSION**

**Banco Bilbao Vizcaya Argentaria, S.A.** (the “**Offeror**”), a listed public company of Spanish nationality, with registered address at Plaza de San Nicolás no. 4, 48005 Bilbao, España, with Spanish tax identification number A-48265169 and LEI code K8MS7FD7N5Z2WQ51AZ71, and registered with the Companies Register of Bizkaia at page no. BI-17 A, and with the Special Register of Banks and Bankers of the Bank of Spain under number 0182, duly represented by Mrs. Victoria del Castillo Marchese, of legal age, of Spanish nationality, with Spanish identity card number 01180539H, in force, duly authorised to act in the name and on behalf of the Offeror by virtue of the powers granted in her favour by the Board of Directors of the Offeror at its meeting held on 8 May 2024,

### **DECLARES**

#### **1. Decision to launch the Offer**

The Offeror has decided to launch a voluntary takeover bid to acquire all the issued shares of Banco de Sabadell, S.A. (the “**Target Company**” and the “**Offer**”). That is, the Offer will be addressed to a total of 5,440,221,447 ordinary shares of the Target Company, with a par value of 0.125 euros each, pertaining to a single class and series, representing 100% of its share capital (the “**Offer**”), under the terms and conditions described in this request for authorisation and in the Offer prospectus.

The decision to launch the Offer was adopted by resolution approved by the Board of Directors of the Offeror at its meeting held on 8 May 2024, in which it was also resolved to convene the General Shareholders' Meeting of the Offeror in order to decide on the issuance of the new ordinary shares of the Offeror to be offered as consideration.

Other than as set out above, the decision to launch the Offer is not subject to the approval or adoption of any other corporate resolution by any other entity.

## **2. Main terms of the Offer**

On 9 May 2024, the previous announcement of the Offer provided for in article 16 of Royal Decree 1066/2007 was published as inside information of the Target Company, with registration number 2,242, and as inside information of the Offeror, with registration number 2,241 (in both cases, available on CNMV's website).

By virtue of this request for authorisation, the information and characteristics of the Offer contained in the previous announcement are confirmed, and it is hereby stated that there have been no changes with respect to said information, except for the following:

### **2.1. Merger control authorisations**

The Offeror shall also notify the economic concentration that will take place as a result of the Offer to the competition authorities in France and Morocco.

It is hereby stated, for the purposes of the provisions of article 26.1 of Royal Decree 1066/2007, that the effectiveness of the Offer is not subject to the condition of obtaining any of the mentioned authorisations.

### **2.2. Authorisations of other competent supervisory bodies**

The Offer shall require the following additional regulatory authorisations: (i) from the European Central Bank in relation to the acquisition of indirect control of, or the indirect acquisition of a significant stake in, the foreign subsidiaries and affiliates of the Target Company TSB Bank PLC (United Kingdom), Banco Sabadell, S.A., Institución de Banca Múltiple (Mexico), Sabcapital, S.A de C.V., SOFOM, E.R. (Mexico), Banco Atlántico (Bahamas), Bank & Trust Ltd. (under liquidation) (Bahamas) and Financiera Iberoamericana, S.A. (Cuba); (ii) from the CNMV in relation to the acquisition of indirect control in Sabadell Securities USA, Inc., broker dealer subsidiary of the Target Company in the United States of America; and (iii) from the Central Bank of Morocco, in relation to the indirect change of control of the branch of the Target Company in Casablanca (Morocco).

It is hereby stated that the effectiveness of the Offer is not subject to the condition of obtaining any of the authorisations mentioned in the preceding paragraph, as well as none of them constitutes a prior authorisation for the purposes of article 26.2 of Royal Decree 1066/2007.

Without prejudice to the foregoing, the Offer will also be notified, for all appropriate purposes, to the relevant supervisory authorities in those other jurisdictions where it is necessary or convenient.

In addition, following completion of the relevant analysis, the Offer does not require the authorisation from the following regulatory authorities of the United States of America referred to in the previous announcement:

- (i) The Florida Office of Financial Regulation in relation to the acquisition of control of the Target Company, including the operations of its branch in the United States of America.
- (ii) The Board of Governors of the Federal Reserve System of the United States of America in relation to the acquisition of control of the Target Company, including the operations of its branch and representative office in the United States of America.
- (iii) The New York State Department of Financial Services in relation to the acquisition of control of the Target Company, including the operations of its representative office in the United States of America.

### **2.3. Authorisations on foreign subsidies distorting the internal market**

The Offeror will file the notification to the European Commission provided for in Regulation (EU) 2022/2560 of the European Parliament and of the Council of 14 December 2022 on foreign subsidies distorting the internal market.

It is hereby stated that the effectiveness of the Offer is not subject to the condition of obtaining the mentioned authorisation.

## **3. Guarantee of the Offer**

Pursuant to article 15 of Royal Decree 1066/2007, the Offeror will file with the CNMV the documentation evidencing the creation of a guarantee in order to secure compliance with the obligation to pay in cash the surplus shares of the Target Company that accept the Offer that give rise to the so-called “picos”, as indicated in the previous announcement of the Offer, within the term provided for in article 17.1 of Royal Decree 1066/2007.

Additionally, given that the Offer is launched as an exchange, as stated above, at the aforementioned meeting of 8 May 2024, the Board of Directors of the Offeror also resolved, in accordance with the provisions of article 14.5 of Royal Decree 1066/2007, to convene its General Shareholders' Meeting that shall decide on the issuance of the new ordinary shares of the Offeror offered as consideration of the Offer.

## **4. Documents attached to the request for authorisation**

For the purposes of articles 17.1 and 20 of Royal Decree 1066/2007, the following documents are attached to this request for authorisation:

- (i) Duly signed copy of the Offer prospectus.

- (ii) Documentation evidencing the resolutions passed by the Offeror in relation to (a) the launching of the Offer and the granting of powers to the person responsible for the prospectus and signatory of this request for authorisation; and (b) the call of the General Shareholders' Meeting of the Offeror that shall decide on the issuance of the new ordinary shares of the Offeror offered as consideration of the Offer.

## **5. Notifications**

The Offeror provides the following address for notifications and communications in relation to this request for authorisation and the corresponding administrative file with the CNMV:

### **J&A Garrigues, S.L.P.**

Fernando Vives Ruiz  
Álvaro López-Jorrín Hernández  
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In light of the above,

## **REQUESTS**

To the National Securities Market Commission to consider this writ, together with the Offer prospectus and other documents attached hereto, as duly presented and the statements contained herein as duly made, to admit them for processing and authorise the launching of the Offer.

In Madrid, on 24 May 2024.

Banco Bilbao Vizcaya Argentaria, S.A.  
P.p.

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By: Victoria del Castillo Marchese