

Corporate governance and Senior Management



Jaime Guardiola Romojaro, Managing Director

Board of Directors

Chairman

Josep Oliu Creus (E)

Deputy Chairman

José Javier Echenique Landiribar (I)

Managing Director

Jaime Guardiola Romojaro (E)

Director – General Manager

José Luis Negro Rodríguez (E)

Directors

Aurora Catá Sala (I)

Joaquín Folch-Rusiñol Corachán (NE)

M. Teresa Garcia-Milà Lloveras (LI)

José Manuel Lara García (NE)

Joan Llonch Andreu (I)

David Martínez Guzmán (P)

José Manuel Martínez Martínez (I)

José Ramón Martínez Sufrategui (I)

Manuel Valls Morató (I)

David Vegara Figueras (I)

Secretary

Miquel Roca i Junyent

Deputy Secretary

María José García Beato

Board committees

Executive Committee

Josep Oliu Creus (C)

José Javier Echenique Landiribar

Jaime Guardiola Romojaro

José Manuel Martínez Martínez

José Luis Negro Rodríguez

María José García Beato (S)

Audit and Control Committee

M. Teresa Garcia-Milà Lloveras (C)

Joan Llonch Andreu

José Ramón Martínez Sufrategui

Miquel Roca i Junyent (S)

Appointments Committee

Aurora Catá Sala (C)

Joaquín Folch-Rusiñol Corachán

Joan Llonch Andreu

Miquel Roca i Junyent (S)

Remuneration Committee

Aurora Catá Sala (C)

Joaquín Folch-Rusiñol Corachán

M. Teresa Garcia-Milà Lloveras

María José García Beato (S)

Risk Committee

David Vegara Figueras (C)

Joan Llonch Andreu

M. Teresa Garcia-Milà Lloveras

María José García Beato (S)

Senior Management

Management Committee

Chairman

Josep Oliu Creus

Managing Director

Jaime Guardiola Romojaro

Director – General Manager

José Luis Negro Rodríguez

General Secretary

María José García Beato

General Manager (CFO)

Tomás Varela Muiña

General Manager – People, Operations and Corporate Development

Miguel Montes Güell

General Manager –

Commercial Banking

Carlos Ventura Santamans

General Manager – America & Global Corporate Banking

Fernando Pérez-Hickman

Deputy General Manager – Markets and Private Banking

Ramón de la Riva Reina

Deputy General Manager –

Asset Transformation and Industrial and Real Estate Investees

Enric Rovira Masachs

TSB Managing Director

Paul Pester

Central Service Divisions

Internal Audit

Nuria Lázaro Rubio

Corporate Operations

Joan M. Grumé Sierra

Communication

and Institutional Relations

Ramon Rovira Pol

Risk Control

Joaquín Pascual Cañero

Risk Management

Rafael José García Nauffal

Legal

Gonzalo Baretino Coloma

Financial Management

Sergio Palavecino Tomé

Global Financial Controller

Anna Bach Portero

Human Resources

Javier Vela Hernández

Organisation and Services

Federico Rodríguez Castillo

Global IT and Operations

Rüdiger Schmidt

Commercial Banking

Business Banking

Eduardo Currás de Don Pablos

Marketing and Retail Banking

Manuel Tresàncez Montaner

Bancassurance

Silvia Ávila Rivero

Catalonia Region

Luis Buil Vall

Central Region

Blanca Montero Corominas

Eastern Region

Jaime Matas Vallverdú

Northeast Region

Pablo Junceda Moreno

Northern Region

Pedro E. Sánchez Sologaitua

Southern Region

Juan Krauel Alonso

Markets and Private Banking

Asset Management

Cirus Andreu Cabot

Saving and Investment

Business Strategy

Alfonso Ayuso Calle

(E) Executive / (LI) Lead independent / (I) Independent / (P) Proprietary / (NE) Non-executive / (C) Chairman / (S) Secretary

Board Committees

At present there are five committees to which the Board of Directors delegates functions in accordance with its powers under the Articles of Association; committee meetings may also be attended by members of senior management.

Executive Committee

The Executive Committee is composed of five Directors and is chaired by the Chairman of the Board; in its composition, the Committee preserves a balance of member categories similar to that of the Board. The Committee is responsible for adopting any resolutions and decisions falling within the scope of the powers granted to it by the Board of Directors, and for overseeing the Bank's ordinary activities; it must report all decisions adopted at its meetings to the Board of Directors, without prejudice to any other functions assigned to it under the Articles of Association and the rules of procedure of the Board of Directors.

Name	Position	Category
Josep Olliu Creus	Chairman	Executive
José Javier Echenique Landiribar	Director	Independent
Jaime Guardiola Romojaro	Director	Executive
José Manuel Martínez Martínez	Director	Independent
José Luis Negro Rodríguez	Director	Executive
María José García Beato	Secretary (non-director)	

Audit and Control Committee

The Audit and Control Committee comprises three independent directors and meets at least once per quarter. Its main function is to oversee the efficacy of the Bank's internal control, internal audit and risk management systems, supervise the process of drafting and presenting regulated financial disclosures, advise on the Bank's annual and interim financial statements, liaise with the external auditor, and ensure that suitable measures are taken to address any conduct or methods that could be inappropriate. It is also a watchdog, ensuring that the measures, policies and strategies determined by the Board are duly implemented.

Name	Position	Category
María Teresa Garcia-Milà Lloveras	Chair	Independent
Joan Llonch Andreu	Director	Independent
José Ramón Martínez Sufategui	Director	Independent
Miquel Roca i Junyent	Secretary (non-director)	

Appointments Committee

The main functions of the Appointments Committee, which comprises three non-executive directors, two of whom are independent, are to ensure that the quality requirements for members of the Board of Directors are fulfilled, assess whether directors meet the suitability, competency and experience requirements for the position, make proposals as to the appointment of independent directors and advise on the appointment of other directors. The Committee also sets a representation target for the gender that is less represented on the Board of Directors and draws up guidelines on how the target should be achieved; it advises on proposals for the appointment and removal of senior executives and persons

Name	Position	Category
Aurora Catá Sala	Chair	Independent
Joaquín Folch-Rusiñol Corachán	Director	External
Joan Llonch Andreu	Director	Independent
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in the under-represented group, as well as on the basic contractual conditions for executive directors and senior executives.

Remuneration Committee

The main functions of the Remuneration Committee, which comprises four non-executive directors, three of whom are independent, are to make recommendations to the Board of Directors on policy for the remuneration of Directors and General Managers and on remuneration and other contractual conditions for individual Executive Directors, and to ensure compliance with existing policies. The Committee advises on remuneration in the form of shares and/or options for the annual report on Directors' remuneration; it also reviews the general principles governing remuneration and the arrangements for the remuneration of all employees, ensuring that transparency is maintained.

Name	Position	Category
Aurora Catá Sala	Chair	Independent
Joaquín Folch-Rusiñol Corachán	Director	External
María Teresa Garcia-Milà Lloveras	Director	Independent
María José García Beato	Secretary (non-director)	

Risk Committee

The functions of the Risk Committee, which comprises three independent Directors, are to supervise and ensure good practice in the acceptance, control and management of all risks assumed by the Bank and the Group, and to report to the full Board of Directors on the performance of its duties as required by law, the Articles of Association and the rules of procedure of the Board of Directors.

The Bank has published its Annual Report on Corporate Governance, which is attached to the Annual Report and Financial Statements for 2016, and its Report on Director Remuneration, on the CNMV and Banco Sabadell websites.*

The Board of Directors conducted a self-assessment of its own membership and performance in 2016 and that of all Board Committees, finding them to be satisfactory.**

Name	Position	Category
David Vegara Figueras	Chairman	Independent
Joan Llonch Andreu	Director	Independent
María Teresa Garcia-Milà Lloveras	Director	Independent
María José García Beato	Secretary (non-director)	

* See Annual Corporate Governance Report and Report on Director Remuneration on the Bank's website.

** See reports of the Board committees on their performance and activities in 2016 on the Bank's website.

Senior Management

Management Committee

Chairman

Josep Oliu Creus

Managing Director (CEO)

Jaime Guardiola Romojaro

Director – General Manager

José Luis Negro Rodríguez

General Secretary

María José García Beato

General Manager (CFO)

Tomás Varela Muiña

General Manager - People,

Operations and

Corporate Development

Miguel Montes Güell

General Manager

- Commercial Banking

Carlos Ventura Santamans

General Manager

- America and Global

Corporate Banking

Fernando Pérez-Hickman

Deputy General Manager

Markets and Private Banking

Ramón de la Riva Reina

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Transformation

of Assets and Investees

(Industrial and Real Estate)

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Communication and Institutional

Relations

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Risk Control

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