

**Report of Organizational Actions
Affecting Basis of Securities**

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name See Attached		2 Issuer's employer identification number (EIN) Attached	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
8 Date of action See Attached		9 Classification and description See Attached	
10 CUSIP number See Attached	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

- 14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► See Attached

- 15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See Attached

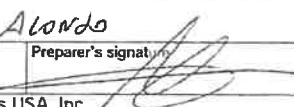
- 16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See Attached

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► See Attached

18 Can any resulting loss be recognized? ► See Attached

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See Attached

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ► 		Date ► <u>October 2, 2026</u>	
Paid Preparer Use Only	Print your name ► <u>FARREN ALONDO</u>		Title ► <u>Group Head of Tax, Banco Santander, S.A.</u>	
	Print/Type preparer's name F.M. Verwoert		Preparer's signature 	
	Firm's name ► <u>Santander Holdings USA, Inc.</u>		Check ☐ if self-employed PTIN	
	Firm's address ► <u>437 Madison Avenue, NY, 10022</u>		Firm's EIN ► <u>Attached</u>	
		Phone no.		

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Banco Santander, S.A.
EIN: 13-2617929
Attachment to Form 8937
Report of Organizational Action Affecting Basis of Securities

Disclaimer: The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "IRC"). The information contained in Form 8937, *Report of Organizational Action Affecting Basis of Securities*, ("Form 8937") and this attachment does not constitute tax advice and does not purport to take into account the specific circumstances of any shareholder, warrant holder, noteholder, holder of indebtedness, or other interest or holder of general unsecured claims, and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the IRC. All such holders are urged to consult their tax advisors regarding the United States ("U.S.") tax consequences of the transactions described herein and the impact to tax basis resulting from the transactions.

Part I, Reporting Issuer

Form 8937, Line 1, Issuer's Name, and Line 2, Issuer's employer identification number ("EIN")

Banco Santander, S.A. (EIN 13-2617929)
Santander Holdings USA, Inc. (EIN: 23-2453088) (successor to Webster Virginia Corporation, which was successor to Webster Financial Corporation) (EIN 42-3955660))

Form 8937, Line 8, Date of action

August 20, 2026

Form 8937, Line 9, Classification and description and Form 8937, Line 10, CUSIP number

1. Banco Santander, S.A. American Depositary Shares ("BSSA ADS")¹
 - CUSIP: 05964H105
2. Webster Financial Corporation Common Stock ("Webster Common Stock")
 - CUSIP: 947890109
3. Webster Virginia Corporation Common Stock ("Webster Virginia Common Stock")
 - CUSIP: Not Applicable
4. Webster Financial Corporation 5.25% Non-Cumulative Perpetual Preferred Stock, Series F, par value \$0.01 per share (the "Webster Series F Preferred Stock")
 - CUSIP: 947890505
5. Webster Virginia Corporation 5.25% Non-Cumulative Perpetual Preferred Stock, Series A, par value \$0.01 per share (the "Webster Virginia Series A Preferred Stock")
 - CUSIP: Not Applicable
6. Depositary share representing a 1/1000th interest in a share of the Webster Financial Corporation Series F Preferred Stock (the "Webster Series F Depositary Share")
 - CUSIP: 947890505
7. Depositary share representing a 1/1000th interest in a share of the Webster Virginia Series A Preferred Stock (the "Webster Virginia Series A Depositary Share")
 - CUSIP: Not Applicable
8. Webster Financial Corporation 6.50% Non-Cumulative Perpetual Preferred Stock, Series G, par value \$0.01 per share, of Webster (the "Webster Series G Preferred Stock")
 - CUSIP: 947890703
9. Webster Virginia Corporation 6.50% Non-Cumulative Perpetual Preferred Stock, Series B, par value \$0.01 per share (the "Webster Virginia Series B Preferred Stock")
 - CUSIP: Not Applicable

¹ Each BSSA ADS represents one ordinary BSSA share.

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10. Depositary share representing a 1/40th interest in a share of the Webster Series G Preferred Stock (the "Webster Series G Depositary Share").
 - CUSIP: 947890703
 11. Depositary share representing a 1/40th interest in a share of the Webster Virginia Series B Preferred Stock (the "Webster Virginia Series B Depositary Share")
 - CUSIP: Not Applicable
 12. Santander Holdings USA, Inc. Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series H, par value \$0.01 per share (the "SHUSA Series H Preferred Stock")
 - CUSIP: 80282K700
 13. Depositary share representing a 1/1000th interest in a share of the SHUSA Series H Preferred Stock (the "SHUSA Series H Depositary Share").
 - CUSIP: 80282K700
 14. Santander Holdings USA, Inc. Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series I, par value \$0.01 per share, of SHUSA (the "SHUSA Series I Preferred Stock")
 - CUSIP: 80282K809
 15. Depositary share representing a 1/40th interest in a share of the SHUSA Series I Preferred Stock (the "SHUSA Series I Depositary Share").
 - CUSIP: 80282K809

Part II, Organizational Action

Form 8937, Line 14

On August 20, 2026, the transactions contemplated by the transaction agreement dated February 3, 2026, by and among Banco Santander, S.A. ("BSSA"), Webster Financial Corporation ("Webster"), and Webster Virginia Corporation, a direct, wholly-owned subsidiary of Webster ("Webster Virginia"), were completed. As a result of such transactions, all outstanding shares of Webster Common Stock were acquired by BSSA.

First, Webster merged with and into Webster Virginia, with Webster Virginia surviving (the "Reincorporation Merger"). At the effective time of the Reincorporation Merger, (i) each share of Webster Common Stock was converted into the right to receive one share of Webster Virginia Common Stock, (ii) each share of the Webster Series F Preferred Stock was converted into one share of the Webster Virginia Series A Preferred Stock, (iii) each Webster Series F Depositary Share became a Webster Virginia Series A Depositary Share, (iv) each share of the Webster Series G Preferred Stock was converted into one share of the Webster Virginia Series B Preferred Stock, and (v) each Webster Series G Depositary Share became a Webster Virginia Series B Depositary Share.² The Reincorporation Merger is intended to be reported as a tax-free reorganization under Section 368(a)(1)(F).

Following the Reincorporate Merger, BSSA acquired all of the outstanding shares of Webster Virginia Common Stock through a statutory share exchange in which each share of Webster Virginia Common Stock was converted into the right to receive (i) 2.0548 BSSA ADS; and (ii) \$48.75 in cash, without interest (the "Share Exchange"). The Share Exchange is intended to be reported as a taxable exchange under Section 1001.

Following the Share Exchange, (i) BSSA contributed Webster Virginia to Santander Holdings USA, Inc. ("SHUSA"), and (ii) immediately thereafter, Webster Virginia merged with and into SHUSA, with SHUSA as the surviving entity (the "Post-Transaction Merger"). At the effective time of the Post-Transaction Merger, (i) each share of Webster Virginia Series A Preferred Stock was converted into the right to receive one share of the SHUSA Series H Preferred Stock, (ii) each Webster Virginia Series A Depositary Share became a SHUSA Series H Depositary Share, (iii) each share of Webster Virginia Series B Preferred Stock was converted into the right to receive one share of the SHUSA Series I Preferred Stock, and (iv) each Webster Virginia Series B Depositary Share became a SHUSA Series I Depositary Share.³

The Post-Transaction Merger is intended to be reported as a separate transaction from the Share Exchange that qualifies as a complete liquidation under Section 332 and/or a tax-free reorganization under Section 368(a), with the holders of Webster Virginia Preferred Stock exchanging such stock for the applicable SHUSA Merger Preferred Stock in a taxable Section 1001 exchange.

² For purposes of this Form, (i) the term "Webster Preferred Stock" refers to the Webster Series F Preferred Stock and the Webster Series G Preferred Stock, and their respective depositary shares; and (ii) the term "Webster Virginia Preferred Stock" refers to the Webster Virginia Series A Preferred Stock, the Webster Virginia Series B Preferred Stock, and their respective depositary shares.

³ For purposes of this Form, the term "SHUSA Merger Preferred Stock" refers to the SHUSA Series H Preferred Stock, the SHUSA Series I Preferred Stock, and their respective depositary shares.

Form 8937, Line 15

Provided the Reincorporation Merger qualified as a tax-free reorganization under Section 368(a)(1)(F), the Webster shareholders received a tax basis in each share of Webster Virginia Common Stock or Webster Virginia Preferred Stock in such merger equal to the tax basis in each share of Webster Common Stock or Webster Preferred Stock, as applicable, exchanged therefor under Section 358.

Provided the Share Exchange constituted a taxable exchange under Section 1001, the holders of Webster Virginia Common Stock received a tax basis in the BSSA ADS equal to their cost under Section 1012.

Provided that the Post-Transaction Merger constituted a separate transaction that qualified as a complete liquidation under Section 332 and/or a tax-free reorganization under Section 368(a), the exchange of Webster Virginia Preferred Stock for the applicable SHUSA Merger Preferred Stock pursuant to such merger constituted a taxable exchange under Section 1001, with the exchanging holders of Webster Virginia Preferred Stock receiving a U.S. tax basis in the applicable SHUSA Merger Preferred Stock equal to their cost under Section 1012.

Each shareholder should consult with their own tax advisor regarding (i) the determination of the applicable relative fair market values; (ii) the computation of the resulting U.S. tax basis in any Webster Virginia stock received pursuant to the Reincorporation Merger, in any BSSA ADS pursuant to the Share Exchange, and/or any SHUSA Merger Preferred Stock received pursuant to the Post-Transaction Merger; and (iii) the computation of gain or loss, if any, with respect to the Reincorporation Merger, the Share Exchange, and the Post-Transaction Merger, as applicable.

Form 8937, Line 16

Webster Common Stock

In general, a U.S. holder whose shares of Webster Common Stock are exchanged for BSSA ADSs in the Share Exchange recognize capital gain or loss for U.S. federal income tax purposes in an amount equal to the difference, if any, between (i) the sum of the fair market value of the BSSA ADSs on the date of the exchange and the cash consideration (including any cash received in lieu of fractional entitlements to BSSA ADSs) received with respect to such shares of Webster Common Stock and (ii) the U.S. holder's adjusted tax basis in such shares of Webster Common Stock. In general, gain or loss is determined separately for each block of Webster Common Stock (shares of Webster Common Stock acquired at the same cost in the same transaction generally would be treated as a single block). In general, such gain or loss is long-term capital gain or loss provided that a U.S. holder's holding period for such shares is more than one year at the time of the consummation of the Share Exchange.

In general, a U.S. holder has a tax basis in the BSSA ADSs received equal to their fair market value on the closing date of the Share Exchange, and the U.S. holder's holding period with respect to such BSSA ADSs will begin on the day after the date of the Share Exchange.

Webster Preferred Stock / Webster Virginia Preferred Stock

In general, a U.S. holder whose shares of Webster Preferred Stock are exchanged for shares of Webster Virginia Preferred Stock have a tax basis and holding period in the Webster Virginia Preferred Stock equal to the basis and holding period such holder had in their Webster Preferred Stock.

In general, a U.S. holder whose shares of Webster Virginia Preferred Stock are exchanged for shares of SHUSA Merger Preferred Stock recognize capital gain or loss for U.S. federal income tax purposes in an amount equal to the difference, if any, between (i) the fair market value of the SHUSA Merger Preferred Stock on the date of the exchange and (ii) the U.S. holder's adjusted tax basis in their Webster Virginia Preferred Stock. In general, gain or loss is determined separately for each block of Webster Virginia Preferred Stock (shares of Webster Virginia Preferred Stock acquired at the same cost in the same transaction generally are treated as a single block). In general, such gain or loss is long-term capital gain or loss provided that a U.S. holder's holding period for such shares is more than one year at the time of the consummation of the exchange.

In general, a U.S. holder has a tax basis in the SHUSA Merger Preferred Stock received equal to their fair market value on the closing date of the transaction, and the U.S. holder's holding period with respect to such SHUSA Merger Preferred Stock would begin on the day after the date of the exchange.

Taxpayers should consult with their own tax advisors to determine the appropriate fair market value for purposes of determining the tax consequences of this transaction.

Form 8937, Line 17

Sections 1001, 1011, 1012, 332, 337, 368, 354, 358, 361, and 362 of the IRC.

Form 8937, Line 18

Webster shareholders should consult their tax advisors to confirm the ability to deduct a loss, if any, in connection with the transaction.

Form 8937, Line 19

The reportable tax year is tax year 2026.