

Banco Santander, S.A.

2025 Information on corporate governance and remuneration

The corporate governance chapter of the consolidated directors' report that forms part of the 2025 Annual Report of Banco Santander, S.A. is attached.

This chapter constitutes the 2025 annual corporate governance report and includes the 2025 annual directors' remuneration report, both drafted in a free format as we have been doing since the entry into force of the relevant Circular of the Spanish stock market authority (CNMV). It also includes the 2025 activities reports of the board committees.

→ 2025 Annual corporate governance report	Entire corporate governance chapter
→ 2025 Activities reports of the audit; nomination; remuneration; risk supervision, regulation and compliance; responsible banking, sustainability and culture; and innovation and technology committees	Sections 4.5, 4.6, 4.7, 4.8, 4.9 and 4.10, respectively
→ 2025 Annual directors' remuneration report	Sections 6 (excluding 6.4), 9.4 and 9.5

The chapter must be read in conjunction with the other sections of the 2025 Annual Report. The complete Annual Report, with active automatic hyperlinks between sections, is available on Banco Santander's corporate website (www.santander.com).



Corporate governance

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1. 2025 overview



Glenn H. Hutchins,
Vice Chair and Lead Independent Director

"To our shareholders,

In 2025, the board remained focused on what matters most: creating shareholder value, allocating capital with discipline, and accelerating the technological transformation of the Group.

Capital allocation

Our capital allocation strategy is clear: direct resources toward markets where Santander's connectivity and scale generate the highest returns. This year we took decisive action, completing the sale of Santander Bank Polska and acquiring both TSB in the UK and, in 2026, Webster in the US. These moves strengthen our presence in core markets and position the Group to deliver on the financial targets we laid out at Investor Day.

Transformation and technology

The board continued to oversee One Transformation, our initiative to build common technology platforms across the Group. We approved a new data and AI corporate framework, designed to improve agility, drive efficiency, and deliver measurable business impact at scale — all while ensuring responsible AI practices. From boardroom operations to enterprise-wide execution, technology is reshaping how Santander competes.

Governance and engagement

Effective governance underpins everything we do. We strengthened board composition to align with our strategic direction, including the nomination of Deborah Vieitas, Chair of Santander Brasil, who brings deep knowledge of one of our most important markets. As Homaira Akbari steps down from the board, I would like to recognize her service and contribution.

We also completed an internal board effectiveness review, which confirmed the strength of our Executive Chair model and its checks and balances while identifying areas for continued improvement.

I remain committed to direct engagement with shareholders. In 2025, I conducted productive discussions with investors ahead of our AGM, which will again be held in a fully virtual format — consistent with our ambition to be a technology-first company and to maximize shareholder participation.

Looking ahead

The board will continue to hold management accountable for disciplined capital allocation, accelerated transformation, and transparent communication with stakeholders. We are confident in the strategy and in the team executing it".

1.1 Our board of directors

Appointments

In 2025, the board maintained a composition with the skills, experience and diversity required to oversee and drive the Group's strategy, and with an appropriate balance between executive and non-executive directors. Two-thirds of our board members are independent and 40% are women, in line with best corporate governance practices and the Rules and regulations of the board.

At its meeting held on 24 February 2026, the board resolved to submit to the 2026 AGM, subject to the relevant regulatory authorization, the appointment of Deborah Vieitas as an independent director, to fill the vacancy of Homaira Akbari, who has informed of her decision not to stand for re-election and to step down as a director following the 2026 AGM. For more details, see sections [3.5 'Our next AGM in 2026'](#).

Deborah Vieitas has an extensive professional track record in banking and financial markets, having held senior executive positions at international and Brazilian institutions. She brings solid experience in corporate banking management and structuring, trade finance, debt markets and structured finance, as well as in the negotiation of complex transactions. Her appointment further strengthens the board's collective skills, international experience and geographical diversity, as reflected in the board skills and diversity matrix. She also contributes extensive experience in strategy, accounting, auditing and financial expertise, risk management and governance. This appointment is the result of a director succession planning process aligned with the Group's global scale and risk profile, and with the board composition criteria set out in our Policy for the selection, suitability assessment and succession of directors. It is also consistent with the conclusions and action plan arising from the board's periodic effectiveness review, which identified the value of incorporating a profile with these characteristics.

No other changes have occurred to the board of directors.

Changes to the committees

In 2025, the board made these changes to the composition of its committees to ensure that they remained well equipped to discharge their responsibilities:

- Remuneration committee: Antonio Weiss was appointed to the committee on 1 January 2025.
- Risk supervision, regulation and compliance committee: José Antonio Álvarez became a member on 1 January 2025.

Effectiveness

Corporate governance is a priority for Santander. We remain confident of the effectiveness of our governance model, which continues to receive strong shareholder support, as evidenced by their high participation in general meetings and strong approval rates for corporate management and the appointment and re-election of directors. We are also aware that governance arrangements need to adapt to evolving business and strategy needs and, therefore, we continue to look for opportunities to improve.

We have a strong boardroom culture, and the annual board effectiveness review represents a structured reflection point that

enables us to verify the quality and effectiveness of its functioning. It also ensures that the board is able to support and oversee management appropriately through constructive challenge.

In 2025, the board conducted its annual effectiveness review internally, with a consensus view that the board and its committees continue to operate effectively. The nomination committee and the board considered areas identified for further improvement, and the resulting action plan was approved in December 2025 (for more details, see ['Board effectiveness review in 2025'](#) in section 4.3). In addition, throughout 2025, the nomination committee monitored the execution of the action plan derived from the 2024 board effectiveness review that, in line with our established cycle, was conducted internally.

We are confident that the actions derived from recent reviews will continue to assure the ongoing effectiveness of the board and its committees.

Remuneration policy

The remuneration policy for 2025, 2026 and 2027 obtained strong support from shareholders at our 2025 AGM (96.35% of votes in favour). This policy introduced a number of changes that the board proposed following careful consideration of the opinions of our top shareholders and major proxy advisors. We obtained their feedback during the engagement meetings led by Glenn Hutchins, our Lead Independent Director and remuneration committee chair, to ensure that our remuneration policy continued to align with their expectations.

In 2026, 2027 and 2028, the compensation principles and composition will remain the same as in 2025. The remuneration policy submitted to shareholder approval at the 2026 AGM centres on further aligning the remuneration framework with the strategic priorities that we presented at the Investor Day held on 25 February 2026. According to the board, this approach translates into a stable, transparent remuneration framework that aligns well with the new strategy, reinforces pay-for-performance principles, supports long-term performance, and continues to match shareholders' expectations.

In 2026, it is proposed to increase 5% the annual salary and target bonus of the executive directors, in view of the excellent business results and total shareholder return in 2025 (132%), and in order to ensure a competitive remuneration compared to other peer groups. This increase is lower than the one of the average remuneration of the Group's staff in Spain from 2024 to 2025 on a like for like basis (+6%).

As for their variable remuneration in 2026:

- As investor feedback suggests, Banco Santander has made strides in simplifying the quantitative and qualitative components of the bonus scorecard to increase clarity and understanding.
- The portion of variable remuneration subject to long-term metrics will remain at 40% and metrics related to total shareholder return (TSR), return on tangible equity (RoTE), and sustainability, will be maintained.
- 40% will be paid in cash and 60% in instruments, as in 2025.

As for directors' remuneration in their capacity as such, for 2026 the board, on the remuneration committee's proposal, approved a 5% increase (in respect of 2025) to all the amounts, in view of the most recent market benchmarking analysis we conducted alongside an independent expert. This study concluded that the remuneration received by our directors is competitive, while also identifying room for improvement in line with the peer groups. This remuneration remains within the maximum amount approved by shareholders.

 For more details, see section 6. 'Remuneration'.

1.2 Engagement with shareholders

Ongoing engagement

In 2025 we continued to combine traditional and virtual channels in our engagement with our more than 3.5 million shareholders. This enabled us to meet their needs and encourage their involvement in our corporate governance. For more details, see '[Shareholder engagement in 2025](#)' in section 3.1.

In line with market trends in the format of general shareholder meetings and as part of our commitment to digitalization, we held our 2025 AGM exclusively by remote means. This format ensures equal treatment for all shareholders and offers them the same opportunities to participate, regardless of their location. The high level of participation reflects shareholders' satisfaction with this option, which the board of directors considered (among other reasons) in its decision to convene the 2026 AGM once again in a fully virtual format (see '[Virtual AGM](#)' in Section 3.5).

Shareholder remuneration

The 2025 shareholder remuneration policy set a target to allocate approximately 50% of the Group's net reported profit (excluding non-cash, non-capital ratios impact items), split almost evenly between cash dividends and share buybacks.

Additionally, in 2025 Banco Santander announced the objective to allocate at least EUR 10 billion to share buybacks in relation to the 2025 and 2026 results, as well as expected capital excess. As part of this target, on 29 July 2025 the board resolved to execute a share buyback programme for a maximum amount of EUR 1,700 million (First 2025 Buyback Programme), executed from 31 July to 22 December 2025. Further, on 3 February 2026 the board approved to implement a share buyback programme of up to EUR 5.030 billion (Second 2025 Buyback Programme). Under the shareholder remuneration policy in relation to the 2025 results, 1,830 million euros correspond to c. 25% of the Group's net reported profit for the second half of 2025. The remaining amount corresponds to an extraordinary buyback of 3,200 million euros, equivalent to approximately 50% of the CET1 capital generated in January 2026 following completion of the sale of 49% of Santander Bank Polska to Erste Group.

Once the Second 2025 Buyback Programme has been executed and the complementary cash dividend that is being proposed to the 2026 AGM has been paid, the total shareholder remuneration in relation to the 2025 results will be EUR 7,050 million (approximately 50% of the Group's 2025 net reported profit, excluding non-cash, non-capital ratios impact items), split almost evenly between cash dividends and share buybacks.

 For more details, see section 3.3 '[Dividends and shareholder remuneration](#)'.

1.3 Achievement of our 2025 priorities

The 2024 annual report disclosed the board priorities for 2025. The following chart describes how we delivered on each priority.

2025 priorities	How we delivered
Transformation	
<p>To oversee the implementation of our operating model, ensuring that we operate as a truly global-local organization with five global businesses, simplifying processes, reducing costs and improving customer experience by further optimizing our product portfolio.</p>	<p>The board continued to monitor the Group's transformation journey, aimed at leveraging the value and potential of the Group's scale and network effects as a truly global-local organization. Against this backdrop, the board placed particular focus on these areas:</p> <ul style="list-style-type: none"> • One Transformation: The board continued to oversee the Group's strategy to simplify the product portfolio and automate processes to serve customers better, facilitate interactions with them, and progress towards our ambition of becoming our customers' primary bank while increasing transactionality. • Common technology platforms: The board also monitored the development of joint innovative common platforms at Group level that, powered by our global scale, enable process simplification and an enhanced customer experience, while contributing to lower operating costs. • Data & Artificial Intelligence (AI): The board appointed a Group Chief Data & AI Officer (CDAIO), reporting to the Executive Chair, with the mandate to evolve the Group's data strategy, define the ambition and operating model to embed AI across the organization, and foster a strong data culture and AI expertise. The board approved the associated corporate framework and monitored the execution of the data & AI strategy to harness their full potential as strategic assets within the defined risk appetite. This monitoring focused on streamlining and optimizing data management and treatment to enhance agility and cost efficiency, ensuring responsible AI practices aligned with applicable regulations and ethical standards, and scaling Group-wide initiatives that generate measurable business impact. These included investment copilots to provide real-time strategic insights, pilots aimed at enhancing customer experience, and AI agents for the automation of back-office processes across our footprint.
People	
<p>To remain focused on attracting and retaining the best talent to fulfil our strategy now and in the future, maintaining our proactive approach to senior management succession planning, based on the Group's strategic needs.</p>	<p>The board believes that ensuring the right talent and capabilities, as well as attracting and retaining top professionals through a best-in-class employee value proposition, is key to enabling our transformation. Consequently, proactive senior management succession planning continued to be a top priority on the board's agenda in 2025.</p> <p>Throughout the year, the board emphasized the importance of cultural alignment, collaboration and strong performance as core criteria for all senior appointments, ensuring that they continue to align the Group's strategic priorities. As part of that, the board monitored the evolution of the leadership teams across global businesses, main subsidiaries and global corporate functions, balancing the importance of developing a strong internal succession pipeline with the need to attract targeted external talent required to deliver our strategic targets.</p> <p>The board enhanced its visibility on the depth of talent within the Group dedicating more time engaging top talent outside of the boardroom, meeting top talent based in the US as part of its visit to this country in 2025. As on previous occasions, the event was both successful and productive, with directors and the top talent participants providing positive feedback.</p>
Culture	
<p>To monitor the embeddedness of agile methodologies and more flexible organizational structures across the Group to promote a more collaborative and multidisciplinary way of working that results in a greater customer focus.</p>	<p>In 2025, the Group adopted an agile approach in the way we work as a key step towards becoming a global open financial services platform. We designed this approach to make the organization more collaborative, efficient and customer-focused, through multidisciplinary teams across the Group, all within the existing governance framework and associated reporting lines. As part of that, the board approved specific amendments to the Group Subsidiary Governance Model in 2025 to effectively implement these organizational changes and it has monitored their proper execution.</p>

2025 priorities

How we delivered

Long-term shareholder value

To promote the generation of long-term and sustainable shareholder value creation through consistent returns growth while maintaining our robust capital management discipline to ensure strong shareholder remuneration and the resources required to deliver our strategy.

Our share price performed positively in 2025, partially driven by the fact that we continued to deliver against the public targets we announced at the 2023 Investor Day, as follows:

- **Revenue and customer growth:** revenue increased 3.9% in constant euros (0.3% in current euros) up to EUR 62,390 million and customer numbers climbed eight million to 180 million.
- **Strength:** CET1 above 12%, closing the year at 13.5% (vs. 12.83% in 2024), where we have maintained a disciplined capital allocation methodology and prudent risk management, as reflected by the non-performing loan ratio, which improved to 2.91%, remaining at historically low levels, and with a solid cost of risk at 1.15%.
- **Profitability:** Return on tangible equity (RoTE) post-AT1 increased to 16.3%.
- **Cost discipline:** Operating expenses fell by 1%, in line with our public target. As a result, the efficiency ratio improved to 41.2%.
- **Shareholder remuneration:** The remuneration paid to shareholders in 2025 was 10% higher than in 2024. We paid out approximately EUR 3,300 million in a cash dividend (EUR 22.50 cents per share with the right to receive a dividend, of which we paid out EUR 11.00 cents per share in May 2025 and EUR 11.50 cents per share in November 2025), which is a 15% increase on the cash dividend paid out in 2024. Moreover, we also paid out approximately EUR 3,300 million through share buyback programmes.
- **Total value creation:** The Group continued to increase created value for shareholders, achieving an earnings per share (EPS) of EUR 0.91 (+17%) and tangible net asset value (TNAV) per share of EUR 5.76 at year-end 2025. Including cash dividends paid during the year, total value creation (TNAV plus cash dividend per share) rose by 14%.

The board also assessed specific inorganic opportunities based on their fit within the Group strategic position and priorities. In 2025, we took a major step in strategic inorganic capital reallocation in line with our shareholder value creation commitment, growing the Group's scale in geographies with highly connected markets as follows:

- **Poland:** The board approved and oversaw the execution of the sale of 49% of Santander Bank Polska to Erste Group, and the agreed strategic cooperation across Corporate & Investment Banking (CIB) and payments. Completion of these transactions resulted in a net capital gain of approximately EUR 1,900 million for the Group.
- **United Kingdom:** The board agreed to acquire 100% of TSB Banking Group plc (TSB) from Banco de Sabadell, S.A. to strengthen Santander's position in the UK.
- **United States:** The board also agreed to acquire Webster Financial Corporation (Webster) to strengthen Santander US in both scale and profitability. Both transactions, TSB and Webster, which remain subject to the corresponding approvals, are consistent with our strategy to carry out bolt-on acquisitions to accelerate organic growth in the Group's core markets while adhering to our strict capital hierarchy.

2025 priorities

How we delivered

Sustainability goals

To oversee the fulfilment of our sustainability goals by striking a balance between financing our customers in their transition to a low-carbon economy and varying political and regulatory approaches. In addition, we will continue to take care of the sustainability agenda, in line with our purpose to help people and businesses prosper.

The board continued to monitor the progress made on our sustainability goals. In particular:

- We raised or facilitated EUR 34.56 billion in green finance in 2025.
- We supported 6.3 million people with financial inclusion initiatives since 2023, reaching our 2025 goal of 5 million half a year in advance. In 2025, our microfinance programmes in Latin America supported 1.8 million entrepreneurs with EUR 1,258.36 million in loans through programs like Prospera, Tuiio and Surgir.
- We invested EUR 163.78 million to support the communities in which we operate. In particular, EUR 102.9 million was allocated to support education, employability and entrepreneurship through Santander Universidades. Likewise, in 2025, we continued to help our people and customers in special situations, such as the ones that took place in Valencia and Castilla-La Mancha (Spain) and Bahia Blanca (Argentina), among others.
- We progressed towards equality, achieving a greater representation of women in senior positions, reaching 38.5% in 2025.
- We closed 2025 with 4,854 persons with disabilities employed within the Group (2.5% of our global workforce), in line with our commitment to boost their inclusion by increasing the number of hires and promotions and fostering accessibility.

For more details, see the '[Sustainability statement](#)' chapter.

Governance effectiveness

To enhance the overall effectiveness and composition of the board and its committees, with an appropriate composition and ensuring that their role is discharged in the most tangible and effective manner.

In 2025, we continued to work on an appropriately refreshed board of directors, ensuring diversity in its broadest sense (gender, geographical provenance, academic background, skills and experience). As part of that, we will shortly welcome Deborah Vieitas, whose appointment has been submitted to the 2026 AGM (subject to regulatory approval), further reinforcing the board's composition to ensure that we are well placed to address the challenges that our business faces and taking into account feedback from previous board effectiveness reviews.

In 2025, the nomination committee monitored execution of the action plan derived from the 2024 internal board effectiveness review, which was successfully completed in June 2025. In addition, the board conducted its annual effectiveness review in 2025 internally. The findings of the review concluded that the board and its committees continue to operate effectively and that the board's contribution is highly valuable for management. For more details, see '[Board effectiveness review in 2025](#)' in section 4.3.

1.4 Priorities for 2026

The board set these priorities for 2026:

→ **Long-term shareholder value and disciplined capital allocation**

Monitor the execution and achievement of the public targets announced at the 2026 Investor Day by promoting the generation of long-term and sustainable shareholder value creation through consistent returns growth and robust capital management discipline, acting responsibly at all times.

→ **Global-local operating model and transformation**

Oversee progress with the implementation of our global-local operating model and transformation strategy, with a key focus on delivering structural efficiency and enhancing customer experience through innovative common platforms and an embedded use of AI across the organization.

→ **Risk oversight**

Continue to identify and mitigate risks within the approved appetite and in line with our risk culture (Risk Pro), with the support of the risk supervision, regulation and compliance

committee. Continue to promote our most optimal preparedness for an evolving geopolitical environment and macroeconomic uncertainty, and ensure the effective management of risks arising from strategic initiatives and new technologies, while maintaining strong operational resilience as the Group advances its digital transformation and AI-related strategy.

→ **People & Culture**

Maintain our proactive approach to talent management and remuneration schemes, ensuring that both continue to evolve to fully reflect the Group's strategic priorities and future leadership needs.

→ **Governance effectiveness**

Keep our corporate governance arrangements under constant review to make sure they continue to consider the expectations of supervisors, shareholders, and other stakeholders, with the support of the nomination committee. Continue to enhance the overall effectiveness of the board and its committees with an appropriate composition so that they discharge their role in the most tangible and effective manner.

Aligned with high corporate governance standards



Banco Santander has the highest score in the Spanish Association for Standardisation and Certification's (AENOR) Good Corporate Governance Index (GCGI V2.0), which verifies aspects such as composition and functioning of the board and its committees, shareholders' general meeting, remuneration policy, compliance and transparency.

2. Ownership structure

- Broad and balanced shareholder base
- A single class of shares
- Authorized capital consistent with best practice to provide the necessary flexibility

2.1 Share capital

Our share capital comprises ordinary shares, each with a par value of EUR 0.50. Every share belongs to the same class and carries the same voting, dividend and other rights.

We do not have any bonds or securities that can be converted into shares other than the contingent convertible preferred securities (CCPS) mentioned in section 2.2 'Authority to increase capital'.

As at 31 December 2025, Banco Santander's share capital amounted to EUR 7,344,659,751, divided into 14,689,319,502 shares.

In 2025, we amended our share capital twice, to reduce it:

- First, for the amount of EUR 133,583,475 (c. 1.76% of share capital), under the terms agreed at the 2025 AGM, through the cancellation of the shares repurchased under the second buyback programme that formed part of the shareholder remuneration policy for 2024, which was registered with the Companies Register on 6 June 2025.
- Second, by EUR 98,002,935 (c. 1.32% of share capital), under the terms agreed at the 2025 AGM, through the cancellation of the shares repurchased under the First 2025 Buyback Programme. We registered this reduction with the Companies Register on 30 December 2025.

Since November 2021, when we completed the first buyback programme of those executed within the framework of the shareholder remuneration policy, Banco Santander has reduced its share capital by c. 15.3% of the outstanding shares as of that date.

At the 2026 AGM, the board of directors submitted a share capital reduction proposal to cancel the shares that will be acquired through the Second 2025 Buyback Programme; as well as, if appropriate, a further proposal to cancel the shares that are acquired in any new buyback programme that the board may implement or by other legally permitted means.

 For more details, see sections 2.5 'Treasury shares' and 3.5 'Our next AGM in 2026'.

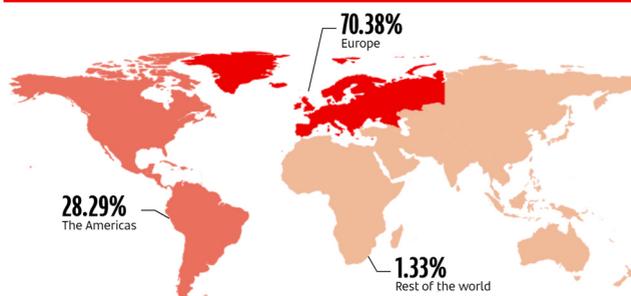
We have a diversified and balanced shareholder structure, with 3,518,729 shareholders as at 31 December 2025, broken down by type, geographical origin and number of shares as follows:

Type of investor

Type of investor	% of share capital
Board ^A	1.33 %
Institutional	64.52 %
Retail	34.15 %
Total	100%

A. Shares owned or represented by directors. For more details, see 'Tenure and equity ownership' in section 4.2 and subsection A.3 in section 9.2 'Statistical information on corporate governance required by CNMV'.

Share capital distribution by geography



Number of shares

Number of shares	% of share capital
1-3,000	8.60 %
3,001-30,000	14.18 %
30,001-400,000	9.40 %
Over 400,000	67.82 %
Total	100%

2.2 Authority to increase capital

Under Spanish law, shareholders at the general meeting have the authority to increase the share capital and may delegate power to the board of directors to increase the share capital by no more than 50%. Our Bylaws are consistent with Spanish law and do not set out special conditions for share capital increases.

As at 31 December 2025, our board of directors had received authorization from shareholders to approve or carry out these capital increases:

- **Authorized capital to 2027:** Shareholders at the 2024 AGM granted authorization to the board to increase the share capital on one or more occasions by up to EUR 3,956,394,643 (50% of the capital at the time of that AGM). The board can issue shares for cash consideration with or without pre-emptive rights for shareholders. The board was granted this authorization for three years (until 22 March 2027).

Shares without pre-emptive rights can be issued up to EUR 791,278,928.50 (10% of the capital at the time of the 2024 AGM). However, under Spain's Corporate Enterprises Act, this limit does not apply to capital increases to convert CCPS (which shall be converted into newly-issued shares if the CET1 ratio falls below a predetermined threshold). This authorization was used for the CCPS issue carried out in 2025.

- **Capital increases approved for contingent conversion of CCPS:** We issued contingent convertible preferred securities that qualify as regulatory Additional Tier 1 (AT1) instruments and would be converted into newly-issued shares if the CET1 ratio fell below a predetermined threshold. Each issue was backed by a capital increase approved under the authorization granted to the board by shareholders in force at the time of the CCPS issue.

The chart below shows the outstanding CCPS at the time of this report, with details about the capital increase resolutions that back them. Those capital increases are, therefore, contingent and have been delegated to the board of directors. The board is authorized to issue additional CCPS and other convertible securities and instruments in accordance with a resolution passed at the 2023 AGM that allows convertible instruments and securities to be issued for up to EUR 10 billion or an equivalent amount in another currency (under this authorization, two CCPS issues were executed in 2024 and one in 2025). Any capital increase resulting from the conversion of shares and other convertible instruments will occur according to the capital increase authorization made at the time those instruments were issued.

Issues of contingent convertible preferred securities (CCPS)

Date of issuance	Nominal amount	Discretionary remuneration per annum	Conversion predetermined threshold	Maximum number of shares in case of conversion ^A
06/05/2021	USD 1,000 million	4.75% for the first 6 years		391,389,432
06/05/2021	EUR 750 million	4.125% for the first 7 years		352,278,064
21/09/2021	EUR 1,000 million	3.625% for the first 8 years		498,007,968
16/11/2023	USD 1,150 million	9.625% for the first 5 years and 6 months	If, at any time, the CET1 ratio of Banco Santander or the Group is lower than 5.125%	447,470,817
16/11/2023	USD 1,350 million	9.625% for the first 10 years		525,291,828
20/05/2024	EUR 1,500 million	7% for the first 6 years		501,672,240
01/08/2024	USD 1,500 million	8% for the first 10 years		461,964,890
02/07/2025	EUR 1,500 million	6% for the first 6 years		331,418,471

A. The figure corresponds to the maximum number of shares that could be required to cover the conversion of these CCPS, calculated as the quotient (rounded off by default) of the nominal amount of the CCPS issue divided by the minimum conversion price determined for each CCPS (subject to any antidilution adjustments and the resulting conversion ratio).

The board submitted the renewal of the authorisations to increase the share capital and to issue convertible securities to vote at the 2026 AGM.



For more details, see section 3.5 'Our next AGM in 2026'.

2.3 Significant shareholders

As at 31 December 2025, no Banco Santander shareholder individually held over 3% of the voting rights (the minimum threshold provided under Spanish law to issue a mandatory notification of a significant holding in a listed company).

Though the following shareholding held by an asset manager was registered with Spain's stock market authority (CNMV) as at 31 December 2025, the shares and financial instruments to whose voting rights the notification refers are being held on behalf of third parties (funds or other investment entities or the portfolios they manage) and none of them exceeds 3% of the voting rights that Banco Santander shares afford.

Significant shareholding as at 31 December 2025

Date of entry in CNMV register	Shareholder name	% voting rights ^A
04/07/2025	BlackRock Inc.	6.861

A. Includes voting rights attached to shares and financial instruments.

The changes notified to the CNMV in 2025 with regard to significant shareholdings are detailed below:

Changes to significant shareholdings in 2025

Date of entry in CNMV register	Shareholder name	Previous % ^A	Subsequent % ^A
04/07/2025	BlackRock Inc.	6.875	6.861

A. Includes voting rights attached to shares and financial instruments.

Though certain custodians appeared in our shareholder registry as holding more than 3% of our share capital as at 31 December 2025, we understand that those shares were held on behalf of other investors, none of whom exceeded that threshold individually. These custodians were State Street Bank (13.90%), Chase Nominees Limited (7.50%), The Bank of New York Mellon Corporation (7.18%), Citibank (6.40%), BNP Paribas (3.74%), Caceis Bank (3.57%) and The Northern Trust (3.06%).

There may be some overlap in the holdings declared by these custodians and the abovementioned asset manager.

Last, as at 31 December 2025, neither our shareholder register nor the CNMV's register showed any investor who resides in a non-cooperative jurisdiction and holds at least 1% of our voting rights

(which is the mandatory disclosure threshold applicable to such investors under Spanish law).

Our Bylaws and the Rules and regulations of the board of directors set out a regime to analyse and approve transactions with shareholders who hold over 10% of the voting rights. For more details, see section [4.12 'Related-party transactions and other conflicts of interest'](#).

2.4 Shareholders' agreements

In February 2006, several persons linked to the Botín-Sanz de Sautuola y O'Shea family entered into a shareholders' agreement to set up a syndicate for their shares in Banco Santander. The CNMV was informed of the signing of this agreement and the subsequent amendments the parties made. This information can be found on the CNMV website.

The main provisions of the agreement are:

- **Transfer restrictions:** Any transfer of Banco Santander shares expressly included in the agreement requires prior authorization from the syndicate meeting (which can freely authorize or reject it), except when the transferee is also a party to the agreement or Fundación Botín. These restrictions apply to the shares they expressly cover under the agreement and to shares subscribed for, or acquired by, syndicate members in exercising any subscription, bonus share, grouping or division, replacement, exchange or conversion rights that pertain or are attributed to, or derive from, those syndicated shares.
- **Syndicated voting:** Under the agreement, the parties will pool the voting rights attached to all their shares so that syndicate members may exercise them and engage Banco Santander in a concerted manner, in accordance with the instructions and the voting criteria and orientation the syndicate establishes. This covers the shares subject to the transfer restrictions mentioned above as well as any voting rights attached to any other Banco Santander shares held either directly or indirectly by the parties to the agreement, and any other voting rights assigned to them by virtue of usufruct, pledge or any other contractual title, for as long as they hold those shares or are assigned those rights. Representation of the syndicated shares is attributed to the syndicate chair, who will be the chair of Fundación Botín (currently Javier Botín, one of our directors and brother of our Group Executive Chair (Ana Botín)).

Though the agreement initially terminates on 1 January 2056, it will extend automatically for additional ten-year periods unless one of the parties notifies of its intention not to extend six months before the initial term or any extension period ends. The agreement may only be terminated early if all the syndicated shareholders agree unanimously.

As at 31 December 2025, the parties to this agreement held 110,326,647 shares in Banco Santander (0.75% of its capital at such time), which were therefore subject to the voting syndicate. They include 80,355,819 shares (0.55% of its capital by close of 2025) that are also subject to the referred transfer restrictions.

Subsection A.7 of section [9.2 'Statistical information on corporate governance required by CNMV'](#) contains a list of parties to the shareholders' agreement and the relevant information filed with CNMV.

2.5 Treasury shares

Shareholder approval

The acquisition of treasury shares was last authorized at our 2023 AGM, for five years and subject to these provisions:

- The treasury shares held cannot exceed 10% of Banco Santander's share capital at any time, which is the legal limit set under Spain's Corporate Enterprises Act.
- The acquisition price may not be lower than the par value of the shares, nor exceed by more than 3% the highest of: the price of the last independent transaction or the highest independent offer at that time at the trading venue where the purchase is made.
- The purpose of acquiring treasury shares will be discretionary treasury share management, the execution of share buyback programmes, the delivery of these shares under the framework of the employee and director remuneration policy, or any other purpose that the board deems pertinent at any given time.

Treasury shares policy

On 26 February 2024, the board updated the current treasury shares policy, which dictates that Banco Santander may carry out treasury share transactions for these purposes:

- Provide liquidity or the supply of securities in the market for Banco Santander shares, which gives this market depth and minimizes any potential temporary imbalances in supply and demand.
- Take advantage, for the benefit of all shareholders, of weakness in the share price due to its medium-term outlook.
- Meet Grupo Santander's obligations to deliver shares to our employees and directors.
- Serve any other purpose authorized by the board within the legal limits and those set at the general meeting.

Among other things, the policy also provides for:

- The **principles** to uphold in treasury share trades, which include protecting financial markets' integrity and prohibiting market manipulation and insider trading.
- The **operational criteria** for carrying out treasury share trades, unless in exceptional circumstances as per the policy or carried out through mechanisms, such as buyback programmes, with regulation of their own. These criteria include rules on:
 - **Responsibility for execution of these trades**, which falls on the Investments and Holdings department, which is kept separate from the rest of Banco Santander.
 - **Venues:** Trades must generally be carried out in regulated markets and in the multilateral trading facilities stipulated in the policy.
 - **Volume limits:** Trades must generally not exceed 15% of the average daily trading volume for Banco Santander shares in the previous 30 sessions on the relevant trading venue.

- **Price limits:** In general, (a) buy orders should not exceed by more than 3% the highest of (i) the price of the last independent transaction prior to the relevant acquisition, or (ii) the highest independent bid at that time on the trading venue where the purchase is made; and (b) sell orders should not be lower than the lowest of the price of the last trade in the market by independent parties and the lowest sell order price in the order book.
- **Time limits,** including a black-out period that applies (a) during the 15 calendar days prior to the publication of quarterly financial information, and (b) if Banco Santander has decided to delay the disclosure of inside information according to market abuse regulations, until such information is disclosed. In the case of buyback programmes, the specific regulations establish a black-out period of 30 calendar days prior to the publication of annual and semi-annual results, which, however, will not apply when the buyback programme is managed by a third party or when the issuer has a temporary buyback programme in place.
- **Disclosure to the markets** of treasury shares trading.

The policy applies to the discretionary trading of treasury shares irrespective of whether they are carried out in regulated markets, in multilateral trading facilities, outside the orders market, either through blocks or through special transactions, or under buyback programmes. Furthermore, buyback programmes shall comply with all the applicable specific regulations, such as those on market abuse and their relevant implementing rules. The policy does not apply to transactions on Banco Santander's shares carried out to hedge market risks or provide brokerage or hedging for customers.

The full treasury shares policy is available on Banco Santander's corporate website.

Execution of the buyback programmes in relation to 2024 results

We executed two buyback programmes under the 2024 shareholder remuneration policy:

- In the first buyback programme, executed from 27 August to 3 December 2024, we acquired 341,781,250 treasury shares (approximately 2.21% of share capital). Under the authorization of the 2024 AGM, on 17 December 2024 the board resolved to reduce Banco Santander's share capital through the cancellation of the repurchased shares.
- In the second buyback programme, executed from 6 February to 2 June 2025, we acquired 267,166,950 treasury shares (approximately 1.76% of share capital). Under the terms agreed at the 2025 AGM, on 2 June 2025 the executive committee, by delegation of the board, resolved to reduce Banco Santander's share capital through the cancellation of the repurchased shares. For more details, see section [2.1 'Share capital'](#).

First 2025 Buyback Programme

Under the authorization of the 2023 AGM, and according to the 2025 shareholder remuneration policy, on 29 July 2025 the board resolved to execute the First 2025 Buyback Programme, for a maximum amount of EUR 1,700 million, equivalent to approximately 25% of the Group's net reported profit (excluding non-cash, non-capital ratios impact items) for the first half of 2025 and for which we had already obtained the required regulatory authorization of the European Central Bank (ECB).

In the First 2025 Buyback Programme (executed from 31 July to 22 December 2025), we acquired 196,005,870 treasury shares (accounting for approximately 1.32% of Banco Santander's share capital), at a weighted average price per share of EUR 8.67.

On 23 December 2025, the executive committee, by delegation of the board, resolved to reduce the share capital in the amount of EUR 98,002,935 by cancelling the 196,005,870 repurchased shares.



For more details on these share capital reductions, see section [2.1 'Share capital'](#)

Second 2025 Buyback Programme

Under the same AGM approval, on 3 February 2026 the board resolved to execute the Second 2025 Buyback Programme, for a maximum amount of EUR 5,030 million. The appropriate regulatory authorization had already been obtained and the execution of the programme began on 4 February 2026. Under the shareholder remuneration policy in relation to the 2025 results, 1,830 million euros correspond to c. 25% of the Group's underlying profit for the second half of 2025. The remaining amount corresponds to an extraordinary buyback of 3,200 million euros, equivalent to approximately 50% of the CET1 capital generated in January 2026 following completion of the sale of 49% of Santander Bank Polska to Erste Group.

The board submitted the resolution on the share capital reduction through the cancellation of the shares repurchased under the Second 2025 Buyback Programme to vote at the 2026 AGM. For more details, see section [3.5 'Our next AGM in 2026'](#).

Activity in 2025

As at 31 December 2025, Banco Santander and its subsidiaries held 11,077,291 shares, accounting for c. 0.08% of Banco Santander's share capital (compared to 15,529,459 shares, accounting for 0.10% of the share capital as at 31 December 2024).

The chart below summarizes the monthly average proportion of treasury shares to share capital throughout 2024 and 2025.

Monthly average of daily positions in treasury shares

% of Banco Santander's share capital at month end

	2025	2024
January	0.14 %	1.83%
February	0.29 %	0.13 %
March	0.52%	0.54 %
April	1.14%	0.98 %
May	1.65%	1.49 %
June	0.18%	1.54 %
July	0.01%	0.02 %
August	0.20%	0.06 %
September	0.37%	0.45 %
October	0.61%	0.94 %
November	0.96%	1.60 %
December	1.01%	1.36%

In 2025, Banco Santander and its subsidiaries' treasury share trades amounted to the following values:

Acquisitions and transfers of treasury shares in 2025

EUR (except number of shares)	Acquisitions				Transfers				Profit (loss) net of taxes
	Number of shares	Total par value	Total cash amount	Average purchase price	Number of shares	Total par value	Total cash amount	Average purchase price	
Discretionary trading	32,601,302	16,300,651	216,021,000	6.63	37,053,470	18,526,735	188,585,000	6.39	33,618,000
Operations on behalf of clients ^A	88,589,623	44,294,812	578,143,000	6.53	88,589,623	44,294,812	578,143,000	6.53	
Buyback programmes	463,172,820	231,586,410	3,287,000,000	7.10	N/A	N/A	N/A	N/A	N/A
Total	584,363,745	292,181,873	4,081,164,000	6.98	125,643,093	62,821,547	766,728,000	6.48	33,618,000

A. Transactions on Banco Santander's shares to hedge market risks or provide brokerage or hedging for customers.

The chart below shows significant changes in treasury shares that required disclosure to the CNMV in the year. Companies must report to the CNMV when purchases of treasury shares exceed 1% of the total voting rights (without discounting transfers) or when there is a change in the number of total voting rights.

Significant changes in treasury shares in 2025^A

Reported on	% of voting rights represented by shares		
	acquired since last notice	transferred since last notice	held at reference date of notice
25/03/2025	1.01%	0.57%	0.61%
29/04/2025	1.00%	0.16%	1.45%
12/06/2025 ^B	1.03%	0.58%	0.62%
12/06/2025 ^C	1.02%	0.17%	1.48%
12/06/2025	0.50%	1.96%	0.01%
05/11/2025	1.07%	0.26%	0.82%

A. Percentages calculated over share capital at the date of disclosure.

B. It amends report dated 25 March 2025.

C. It amends report dated 29 April 2025.

Transactions with financial instruments

The transactions with financial instruments with Banco Santander shares as the underlying asset that Banco Santander carried out of its own accord in 2025 for the purpose of discretionary treasury share management were:

- At the end of Q1'25, the delta (i.e. net exposure to share price changes) was equivalent to 1,860,000 shares. These derivatives matured during the financial year. No transactions were executed in Q2'25. In Q3'25, the final position amounted to a delta equalling 3,000,000 shares.

- The final position at year end was a positive aggregated delta equalling 3,252,000 shares worth a total of EUR 32,751,000.
- The instruments used were total return equity swaps and listed options, to be settled at maturity.

2.6 Stock market information

Markets

Banco Santander shares are listed on the Spanish stock exchanges (Madrid, Barcelona, Bilbao and Valencia), the New York Stock Exchange as American Depositary Shares (ADS), the London Stock Exchange as Crest Depositary Interests (CDI), the Warsaw Stock Exchange, and in the International Quotation System of the Mexican Stock Exchange.

Market capitalization and trading

As at 31 December 2025, Banco Santander is number one in the eurozone and 14th in the world by market value among financial institutions, with a market capitalization of EUR 147,921 million.

7,573 million Banco Santander shares traded in the year for an effective value of EUR 53,296.1 million and an annualized liquidity ratio of 51%.

The Banco Santander share

	2025	2024
Shares (million)	14,689.3	15,152.5
Price (EUR)		
Closing price	10.070	4.465
Change in the price	126 %	18%
Maximum for the period	10.156	4.928
Date of maximum for the period	30/12/2025	29/04/2024
Minimum for the period	4.255	3.563
Date of minimum for the period	02/01/2025	30/01/2024
Average for the period	7.315	4.352
End-of-period market capitalization (EUR million)	147,921.4	67,648.3
Trading		
Total volume of shares traded (million)	7,572.7	7,712.6
Average daily volume of shares traded (million)	29.7	30.1
Total cash traded (EUR million)	53,296.1	33,409.9
Average daily cash traded (EUR million)	209.0	130.5

3. Shareholders and general meeting

- One share, one vote, one dividend
- No takeover defences in our Bylaws
- High shareholder participation at the general meeting and equal treatment of our shareholders

3.1 Shareholder communication and engagement

Policy on communication and engagement with shareholders and investors

We aim to align our interests with those of our shareholders through sustainable growth and long-term value creation and to maintain the trust of our shareholders and broader society. To achieve this, we:

- provide shareholders and investors with information that meets their expectations and upholds our culture and values; and
- communicate and engage with them regularly to ensure that senior management and governance bodies consider and understand their views.

Our policy on communication and engagement with shareholders and investors, which is available on our corporate website, sets out the principles that govern these activities:

- **Protection of all shareholders' rights and legitimate interests.** We facilitate the exercising of their rights, provide them with information, and give them opportunities to have a say in our corporate governance in an effective and sustainable manner over the long term.
- **Equal treatment and non-discrimination.** We treat shareholders and investors in the same situation equally.
- **Fair disclosure.** We make sure that the information we disclose is transparent, truthful and consistent according to applicable law.
- **Appropriate information.** We report appropriate and relevant information to meet our shareholders' and investors' needs and expectations, and make sure it is clear, concise and accurate.
- **Compliance with laws and corporate governance rules.** We comply with the regulations on inside and other material information, and follow the principles of cooperation and transparency with supervisory and regulatory bodies.

The policy also sets out:

- the **roles and responsibilities** of the main governance bodies and internal functions involved;
- the **channels for information disclosure and communication**; and
- the **ways in which we engage** with shareholders and investors.

The policy also applies to relations with agents that advise, make recommendations to, or guide our shareholders and investors, such as financial and environmental, social and governance (ESG) analysts, proxy advisors and rating agencies.

Moreover, Banco Santander has board-approved frameworks on (i) accounting, financial and management and sustainability information, (ii) responsible banking, and (iii) branding and communications. They set out the general principles, roles and key processes for the communication of financial, non-financial and corporate information, which help ensure that all our shareholders and other stakeholders are properly informed about our strategy, targets and results, as well as about our culture and values.

Shareholder engagement in 2025

We carried out these activities in 2025 as part of our policy on communication and engagement with shareholders and investors:

- **The annual general meeting.** The ordinary general meeting is the most important annual event for our shareholders. We strive to encourage them to attend and participate, in an informed way. For more details, see '[Participation at general meetings](#)' and '[Right to information](#)' in section 3.2.

The annual general meeting is broadcast live on our corporate website, where its full recording is made available afterwards. This enables shareholders who cannot attend, as well as other interested parties, to remain fully informed of the resolutions submitted for approval.

We held our 2025 AGM exclusively by remote means. Our remote AGM platform ensures shareholders can fully exercise their rights to attend and participate in real time and virtually, regardless of where they are located. Through the platform, they can follow the live broadcast, vote, make presentations, propose resolutions, see the presentations and proposals of other attendees, and communicate with the notary public.

Our high shareholder participation rate at the most recent general meeting (with the second highest quorum in recent years) and the voting results show our commitment to shareholder engagement through general meetings and prove the effectiveness of our electronic means of attendance, delegation and remote voting. For more details, see section [3.4 '2025 AGM'](#).

As usual, an external auditor reviewed our 2025 AGM procedures, where it verified that our meeting call, preparation, communication and holding of the event were up to standard and certified the security, integrity and consistency of the means available for shareholders to participate.

- **Lead Independent Director meetings with key investors.** From November 2025 to the date of publication of this report, our Lead Independent Director held several meetings with institutional investors. Though meetings primarily focused on understanding their concerns about remuneration, they also addressed other topics of interest such as the structure of the board, our sustainability strategy and their opinion on virtual AGMs. In total, he held 14 meetings with 11 large institutional investors, who account for 23.61% of our share capital.
- **Quarterly results presentation.** We present our results at the end of each quarter on the same day we make them public. The presentation can be followed live, via conference call, or streamed on our website. We also release the related quarterly financial report and presentation material on the same day before the markets open. During the presentation, questions can be asked or emailed to investor@gruposantander.com.

In 2025, we gave our first, second and third quarter results presentations on 30 April, 30 July and 29 October, respectively.

Our fourth quarter results presentation took place on 4 February 2026. The board was informed of investors' and analysts' reaction.

- **Investor days.** We hold investor days where we explain our strategy and targets for the next three years to investors and other stakeholders in a broader context than at results presentations and where investors can engage directly with senior management and some board members. We announce these meetings and provide the related documents well in advance. We held our most recent Investor Day in London on 25 February 2026.
- **Other activities.** We are aware that a single communication format cannot meet everyone's needs. That's why in 2025 we carried out the activities detailed in the table below to meet our shareholders' and investors' expectations.

Other activities

→ Institutional investor roadshows	Our Shareholder and Investor Relations team had 1,511 meetings (both in person and virtually) with 520 institutional investors, including 55 meetings focused on ESG matters. We engaged with 41.3% of share capital.
→ Interaction with retail shareholders	Our Shareholder and Investor Relations team held 219 events (online, in person and hybrid). Attendees accounted for 12.22% of the capital that retail shareholders hold in Spain. Shareholders engaged with the Group's senior management at several of these events.
→ Studies and surveys	We received 137,416 shareholder and investor opinions through quality surveys and studies, of which 4,673 corresponded to responses by retail shareholders on Santander's perception.

Communication with proxy advisors and other analysts

We have always recognized the value our investors place on open dialogue with proxy advisors, ESG analysts and other influential entities. We make sure they understand our corporate governance and sustainability priorities and messages in order to convey them properly to investors.

As usual, we continued to engage with the main proxy advisors, providing them with information and explanations about the resolutions that will be submitted for approval at the 2026 AGM so they could make voting recommendations.

We also engaged in dialogue with ESG analysts, ensuring that any actions stemming from this dialogue complies with applicable regulations. For more details, see the ['Sustainability statement'](#) chapter.

Corporate website

Our corporate website includes all the information on corporate governance as required by law and, in particular, (i) Banco Santander's Bylaws, Rules and regulations of the board, Rules and regulations for the general shareholders meeting, and other internal regulations; (ii) information on the board of directors and its committees, as well as directors' skills and professional biographies; and (iii) all the information related to general meetings.

Information on our corporate governance can be found at santander.com/en/shareholders-and-investors/corporate-governance. The contents of our corporate website are not incorporated by reference to this annual report nor should be considered part of it for any purpose.

In addition, our corporate website provides extensive institutional, financial and sustainability information about the Group, as well as other information we consider to be of interest to our shareholders and, in general, to all our stakeholders worldwide.

Our website's design enables us to be transparent and enhance user experience by providing quality information about Santander.

Other channels

In order to maximize the dissemination and quality of information, we provide shareholders and investors with an app (Santander Shareholders and Investors), on Android and Apple iOS that offers a broad range of content about the Group.



We also engage with shareholders through various channels, such as an email address, telephone lines, WhatsApp, a postal service, and a virtual office.

We regularly post information about Banco Santander on our official X and LinkedIn accounts. The contents included in these profiles are not incorporated by reference to this annual report nor should be considered part of it for any purpose.

3.2 Shareholder rights

One share, one vote, one dividend

Our Bylaws provide for one share class only (ordinary shares). Shares grant all shareholders the same rights. Each of them entitles its holder to one vote and there is no preferential treatment in dividend payouts. The Bylaws fully adhere to the one share, one vote, one dividend principle.

Voting rights and unrestricted share transfers

There are no non-voting or multiple-voting shares, nor limitations to the number of votes a shareholder can cast, or any other restriction on exercising voting rights, except for those prescribed by law or set out in our Bylaws should the acquisition of the shares infringe regulations. There are no quorum or qualified majority requirements other than those prescribed by law.

Neither Banco Santander's Bylaws nor any other means restrict the transferability of shares, which is subject only to the restrictions prescribed by law.

Furthermore, our Bylaws do not include any neutralization provisions, as set out in Spain's Securities Market Act, which would apply in takeover bids.

The shareholders' agreement mentioned in section [2.4 'Shareholders' agreements'](#) contains transfer and voting restrictions on the shares that are subject to it.

Acquisition of significant shareholdings

Because banking is a regulated sector, the acquisition of a significant shareholding or influence in Banco Santander is subject to non-objection by the supervising authority. Furthermore, as Banco Santander is a listed company, any parties wishing to acquire control over it and/or enter into any other cases provided for by law must launch a tender offer for its shares.

Such acquisitions are largely regulated by:

- Council Regulation (EU) No 1024/2013, of 15 October 2013, conferring specific tasks on the ECB relating to the prudential supervision of credit institutions;

- Act 10/2014, of 26 June, on the organization, supervision and solvency of credit institutions and its implementing regulation, Spanish Royal Decree 84/2015, of 13 February; and
- Act 6/2023, of 17 March, on Securities Markets and Investment Services.

The acquisition of a significant holding in Banco Santander may also require approval by other domestic and foreign regulators with supervisory powers over Banco Santander or its subsidiaries' operations and shares listings, or other actions concerning such regulators or subsidiaries, as well as approval by other authorities pursuant to foreign investment regulations in Spain or other countries where we operate.

Participation at general meetings

All registered holders of shares found on record at least five days prior to the day of a general meeting are entitled to attend. The requirements and procedures accepted to evidence share ownership and shareholders' right to participate in general meetings are available on our corporate website.

Shareholders (or their proxies) can attend general meetings virtually and participate through real-time means of communication, cast their votes, take the floor, propose resolutions and contact the notary public. Our Bylaws allow for general meetings to be virtual-only, without the physical attendance of shareholders or their proxies, provided that we can guarantee their identity and standing and that they can participate effectively in the meeting by remote means of communication, exercise their rights in real time and follow the presentations and proposals of other attendees, considering the state of the art and Banco Santander's circumstances, particularly the number of shareholders.

The electronic shareholders' forum, available on the corporate website at the time the meeting is called, enables shareholders to add items to the agenda included in the meeting notice, requests for support for their proposals, initiatives to reach the percentage required to exercise minority shareholder rights legally, and offers or requests to act as a voluntary proxy.

Supplement to the notice and proposal of resolutions

Shareholders who account for at least 3% of the share capital are able to request the publication of a supplement to the annual general meeting notice, adding one or more items to the agenda, with an explanation or substantiated resolution proposal and any other relevant documents.

Shareholders accounting for at least 3% of the share capital may also propose reasoned resolutions on any matters that have been, or should be, added to the agenda of a called annual general meeting.

To exercise these rights, shareholders must send a certified notice to Banco Santander's registered office within five days after the annual general meeting notice is posted.

Any shareholder, irrespective of their stake, can also request the removal of directors or the filing of corporate liability action against any director to be put to a vote at the general meeting, even when not on the agenda.

Right to information

From the time the general meeting notice is posted up to and including the fifth day before the date of the general meeting, shareholders can submit any written requests for information or clarification they may deem pertinent, or any written questions they deem relevant to the items on the meeting agenda.

In the same manner and within the same period, shareholders can submit written requests for clarification about information Banco Santander has sent to the CNMV since the last general meeting or about auditor's reports. Banco Santander posts all shareholder-requested information and the answers it provides on its corporate website.

Shareholders who attend either in person or virtually may also exercise their right to receive information at the meeting. Where information cannot be given during the course of the meeting, it will be provided in writing within seven days and posted on our corporate website.

Quorum and majorities for passing resolutions at the general meeting

The quorum and majorities set out in our Bylaws and Rules and regulations for general meetings in order to hold a valid meeting and adopt corporate resolutions are those provided for under Spanish law.

Except for certain matters mentioned below, on first call, shareholders accounting for at least 25% of the subscribed share capital with voting rights must be in attendance for the valid constitution of the general shareholders' meeting. If sufficient quorum is not reached, general meetings will be held on second call, which does not require a quorum.

In accordance with our Rules and regulations for general meetings, shareholders voting by remote means, by post or direct delivery or by electronic means before the meeting are counted as present in order to determine the general meeting quorum.

With the exception of certain matters mentioned below, general meeting resolutions pass when shareholders attending in person or by proxy cast more votes in favour than against.

The quorum and majorities required to amend the Bylaws, issue shares and bonds, make structural changes and vote on other significant resolutions permitted by law are those set out below for amending the Bylaws. Furthermore, in accordance with the laws that apply to credit institutions, if over 50% of the share capital is present at a general meeting, a qualified two-thirds majority is required to raise the proportion of variable remuneration components to fixed components above 100% (up to 200%) for executive directors and other employees whose professional activities have a material impact on the Group's risk profile; otherwise, a three-quarter majority will be necessary.

Decisions about acquiring, selling or contributing core assets to another company or similar corporate transactions shall require shareholder approval at general meetings when the law so dictates. Our Bylaws have no further requirements in this regard.

Rules for amending our Bylaws

Shareholders at the general meeting have the authority to approve any amendment to the Bylaws. However, the board can also decide to change the registered office within Spain.

The directors or, as applicable, the shareholders who have drafted a proposed amendment to the Bylaws, must write it out in full and prepare a report justifying it, which shall be provided to shareholders at the time the general meeting is called to debate the proposed amendment.

The general meeting notice must clearly state the items to be amended as well as the rights of all shareholders to examine the full text of proposed amendments and the related report at Banco Santander's registered office and to have them delivered free of charge.

If shareholders are convened to debate amendments to the Bylaws, the quorum on first call will be reached if 50% of the subscribed share capital with voting rights is in attendance. If sufficient quorum cannot be reached, the general meeting will be held on second call, where 25% of the subscribed share capital with voting rights must be in attendance.

When less than 50% of the subscribed share capital with voting rights is in attendance, resolutions on amendments to the Bylaws can only be validly adopted if two-thirds of shareholders attending the meeting in person or by proxy vote for them. However, when 50% or more of the subscribed share capital with voting rights is present, resolutions may pass by way of absolute majority.

Resolutions to amend the Bylaws that involve new obligations for shareholders must be accepted by those affected.

Bylaw amendments are subject to ECB approval. However, the following amendments do not require authorization but must still be reported to the ECB: a change of registered office within Spain, share capital increases, adding mandatory or prohibitive laws or regulations to the Bylaws, changing the wording in order to comply with court or administrative rulings, and any others the ECB has considered non-material changes in response to prior consultations.

3.3 Dividends and shareholder remuneration

Remuneration in relation to the 2025 results and the excess capital

The board applied the current shareholder remuneration policy to the 2025 results. This policy sets a target to allocate approximately 50% of the Group's net reported profit (excluding non-cash, non-capital ratios impact items) distributed almost evenly to cash dividends and share buybacks.

Additionally, on 5 February 2025, Banco Santander signalled its objective to allocate up to EUR 10 billion to share buybacks in relation to the 2025 and 2026 results, as well as expected capital excess. As part of this target, on 5 May 2025 Banco Santander announced its intention to distribute approximately 50% of the capital that will be released upon completion of the sale of its 49% stake in Santander Bank Polska S.A., through a share buyback of approximately EUR 3.2 billion in early 2026 and that, as a result, it

could exceed the EUR 10 billion target. Upon announcing the agreements to acquire TSB and Webster on 1 July 2025 and 3 February 2026 respectively, Banco Santander confirmed its goal to distribute at least EUR 10 billion in share buybacks with regard to the 2025 and 2026 results and excess capital.

In execution of the above, shareholder remuneration for financial year 2025 comprised the following:

- **Interim remuneration.**
 - On 30 July 2025, the board resolved to execute the First 2025 Buyback Programme worth up to EUR 1,700 million (equivalent to approximately 25% of the Group's net reported profit in H1'25). For more details, see '[First 2025 Buyback Programme](#)' in section 2.5.
 - On 30 September 2025, the board resolved to pay an interim cash dividend in relation to the 2025 results of 11.5 euro cents per share entitled to the dividend (equivalent to approximately 25% of the Group's net reported profit in H1'25), which was paid from 3 November 2025.
- **Final remuneration.**
 - On 3 February 2026, the board of directors resolved to implement the Second 2025 Buyback Programme worth up to EUR 5,030 million and for which the required regulatory authorization had been obtained. The programme started on 4 February 2026. Under the shareholder remuneration policy in relation to the 2025 results, 1,830 million euros of the Second Buyback Programme correspond to c. 25% of the Group's net reported profit for the second half of 2025. The remaining amount corresponds to an extraordinary buyback of 3,200 million euros, equivalent to approximately 50% of the CET1 capital generated in January 2026 following completion of the sale of 49% of Santander Bank Polska to Erste Group. For more details, see '[Second 2025 Buyback Programme](#)' in section 2.5.
 - On 24 February 2026, the board of directors resolved to submit to the 2026 AGM the approval of a final cash dividend in the gross amount of 12.5 euro cents per share entitled to dividend. Subject to AGM approval, the dividend will be payable from 5 May 2026.

Once these actions are completed, total shareholder remuneration in relation to the 2025 results will be EUR 7,050 million (approximately 50% of the Group's 2025 net reported profit, excluding non-cash, non-capital ratios impact items), split almost evenly between cash dividends (EUR 3,520 million) and share buybacks (EUR 3,530 million). We have estimated these amounts on the assumption that, as a result of the partial execution of the Second 2025 Buyback Programme, the number of outstanding shares entitled to receive the final cash dividend will be 14,568,470,446. Therefore, the final amount may be higher if fewer shares than planned are acquired in the Second 2025 Buyback Programme; otherwise, it will be lower.

Since 2021 and including the total share buyback currently underway, Banco Santander will have returned EUR 16.2 billion to shareholders via share buybacks, and will have repurchased around 18% of its outstanding shares.

Shareholder remuneration policy

The board of directors intends (1) to apply an ordinary shareholder remuneration policy for 2026 to 2028 results that entails allocating approximately 50% of the Group's underlying profit* (excluding non-cash, non-capital ratios impact items), split approximately evenly between cash dividends and share buybacks for 2026 results, and (2) to distribute to shareholders any excess capital at the end of the 2026-2028 period. From 2027 results, the ordinary shareholder remuneration policy is expected to comprise around 35% of the Group's underlying profit (on the same basis) in cash dividends and around 15% in share buybacks. For more details, see '[Remuneration in relation to the 2025 results and the excess capital](#)' in this section.]

The execution of the ordinary shareholder remuneration policy and the distribution to shareholders of any excess capital at the end of the 2026-2028 period is subject to corporate and regulatory decision and approval.

* Therefore excluding extraordinary results, such as those arising from the sale of 49% of Santander Bank Polska to Erste Group, the positive capital impact of which we considered for the purposes of the Second 2025 Buyback Programme.

3.4 2025 AGM

We held our annual general meeting on 4 April 2025, on second call, in a completely virtual format.



Quorum

The quorum (among shareholders present and represented) was 68.507%, the second highest in recent years, broken down as follows:

Quorum breakdown	Share capital with voting rights
Present	3.922%
Virtual attendance	0.799%
Remote voting	3.123%
By post or direct delivery	0.551%
By electronic means	2.571%
Represented	64.585%
By post or direct delivery	5.287%
By electronic means	59.298%
Total	68.507%

Approved resolutions and voting results

All items on the agenda were approved. Votes in favour of the board's proposals averaged 98.71%. 99.56% of votes approved the corporate management for 2024 and 96.35% of the votes approved the directors' remuneration policy for 2025, 2026 and 2027.

See the following summary chart:

Approved resolutions and voting results at the 2025 AGM

	VOTES ^A				Quorum ^D
	For ^B	Against ^B	Blank ^C	Abstention ^C	
1. Annual accounts and corporate management.					
1A. Annual accounts and directors' reports of Banco Santander, S.A. and of its consolidated group for 2024.	99.90	0.10	0.03	0.23	68.51
1B. Consolidated statement of non-financial information for 2024, which is part of the consolidated directors' report.	99.83	0.17	0.03	0.21	68.51
1C. Corporate management for 2024.	99.56	0.44	0.03	1.82	68.51
2. Application of results obtained during 2024.	99.84	0.16	0.03	0.13	68.51
3. Board of directors: appointment and re-election of directors.					
3A. Setting of the number of directors.	99.77	0.23	0.04	0.20	68.51
3B. Re-election of Mr. Luis Isasi Fernández de Bobadilla.	96.89	3.11	0.03	0.20	68.51
3C. Re-election of Mr. Héctor Blas Grisi Checa.	99.36	0.64	0.04	0.19	68.51
3D. Re-election of Mr. Glenn Hogan Hutchins.	97.93	2.07	0.04	0.22	68.51
3E. Re-election of Mrs. Pamela Ann Walkden.	99.60	0.40	0.04	0.20	68.51
3F. Re-election of Ms. Ana Botín-Sanz de Sautuola y O'Shea.	97.80	2.20	0.03	0.38	68.51
4. Re-election of the external auditor for financial year 2025.	99.70	0.30	0.04	0.26	68.51
5. Appointment of the verifier of sustainability information for financial year 2025.	99.69	0.31	0.04	0.25	68.51
6. Share capital.					
6A. Reduction in share capital in the maximum amount of EUR 706,871,648, through the cancellation of a maximum of 1,413,743,296 own shares. Delegation of powers.	99.65	0.35	0.02	0.12	68.51
6B. Reduction in share capital in the maximum amount of EUR 757,624,616, through the cancellation of a maximum of 1,515,249,232 own shares. Delegation of powers.	99.44	0.56	0.02	0.12	68.51
7. Remuneration.					
7A. Directors' remuneration policy.	96.35	3.65	0.03	0.20	68.51
7B. Setting of the maximum amount of annual remuneration to be paid to all the directors in their capacity as such.	97.71	2.29	0.04	0.23	68.51
7C. Approval of maximum ratio between fixed and variable components of total remuneration of executive directors and other employees belonging to categories with professional activities that have a material impact on the risk profile.	99.20	0.80	0.03	0.17	68.08
7D. Deferred Multiyear Objectives Variable Remuneration Plan.	98.40	1.60	0.04	0.22	68.51
7E. Application of the Group's buyout regulations.	99.21	0.79	0.04	0.23	68.51
7F. Annual directors' remuneration report (consultative vote).	93.27	6.73	0.04	1.15	68.51
8. Authorization to the board and grant of powers for conversion into public instrument.	99.86	0.14	0.03	0.13	68.51
9 to 24. Corporate action to demand director liability and dismissal and removal of directors.^E	0.00	100.00	0.00	0.04	65.38

A. Each Banco Santander share grants one vote.

B. Percentage of total votes for and against.

C. Percentage of total share capital attending the 2025 AGM, either in person or by proxy.

D. Percentage over Banco Santander's share capital at the date of the 2025 AGM.

E. Items 9 to 24, not included on the agenda, were put to a separate vote. They refer to the proposal to bring of corporate action to demand director liability (*acción social de responsabilidad*) against all directors in office (9) and to the proposal of dismissal and removal of the following directors: Ms. Ana Botín-Sanz de Sautuola y O'Shea (10), Mr. Héctor Blas Grisi Checa (11), Mr. Glenn Hogan Hutchins (12), Mr. José Antonio Álvarez Álvarez (13), Ms. Homaira Akbari (14), Mr. Juan Carlos Barrabés Cónsul (15), Mr. Javier Botín-Sanz de Sautuola y O'Shea (16), Ms. Sol Daurella Comadrán (17), Mr. Henrique de Castro (18), Mr. Germán de la Fuente Escamilla (19), Ms. Gina Lorenza Díez Barroso (20), Mr. Luis Isasi Fernández de Bobadilla (21), Ms. Belén Romana García (22), Mrs. Pamela Walkden (23) and Mr. Antonio Francesco Weiss (24).

The full texts of the resolutions passed can be found on our corporate website and on the CNMV's website, as they were filed as other relevant information on 4 April 2025.

3.5 Our next AGM in 2026

Resolution proposals submitted for shareholder approval

The board of directors resolved to call the 2026 AGM on 26 March at first call or on 27 March at second call, and to submit these resolutions for shareholder approval:

Resolution proposals submitted for shareholder approval at the 2026 AGM

Annual accounts and corporate management

- To approve the annual accounts and the directors' reports of Banco Santander and its consolidated Group for 2025. For more details, see ['Consolidated financial statements'](#).
- To approve the consolidated non-financial statement for 2025, which forms part of the consolidated directors' report. For more details, see the ['Sustainability statement'](#) chapter.
- To approve the corporate management for 2025.

Shareholder remuneration

- To approve the allocation of profits obtained by Banco Santander in 2025. For more details, see note [4.a\)](#) to the consolidated financial statements.
- To reduce the share capital of Banco Santander by cancelling:
 - a maximum of 1,326,455,826 own shares purchased under the Second 2025 Buyback Programme; and
 - a maximum of 1,468,931,950 own shares acquired through one or more share buyback programmes or by other legally permitted means, authorizing the board of directors to cancel them on one or several occasions within the earliest of one year or the date of the next annual general meeting.

For more details, see sections [2.1 'Share capital'](#), [2.5 'Treasury shares'](#) and [3.3 'Dividends and shareholder remuneration'](#).

External auditor and independent verifier

- To re-elect the firm PricewaterhouseCoopers Auditores, S.L. (PwC) as external auditor for financial year 2026.
- To elect PwC as verifier of the sustainability information for financial year 2026.

Board of directors: appointments and re-elections

- To set the number of directors at 15, which is within the range that the Bylaws prescribe.
- To appoint Deborah Vieitas and re-elect Sol Daurella, Gina Díez Barroso, Carlos Barrabés and Antonio Weiss for a three-year term. For more details, see section [4.1 'Our directors'](#).

Remuneration (see section [6. 'Remuneration'](#))

- To approve the director's remuneration policy for 2026, 2027 and 2028.
- To approve a maximum ratio of 200% of variable components to fixed components of total remuneration for executive directors and certain employees belonging to professional categories that have a material impact on the Group's risk profile.
- To approve the Group's buy-out regulations.
- To hold a non-binding vote on the annual directors' remuneration report.

Share capital and convertible securities

- To authorize the board to increase share capital and exclude pre-emptive rights.
 - To authorize the board to issue securities that are convertible into shares within a 5-year period and up to a maximum aggregate limit of EUR 10 billion. To set the standards to determine the bases for, and terms and conditions applicable to, the conversion and to grant powers to increase capital and exclude pre-emptive rights.
 - To increase the share capital by issuing up to 334,809,216 new shares, in exchange for in-kind contributions consisting of common shares of Webster Financial Corporation. Authorize the board to implement the capital increase and determine the share premium.
- For more details, see sections [2.1 'Share capital'](#) and [2.5 'Treasury shares'](#).

Related documents and information are available for consultation on our corporate website from the date the meeting notice is published.

Virtual AGM

As with the 2025 AGM, the 2026 AGM will be held as a virtual-only meeting broadcast live from our corporate centre in Boadilla del Monte. Holding the meeting in this format is possible thanks to the legal and statutory authorization to hold this type of meeting and is motivated by these reasons:

- **The virtual format is effective.** The 2025 virtual meeting was characterized by a high level of shareholder engagement, with the second-highest quorum in recent years, an average support of 98.7% for the proposals submitted to vote, and a high level of participation during the meeting, in which shareholders were able to exercise their rights on equal terms from any location. For more details, see section [3.4 '2025 AGM'](#).
- **It enhances participation and ensures equal treatment of shareholders...** The virtual format guarantees equal treatment for all shareholders and enables their participation and the full exercising of their rights, in line with our commitment to encouraging shareholder engagement in our corporate governance. Considering that Santander has several million shareholders located across different geographies, and only a moderate number of shareholders have traditionally attended general meetings in person when held in a physical or hybrid format, the virtual format enables all shareholders to take part under the same conditions, placing those who can travel and those who cannot on an equal footing.
- **...thanks to robust and secure technology, ...** Our General Shareholders' Meeting Platform is fully suited for holding the meeting with the necessary guarantees and safeguards the exercising of shareholders' rights at the same level as a physical or hybrid meeting. We have been promoting remote participation through this platform for more than two decades; it is technologically proven, and its effectiveness was confirmed again at the 2025 virtual meeting. An external audit certifies the security, integrity and consistency of the means made available to shareholders through the platform.

- **...consistent with Santander's digitalization and sustainability strategy...** The virtual format is fully aligned with the Group's digital transformation, leveraging technology to offer shareholders a simple and secure digital experience while optimizing its resources for shareholders' benefit. It also reflects our commitment to sustainability by reducing the environmental impact associated with the travel of attendees and teams to a physical event, particularly when technology enables an equivalent outcome to be achieved without the need for such travel.
- **...and aligned with market trends.** The global shift towards fully virtual meetings continues to expand in line with the current digital paradigm. In markets such as the United States, Germany and Norway, this format has become the prevailing practice among large, listed companies. Listed companies in Spain are also increasingly joining this trend.

Attendance at the 2026 AGM shall be through the General Shareholders' Meeting Platform accessible on the corporate website santander.com, through the 'General Shareholders' Meeting' site, or on the website juntasantander.com.

Since attendance at general meetings is not paid, a general policy in this regard is not necessary. However, Banco Santander offers shareholders that participate in our general meeting a commemorative courtesy gift, as has been tradition for decades.

4. Board of directors

A diverse and balanced board

→ 15 directors: 13 non-executive and 2 executive

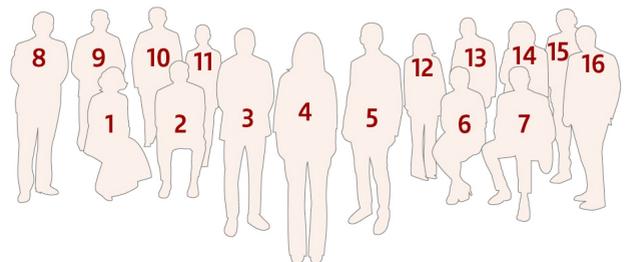
→ Majority of independent directors (66.67%)

→ Balanced presence of women and men (40%-60%)



- | | | | | | | | |
|--|--|--|---|---|---|--|---|
| <p>1 Belén Romana
Member
Non-executive director
(independent)
●●●●▲▲▲</p> | <p>2 José Antonio Álvarez
Vice Chair
Non-executive director
●●▲▲</p> | <p>3 Héctor Grisi
CEO
Executive director
●▲</p> | <p>4 Ana Botín
Executive Chair
Executive director
●●▲</p> | <p>5 Glenn Hutchins
Vice Chair and Lead Independent Director
Non-executive director
(independent)
■●▲▲</p> | <p>6 Pamela Walkden
Member
Non-executive director
(independent)
●▲▲*</p> | <p>7 Germán de la Fuente
Member
Non-executive director
(independent)
●▲</p> | <p>8 Javier Botín
Member
Non-executive director
●</p> |
| <p>9 Henrique de Castro
Member
Non-executive director
(independent)
●●▲</p> | <p>10 Antonio Weiss
Member
Non-executive director
(independent)
■</p> | <p>11 Sol Daurella
Member
Non-executive director
(independent)
■●▲*</p> | <p>12 Homaira Akbari
Member
Non-executive director
(independent)
●*▲</p> | <p>13 Luis Isasi
Member
Non-executive director
●●▲</p> | <p>14 Gina Díez Barroso
Member
Non-executive director
(independent)
■*</p> | <p>15 Carlos Barrabés
Member
Non-executive director
(independent)
■*▲</p> | <p>16 Jaime Pérez Renovales
Secretario general y del consejo</p> |

- Executive committee
- Audit committee
- Nomination committee
- Remuneration committee
- ▲ Risk supervision, regulation and compliance committee
- * Responsible banking, sustainability and culture committee
- ▲ Innovation and technology committee
- C Chair of the committee



4.1 Our directors



Ana
Botín-Sanz de
Sautuola y O'Shea

EXECUTIVE CHAIR
Executive director

Board member since 1989.

Nationality: Spanish. Born in Santander (Spain) in 1960.

Education: Degree in Economics from Bryn Mawr College of Pennsylvania.

Experience: Ms Botín joined Banco Santander in 1988, after working at J.P. Morgan in New York (1980-1988). Up to 1998, she held several executive positions and led the Group's expansion across Latin America. In 2002, she was appointed Executive Chair of Banesto. Between 2010 and 2014, she was CEO of Santander UK plc and was a non-executive director until April 2021. In 2014 she was appointed Executive Chair of Banco Santander. She was also a non-executive director of Santander UK Group Holdings plc (2014-2021) and Chair of the European Banking Federation (2021-2023).

Other positions of note: Ms Botín is a member of the board of directors of The Coca-Cola Company and Chair of the Institute of International Finance (IIF).

She is also founder and Chair of CyD (a foundation that supports higher education) and Fundación Empieza por Educar (the Spanish subsidiary of international NGO Teach For All), and sits on the advisory board of the Massachusetts Institute of Technology (MIT).

Positions in other Group companies: Ms Botín is non-executive Chair of Open Bank, S.A., Santander Consumer Finance, S.A., Open Digital Services, S.L., PagoNxt, S.L., Universia España Red de Universidades, S.A. and Universia Holding, S.L.; and is a non-executive director of Santander Holdings USA, Inc. and Santander Bank, N.A.

Membership of board committees: Executive committee (Chair) and innovation and technology committee.

Skills and competencies: Ms Botín has extensive international experience in top executive roles in banking. She has also led Grupo Santander's strategic and cultural transformation, and her philanthropy underscores her ongoing commitment to sustainable and inclusive growth.



Héctor
Grisi Checa

**CHIEF EXECUTIVE
OFFICER**
Executive director

Board member since 2023.

Nationality: Mexican and Spanish. Born in Mexico City (Mexico) in 1966.

Education: Degree in Finance from Universidad Iberoamericana (Mexico City).

Experience: Mr Grisi has more than three decades of international banking experience. He joined Grupo Santander in 2015 as Executive Chair and CEO of Banco Santander México and Grupo Financiero Santander México, S.A. de C.V. Between 2019 and 2022, he was Regional Head for North America, overseeing operations in Mexico and the United States. Previously, he spent 18 years at Credit Suisse, where he held several senior management roles that included Head of Investment Banking for Mexico, Central America and the Caribbean, and Chair and CEO of Credit Suisse México. He began his professional career in investment banking at Casa de Bolsa Inverlat, Banco Mexicano and Grupo Financiero Santander Mexicano. He has also been Vice Chair of Asociación de Bancos de México (ABM) and a member of the boards of Bolsa Mexicana de Valores and Universidad Iberoamericana.

Other positions of note: Mr Grisi is non-executive Chair of Cogrimex, S.A. de C.V.

Positions in other Group companies: Mr Grisi is a non-executive director of Grupo Financiero Santander México, S.A. de C.V. and PagoNxt, S.L.

Membership of board committees: Executive committee and innovation and technology committee.

Skills and competencies: Mr Grisi stands out for his leadership in business transformation, operational efficiency and digital innovation. He has in-depth knowledge of Grupo Santander, including its business lines and international strategy, particularly in Mexico and the United States, two of its core markets. He has led the Group through a period of solid growth and modernization, enhancing its competitive position and strengthening investor confidence, while accelerating its transformation into a simpler, more agile and digitally integrated organization. Throughout his career, he has promoted responsible business and sustainability initiatives, especially in the areas of education and support for vulnerable communities. He brings to the board extensive international experience and a proven ability to lead transformation and strengthen connectivity across the Group's markets, thereby contributing to its geographic and international diversity.



Glenn H. Hutchins

VICE CHAIR AND LEAD INDEPENDENT DIRECTOR

Non-executive director (independent)

Board member since 2022.

Nationality: American. Born in Virginia (US) in 1955.

Education: Graduated with an AB, MBA and JD from Harvard University.

Experience: Mr Hutchins co-founded US technology and investment firm Silver Lake, where he was CEO until 2011. Prior, he had been a senior managing director at The Blackstone Group (1994-1999) and Thomas H. Lee Co. (1985-1994), and a consultant at Boston Consulting Group. He has also served on the boards of SunGard Data Systems (Chair, 2005-2015), NASDAQ (2005-2017), Virtu Financial (2017-2021) and AT&T (2014-2025). He served as a director and Chair of the audit and risk committees of the Federal Reserve Bank of New York from 2011 to 2021. In addition, he served on the board of the Harvard Management Company, which manages Harvard University's endowment, and has been a member of the executive committee of the Boston Celtics (2003-2025). Mr Hutchins worked with President Clinton in his transition to power and the White House as special advisor on economic and healthcare policy.

Other positions of note: Mr Hutchins is non-executive Chair of investment firm North Island Ventures and Lead Independent Director of CoreWeave, Inc. He is a member of the international advisory board and investment board of Singapore's Government Investment Corporation (GIC), co-Chair of the Brookings Institution, Chair emeritus of not-for-profit organization CARE, and Vice Chair of the Obama Foundation.

Membership of board committees: Nomination committee, remuneration committee (Chair), and innovation and technology committee (Chair).

Skills and competencies: As a long-time investor in technology and fintech companies, Mr Hutchins has expertise in financial markets and is well-known among investors and stakeholders. He brings to the board his acumen in technology, telecommunications, innovation, finance and investment as well as extensive knowledge of financial regulation as a result of his leadership roles in government, especially with financial regulators and supervisors. He works closely with not-for-profit entities that helps fight poverty and promote inclusion and social justice.



José Antonio Álvarez Álvarez

VICE CHAIR
Non-executive director

Board member since 2015.

Nationality: Spanish. Born in León (Spain) in 1960.

Education: Degree in Economics and Business Administration from the University of Santiago de Compostela and MBA from the University of Chicago.

Experience: Mr Álvarez joined Banco Santander in 2002. He was appointed Senior Executive Vice President (director general) and Head of the Financial Management and Investor Relations division in 2004 (Group Chief Financial Officer) and was Group CEO from 2015 to 2022. He has also served as director at SAM Investments Holdings Limited, Santander Consumer Finance, S.A., Santander Holdings USA, Inc., and as non-executive Vice Chair of Banco Santander (Brasil) S.A. In addition, he sat on the supervisory boards of Santander Consumer Bank AG, Santander Consumer Holding GmbH and Santander Bank Polska, S.A. He was also a board member of Bolsas y Mercados Españoles, S.A.

Other positions of note: Mr Álvarez is an independent director of Aon plc, non-executive Chair of the board of directors of Inbonis, S.A. and a member of the advisory committee of Grupo Buenavista.

Positions in other Group companies: Mr Álvarez is a non-executive director of PagoNxt, S.L.

Membership of board committees: Executive committee, risk supervision, regulation and compliance committee, and innovation and technology committee.

Skills and competencies: Mr Álvarez has had a distinguished career in banking and brings significant strategic and international management expertise, in particular financial planning, asset management and consumer finance, and has vast knowledge of the Group from his tenure as CEO. He also has an established reputation with such key stakeholders as regulators and investors.



**Homaira
Akbari**

*Non-executive
director
(independent)*

Board member since 2016.

Nationality: American and French. Born in Tehran (Iran) in 1961.

Education: PhD in Experimental Particle Physics from Tufts University of Massachusetts and MBA from Carnegie Mellon University.

Experience: Ms Akbari was a non-executive director of Gemalto N.V. and Veolia Environnement S.A. She was Chair and CEO of SkyBitz, Inc., managing director of TruePosition, Inc., and a non-executive director of Covisint Corporation and US Pack Logistics, LLC. She also held various roles at Microsoft Corporation and Thales Group. She was non-executive Chair of WorkFusion, Inc., an independent director of Temenos AG and a member of the security advisory board of Telefónica Soluciones de Criptografía, S.A.U.

Other positions of note: Ms Akbari is CEO of AKnowledge Partners, LLC, a global consultancy firm on the Internet of Things, cybersecurity and AI. She

is an independent director of Landstar System, Inc. and Babcock & Wilcox Enterprises Inc., and a member of the technology advisory board of Telefónica Innovación Digital, S.L. She is also a trustee of the French Institute Alliance Française.

Positions in other Group companies: Ms Akbari is a non-executive director of PagoNxt, S.L.

Membership of board committees: Audit committee, responsible banking, sustainability and culture committee, and innovation and technology committee.

Skills and competencies: Ms Akbari brings significant experience of technology companies, and her vast knowledge of digital transformation challenges and cybersecurity is an asset to the board. Moreover, her international experience in diverse regions and knowledge of sustainability matters, especially water, energy and waste management and treatment, are highly valuable to the Group's sustainability policy.



**Juan Carlos
Barrabés Cónsul**

*Non-executive
director
(independent)*

Board member since 2024.

Nationality: Spanish. Born in Huesca (Spain) in 1970.

Education: Tour Operator Management from the School of Tourism of Aragón and Global Leadership and Public Policy for the XXI Century Program from Harvard Kennedy School.

Experience: Mr Barrabés sat on the board of the Santander España business unit and the advisory council of Vodafone. He was also director of the master's degree in Strategic Design Lab at Instituto Europeo di Design (IED) and of the MBA at Escuela de Organización Industrial (EOI) in Madrid. He was also a trustee of Fundación Ashoka Emprendedores Sociales, founded and sits on the advisory council of Escuela de Negocios del Pirineo (ESPENI), founded and sits on the management board of Épsilon Ecología, Asociación para la Defensa del Medio Ambiente, and is an advisor to Centro de Finanzas Sostenibles y Responsables de España (centre for sustainable and responsible finance, FINRESP).

Other positions of note: Mr Barrabés is the founder and Chair of Grupo Barrabés, which advises large corporates on digital transformation, innovation, new technologies, e-commerce and the Internet, and SMEs on innovation and using technology efficiently in business processes. He also founded and is a trustee of Fundación Empieza por Educar.

Membership of board committees: Nomination committee, responsible banking, sustainability and culture committee, and innovation and technology committee.

Skills and competencies: With a lengthy track record as an entrepreneur and e-commerce pioneer, he brings to the board extensive experience in Spain's digital and innovation areas, aimed at the integration of technology in socio-economic development, retail distribution and the promotion of talent, for the benefit of people and institutions. His experience as founder and trustee of multiple non-profit organizations that focus on education, entrepreneurship and environmental protection enriches the board's expertise in responsible business and sustainability.



**Javier
Botín-Sanz de
Sautuola y O'Shea**

*Non-executive
director*

Board member since 2004.

Nationality: Spanish. Born in Santander (Spain) in 1973.

Education: Degree in Law from the Complutense University of Madrid.

Experience: Mr Botín founded JB Capital Markets, S.V., S.A.U. in 2008 and has been its Executive Chair ever since. He was co-founder and executive director of the equities division of M&B Capital Advisers, S.V., S.A. (2000-2008). Previously, he had been a legal adviser within the International Legal department of Banco Santander (1998-1999).

Other positions of note: In addition to the financial sector, Mr Botín works with several not-for-profit organizations. He has been Chair of the Botín Foundation since 2014 and is also a trustee of the Princess of Girona Foundation.

Skills and competencies: Mr Botín brings international and managerial expertise to the board, particularly in finance and banking. He also brings a deep understanding of Grupo Santander and its strategy from his tenure as a non-executive director.



**Sol
Daurella
Comadrán**

*Non-executive
director
(independent)*

Board member since 2015.

Nationality: Spanish. Born in Barcelona (Spain) in 1966.

Education: Degree in Business and MBA from ESADE.

Experience: Ms Daurella sat on the board of Círculo de Economía de Barcelona and was an independent director of Banco Sabadell, S.A., Ebro Foods, S.A. and Acciona, S.A. She was also honorary consul general of Iceland in Barcelona (1992-2021).

Other positions of note: Ms Daurella is Chair of Coca-Cola Europacific Partners plc, Executive Chair of Olive Partners, S.A., and holds several roles in Grupo Cobega companies. She is also Vice Chair of the board of trustees of the FERRO Oncology Research Foundation and a board member of Instituto de la Empresa Familiar.

Membership of board committees: Nomination committee, remuneration committee, and responsible banking, sustainability and culture committee (Chair).

Skills and competencies: Ms Daurella brings to the board excellent strategy and high-level management skills from her international top-executive experience at listed and large privately-held entities, particularly distributors. She has vast experience of corporate governance as the former Chair of several boards and having served on various committees. As a trustee of various health, education and environmental foundations, she provides responsible business and sustainability insight to the board.



Henrique de Castro

Non-executive director (independent)

Board member since 2019.

Nationality: Portuguese. Born in Lisbon (Portugal) in 1965.

Education: Degree in Business Administration from the Lisbon School of Economics & Management and MBA from the University of Lausanne.

Experience: Mr de Castro was Chief Operating Officer at Yahoo. Previously, he had been the president of worldwide devices, media and platforms at Google, Head of European sales and business development at Dell, Inc., and a consultant at McKinsey & Company. He was also an independent director at First Data Corporation.

Other positions of note: Mr de Castro is an independent director of Fiserv, Inc.

Positions in other Group companies: Mr de Castro is a non-executive director of PagoNxt, S.L.

Membership of board committees: Audit committee, remuneration committee, and innovation and technology committee.

Skills and competencies: Mr de Castro brings to the board valuable international experience and a deep understanding of digital transformation and its relevance to financial sector strategy due to his executive roles in the world's top technology companies.



Germán de la Fuente Escamilla

Non-executive director (independent)

Board member since 2022.

Nationality: Spanish. Born in Madrid (Spain) in 1964.

Education: Degree in Economics and Business Administration with a diploma in auditing from the Complutense University of Madrid.

Experience: Mr de la Fuente has spent his professional career at Deloitte, where he has been Head of the audit business for the financial services industry (2002–2007), managing partner of Audit & Assurance (2007–2021) in Spain, and Chair and CEO of Deloitte, S.L. (2017–2022). He was also a member of the global board of directors of the firm from

2012 to 2016 and of the global audit and risk services committee until June 2021. He has been involved in auditing major Spanish financial groups and in multiple consulting and advisory projects.

Membership of board committees: Audit committee (Chair) and risk supervision, regulation and compliance committee.

Skills and competencies: Mr de la Fuente brings extensive experience in the auditing industry and sound knowledge in auditing, accounting and internal and risk control, as well as in-depth experience in the banking sector, all of which uphold his recognition as a financial expert.



Gina Díez Barroso Azcárraga

Non-executive director (independent)

Board member since 2020.

Nationality: Mexican. Born in Mexico City (Mexico) in 1955.

Education: Degree in Design from Centro de Diseño of Mexico City.

Experience: Ms Díez Barroso was an independent director of Banco Santander México and other Grupo Santander companies in Mexico until 2020. She founded and was non-executive Chair of Grupo Diarq, S.A. de C.V. and member of the board of directors of Dalia Women, S.A.P.I de C.V. (Dalia Empower), Americas Society and Council of the Americas, Laurel Strategies and Qualitas of Life Foundation. She was also a founder and a trustee of the Pro-Educación Centro and Diarq foundations.

Other positions of note: Ms Díez Barroso is the founder and non-executive Chair of Centro de Diseño y Comunicación, S.C. (Universidad Centro).

She is also an independent director of Bolsa Mexicana de Valores (BMV) and of Grupo Axo, S.A.P.I. de C.V, a member of Comité de 200 (C200) and represents Mexico at the W20, the G20 women's initiative to promote gender diversity.

Positions in other Group companies: Ms Díez Barroso is a non-executive director of Universia México, S.A. de C.V.

Membership of board committees: Nomination committee and responsible banking, sustainability and culture committee.

Skills and competencies: Ms Díez Barroso brings to the board vast experience in the real estate and education sectors, and has extensive knowledge of, and an ever-lasting commitment to, sustainability, inclusion and responsible business, having been a founder and trustee of foundations that focus on education, gender diversity and social inclusion.



Luis Isasi Fernández de Bobadilla

Non-executive director ()*

Board member since 2020.

Nationality: Spanish. Born in Jerez de la Frontera (Spain) in 1956.

Education: Degree in Economics and Business Administration from the University of Sevilla and MBA from Columbia Business School.

Experience: Mr Isasi began his career at Abengoa, before holding various executive positions at J.P. Morgan in New York and First National Bank of Chicago in London. In 1987 he joined Morgan Stanley, where he was managing director of investment banking for Europe and Chair and Country Head for Spain (1997-2020) and senior advisor (2020-2023). He has also been director of Madrileña Red de Gas, S.A. and Sociedad Rectora de la Bolsa de Madrid, S.A., as well as an independent director of Grifols, S.A.

Other positions of note: Mr Isasi is the non-executive (independent) Chair of the board of directors of Logista Integral, S.A. (LOGISTA) and senior advisor to I Squared Capital Advisors (UK) LLP.

Positions in other Group companies: Mr Isasi is non-executive Chair of the board of the Santander España business unit.

Membership of board committees: Executive committee, remuneration committee, and risk supervision, regulation and compliance committee.

Skills and competencies: Mr Isasi has vast experience in a wide range of sectors and international markets (in particular, finance and investment banking) as well as a strong institutional network within Spain.

(*) In the opinion of the nomination committee and the board of directors, Mr Isasi meets the requirements to be considered independent, despite being categorized as 'other external' based on a standard of prudence. For more details, see subsection '[Other external directors](#)' in section 4.2.



**Belén
Romana García**

*Non-executive
director
(independent)*

Board member since 2015.

Nationality: Spanish. Born in Madrid (Spain) in 1965.

Education: Degree in Economics and Business Administration from Universidad Autónoma de Madrid. She is also a State Economist for Spain.

Experience: Ms Romana was formerly director general of Economic Policy, director general of the Treasury of the Spanish Ministry of Economy, and director at Banco de España and the CNMV. She was also a director at the Instituto de Crédito Oficial and other entities on behalf of the Ministry of Economy. She served as a non-executive director at Banesto and as Executive Chair of Sociedad de Gestión de Activos Procedentes de la Reestructuración Bancaria, S.A. (Sareb). She has also been a non-executive director of Aviva plc and Aviva Italia Holding S.p.A., as well as co-Chair of the board of trustees of The Digital Future Society and advisory board member at Inetum, TribalData and Rafael del Pino Foundation.

Other positions of note: Ms Romana is an independent director of Industria de Diseño Textil, S.A. (Inditex), SIX Group AG and its subsidiary Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.U. She is also

the non-executive Chair of SIX Group AG's other subsidiaries, SIX Digital Exchange AG and SDX Trading AG. Furthermore, she is an independent director of Werfen, S.A.; senior advisor to Artá Capital; and academic director of the IE Leadership & Foresight Hub Programme.

Positions in other Group companies: Ms Romana is the non-executive (independent) Chair of Santander Insurance, S.L.

Membership of board committees: Executive committee, audit committee, nomination committee (Chair), risk supervision, regulation and compliance committee, and innovation and technology committee.

Skills and competencies: Ms Romana is a recognized financial expert given her background as a government economist and overall executive and non-executive experience in finance (particularly from serving on the audit committees of listed companies). Having held key positions in credit institutions and the regulatory and supervisory bodies of the financial industry and securities markets in Spain, she also provides strategic insights into banking, financial regulation and government relations in Spain and Europe.



**Pamela
Walkden**

*Non-executive
director
(independent)*

Board member since 2019.

Nationality: British. Born in Worcester (England) in 1960.

Education: Master's Degree in Economics from Cambridge University.

Experience: Mrs Walkden has served in a number of senior management positions at Standard Chartered Bank, including as Group Head of Human Resources, Chief Risk Officer, Group Treasurer, Group Head of Asset and Liability Management and Regional Markets, Group Head of Internal Audit, Group Head of Corporate Affairs, and Group Manager of Investor Relations. In addition, she served as an independent member of the UK Prudential Regulation Authority Regulatory Reform Panel, as member of the European Banking Authority Stakeholder Group, and was a lay member of the Welfare and Ethics Committee of the Royal Veterinary College.

Other positions of note: Mrs Walkden is a member of the advisory board of JD Haspel Ltd.

Positions in other Group companies: Mrs Walkden is a non-executive director of Santander UK plc and Santander UK Group Holdings plc.

Membership of board committees: Audit committee, risk supervision, regulation and compliance committee (Chair), and responsible banking, sustainability and culture committee.

Skills and competencies: Mrs Walkden brings to the board extensive experience in international banking and deep expertise in auditing and risk management, which underscore her recognition as a financial expert.



Antonio Francesco Weiss

Non-executive director (independent)

Board member since 2024.

Nationality: American and Italian. Born in New York (US) in 1966.

Education: Degree in Comparative Literature from Yale University and MBA from Harvard University.

Experience: Mr Weiss was Counselor to the Secretary of the US Department of the Treasury (2015-2017), where he led the Department of Domestic Finance, working on matters related to financial markets, regulatory reform, job creation and economic growth, and senior advisor to the investment company JAB Holdings (2018-2025). He previously held a number of senior management positions at Lazard, including Global Head of Investment Banking, Global Head of Mergers and Acquisitions, and Vice Chair of European Investment Banking.

Other positions of note: Mr Weiss is a founder and partner of investment firm SSW Partners, LP. He is a research fellow of the Mossavar-Rahmani Center for Business and Government at the Harvard Kennedy School of Government, a member of the Council on

Foreign Relations, and a trustee of several non-profit, economic policy organizations, including the Volcker Alliance, the Citizens Budget Commission and the Bretton Woods Committee. He is non-executive director of Société Familiale d'Investissements, S.A. and associate of AFWCo LP. He is a director and former publisher of The Paris Review.

Membership of board committees: Remuneration committee.

Skills and competencies: Mr Weiss has a lengthy track record in financial services, public policy and non-profit organizations. He also has vast international experience in executive positions in the US, Europe and other regions. Having held senior positions in both the public and private sectors, he contributes an overarching vision of the US market and financial sector to the board, most notably in matters of economic policy.



Jaime Pérez Renovales

General Counsel and secretary of the board

Joined the Group in 2003.

Nationality: Spanish. Born in Valladolid (Spain) in 1968.

Education: Degree in Law and Business Administration from Universidad Pontificia Comillas (ICADE E-3) and State Attorney for Spain.

Experience: Mr Pérez Renovales was director of the office of the second deputy Prime Minister for Economic Affairs and Minister of Economy, deputy secretary to the Spanish Prime Minister, Chair of the *Spanish State Official Gazette* and of the committee for Government Reform. Previously, he had been Vice General Counsel, vice secretary of the board

and Head of Grupo Santander's legal department, General Counsel and secretary of the board at Banesto, and deputy director of legal services at the CNMV. He is the Banco Santander representative on the board of trustees of the Princess of Asturias Foundation and is a member of the jury for its award for Social Sciences. He is Chair of the board of trustees of the Fundación Universitaria Comillas-I.C.A.I., and professor of Constitutional Law in the Faculty of Law at Universidad Pontificia Comillas (ICADE).

Mr Pérez Renovales is the secretary of every board committee.

4.2 Board composition

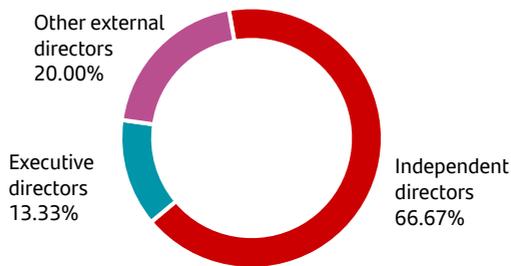
Size

As at 31 December 2025, the board of directors comprised 15 members, whose profile and background are described in section 4.1 'Our directors'. The Bylaws dictate that the board must be composed of no less than 12 and no more than 17 members.

Composition by type of director

The board of directors has a balanced composition between executive and non-executive directors, most of whom are independent. Each director's status has been verified by the nomination committee.

Our board composition



Executive directors

- Ana Botín, Group Executive Chair
- Héctor Grisi, Chief Executive Officer

Section 4.3 provides a detailed description of their respective roles and duties under '[Group Executive Chair and Chief Executive Officer](#)'.

Independent directors

- Glenn Hutchins (Lead Independent Director)
- Homaira Akbari
- Carlos Barrabés
- Sol Daurella
- Henrique de Castro
- Germán de la Fuente
- Gina Díez Barroso
- Belén Romana
- Pamela Walkden
- Antonio Weiss

Every year, the nomination committee verifies the independence of the board members. It considers potentially significant business relations that could affect their independence and other pertinent circumstances. For more details on this analysis, see section 4.6 '[Nomination committee activities in 2025](#)' and subsection C.1.3 of section 9.2 '[Statistical information on corporate governance required by the CNMV](#)'.

Independent non-executive directors account for 66.67% of board members. This conforms to best corporate governance practices as well as to the Rules and regulations of the board, which require that the board be predominantly made up of non-executive directors with at least 50% independent directors.

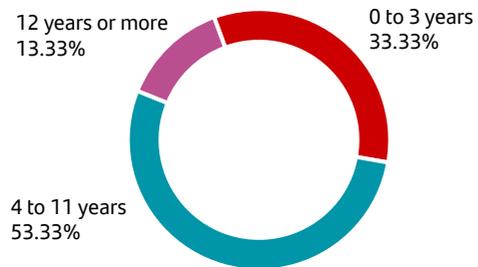
Other external directors

- José Antonio Álvarez
- Javier Botín
- Luis Isasi

These directors are not classified as independent directors for the following reasons:

- Mr Álvarez, because he was the CEO of Banco Santander until 31 December 2022.
- Mr Botín, because he has been a director for over 12 years.
- Mr Isasi, because it is considered preferable to classify him as an external director under prudent criteria, in view of his remuneration as non-executive chair of Santander España in addition to his remuneration as a director and the special nature of this body as supervisor of a business unit without its own corporate identity separate to Banco Santander, despite the nomination committee and the board believing that he meets the requirements to be classed as an independent director.

Board tenure



At the end of 2025, the average term of directors was 9.03 years and the average term of independent directors was 5.76 years. For more details, see '[Board skills and diversity matrix](#)' and '[Tenure and equity ownership](#)' in this section 4.2.

Tenure and equity ownership^A

Board of directors		Tenure			Banco Santander shareholding ^D				
		Date of first appointment ^B	Date of last appointment	End date ^C	Direct	Indirect	Shares represented	Total	% of share capital
Executive Chair	Ana Botín	04/02/1989	04/04/2025	04/04/2028	2,339,639	31,506,972	—	33,846,611	0.230%
Chief Executive Officer	Héctor Grisi	20/12/2022	04/04/2025	04/04/2028	2,546,358	—	—	2,546,358	0.017%
Vice Chair and Lead Independent Director	Glenn Hutchins	20/12/2022	04/04/2025	04/04/2028	870,165	—	—	870,165	0.006%
Vice Chair	José Antonio Álvarez	25/11/2014	22/03/2024	22/03/2027	2,718,974	—	—	2,718,974	0.019%
	Homaira Akbari	27/09/2016	31/03/2023	31/03/2026	67,826	100,913	—	168,739	0.001%
	Carlos Barrabés	22/03/2024	22/03/2024	22/03/2027	100	—	—	100	0.000%
	Javier Botín	25/07/2004	22/03/2024	22/03/2027	5,519,047	25,603,839	157,801,673 ^E	188,924,559	1.286%
	Sol Daurella	25/11/2014	31/03/2023	31/03/2026	149,483	476,837	—	626,320	0.004%
	Henrique de Castro	12/04/2019	22/03/2024	22/03/2027	2,982	—	—	2,982	0.000%
Members	Germán de la Fuente	01/04/2022	22/03/2024	22/03/2027	10,000	—	—	10,000	0.000%
	Gina Díez Barroso	22/12/2020	31/03/2023	31/03/2026	27,000	—	—	27,000	0.000%
	Luis Isasi	03/04/2020	04/04/2025	04/04/2028	60,000	—	—	60,000	0.000%
	Belén Romana	22/12/2015	22/03/2024	22/03/2027	13,591	—	—	13,591	0.000%
	Pamela Walkden	29/10/2019	04/04/2025	04/04/2028	82,608	—	—	82,608	0.001%
	Antonio Weiss	22/03/2024	22/03/2024	22/03/2027	—	—	—	—	0.000%
	Total				14,407,773	57,688,561	157,801,673	196,051,396	1.335%
General Counsel and secretary of the board	Jaime Pérez Renovales								

A. Figures as at 31 December 2025.

B. The date of first appointment referred to herein may not match with the date of acceptance of the position.

C. The date provided does not take into account the additional period that may apply under article 222 of Spain's Companies Act, nor the annual renewal of one-third of the board established in article 55.1 of the Bylaws. For more details, see ['Election, appointment, re-election and succession of directors'](#) in section 4.2.

D. Banco Santander's shareholding policy aims to align our executive directors and shareholders' long-term interests. It includes the obligation for each executive director to maintain a significant investment in Banco Santander's shares, equivalent to twice their net annual salary. Executive directors have five years from the time they were appointed to reach the required level of investment. Any shares they receive as remuneration are subject to a mandatory three-year holding period from their date of delivery, unless they already hold the mentioned investment equivalent, in addition to the regulatory obligation not to sell them for one year from delivery, which applies in all cases.

E. Includes shares owned by Fundación Botín, chaired by Javier Botín, and syndicated shares, including shares corresponding to Ana Botín that are also included within her direct or indirect shareholdings above, but excluding those corresponding to Javier Botín. For more details, see section [2.4 'Shareholders' agreements'](#). We adapted this information to the CNMV's format in subsection A.3 of section [9.2 'Statistical information on corporate governance required by the CNMV'](#).

As at 31 December 2025, Ana Botín, Héctor Grisi and José Antonio Álvarez had 1,071,830, 275,384 and 723,421 Banco Santander share options, respectively. Each option has one share as an underlying asset. These options come from the Group's remuneration plans.

 For more details, see section [9.2 'Statistical information on corporate governance required by the CNMV'](#).

Diversity and skills

A diverse board of directors is essential to its effectiveness. Mixed skills, experiences and points of view create an environment that promotes independent opinion and constructive debate and ensures proper decision-making. Thus, we seek to achieve a sound balance of technical expertise, experience and broad diversity in the composition of the board.

Our policy on the selection, suitability assessment and succession of directors helps make our board more diverse in terms of gender, age, geographical provenance, experience and knowledge.

- **Gender.** The nomination committee and the board of directors understand the importance of fostering equal opportunity between men and women as well as the need for women board members who meet the suitability requirements. In this regard, 40% of our board members are women, in compliance with the gender equality target set by the nomination committee in 2019 and included in the referred policy for women and men to account for between 40% and 60% of the total members of the board.

Thus, our board has also met the target (ahead of schedule) set out in *Ley Orgánica 2/2024, de 1 de agosto, de representación paritaria y presencia equilibrada de mujeres y hombres* (Spain's law on equal representation and balanced presence of women and men), which will require the boards of the 35 companies with the highest market capitalization in Spain to have the least-represented gender account for 40% or more of its members from 30 June 2026.

- **Age.** Our policy also considers that selection must promote age diversity. There are no age limits for becoming a director nor for the roles of chair and chief executive officer.
- **Geographical provenance/international background.** Selection considers cultural diversity, geographical provenance, and international education and experience, especially in the Group's core markets.
- **Academic background and career.** Selection considers candidates' academic training and career history, especially regarding aspects related to our activities or otherwise deemed

material to the Group, to ensure they are qualified to understand our Group's businesses, structure and markets, and that they fit within the Santander culture.

Moreover, our policy stipulates that board member selection must avoid any implicit bias that could lead to forms of discrimination based on disability, race, ethnic origin or other factors.

The policy follows the European Banking Authority (EBA) and European Securities and Markets Authority (ESMA) joint guidelines on the suitability assessment of board members and key functions holders, as well as the ECB's Guide to fit and proper assessments.

Board skills and diversity matrix

The nomination committee keeps a '[Board skills and diversity matrix](#)' up to date, which reflects the balance of the knowledge, skills, qualifications, diversity and experience required to pursue our long-term strategy in an ever-changing market.

It considers the recommendations of the aforementioned EBA and ESMA joint Guidelines and the ECB's Guide to fit and proper assessments.

The matrix follows this structure:

- We distinguish between thematic (technical) and horizontal skills.
- We include a specific section on diversity that provides information on directors' gender, geographical provenance/international background, and age.
- We show each member's tenure.

The matrix discloses each board member's particular expertise and skills, some of which are further detailed in section [4.1 'Our directors'](#), and is a sign of our commitment to transparency.

We continuously review the suitability of skills and diversity to ensure a diverse board that can meet the Group's strategic needs. The matrix enables us to pinpoint areas we may need to strengthen in the succession and election of new board members.

Last, the '[Committees skills and diversity matrix](#)', which we also update regularly, shows the diverse composition of each committee and members' knowledge and expertise relevant to their committee's remit.

Board skills and diversity matrix

	Ana Botín	Héctor Grisi	Glenn Hutchins	José Antonio Álvarez	Homaira Akbari	Carlos Barrabés	Javier Botín	Sol Daurella	Henrique de Castro	Germán de la Fuente	Gina Díez Barroso	Luis Isasi	Belén Romana	Pamela Walkden	Antonio Weiss
	Executive Chair	CEO	Vice Chair Lead Independent Director	Vice Chair Non-executive	Independent	Independent	Non-executive	Independent	Independent	Independent	Independent	Non-executive	Independent	Independent	Independent
SKILLS AND EXPERIENCE															
THEMATIC SKILLS															
Banking (100%)	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•
Other financial services (80%)	•	•	•	•	•		•		•	•	•	•	•	•	•
Accounting, auditing and financial literacy (100%)	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•
Retail (80%)	•	•		•	•	•	•	•	•		•	•	•	•	
Digital & information technology (53.3%)	•	•	•	•	•	•			•				•		
Risk management (86.7%)	•	•	•	•	•	•	•	•		•		•	•	•	•
Business strategy (100%)	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•
Responsible business & sustainability (80%)	•	•	•	•	•	•	•	•			•	•	•	•	•
Human resources, culture, talent & remuneration (93.3%)	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•
Legal and regulatory (13.3%)			•										•		
Governance and control (80%)	•	•	•	•	•	•	•	•		•		•	•	•	•
International experience	Continental Europe (93.3%)	•	•	•	•	•	•	•	•	•	•	•	•	•	•
	US/UK (86.7%)	•	•	•	•	•	•	•	•	•	•	•	•	•	•
	Latam (60%)	•	•		•	•	•		•	•	•	•		•	•
	Others (26.7%)							•	•	•				•	
HORIZONTAL SKILLS															
Top management (100%)	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•
Government, regulatory and public policy (20%)			•										•		•
Academia and education (40%)	•				•	•		•			•				•
Significant directorship tenure (93.3%)	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•
DIVERSITY															
Gender	Female (40%)	•			•			•			•		•	•	
	Male (60%)		•	•	•	•	•		•	•		•			•
Geographical provenance/ international background	Continental Europe (93.3%)	•	•		•	•	•	•	•	•	•	•	•	•	•
	US/UK (93.3%)	•	•	•	•	•	•	•	•	•	•	•	•	•	•
	Latam (60%)	•	•		•	•	•		•	•	•	•			
	Others (33.3%)					•		•	•	•				•	
Age	Under 55 (6.7%)						•								
	55 to 65 (73.3%)	•	•		•	•		•	•	•			•	•	•
	Over 65 (20%)			•							•	•			
BOARD TENURE															
0 to 3 years (33.3%)		•	•			•				•					•
4 to 11 years (53.3%)				•	•			•	•		•	•	•	•	
12 years or more (13.3%)	•						•								

Committees skills and diversity matrix

		Executive committee	Audit committee	Nomination committee	Remuneration committee	Risk supervision, regulation and compliance committee	Responsible banking, sustainability and culture committee	Innovation and technology committee
SKILLS AND EXPERIENCE								
THEMATIC SKILLS								
Banking		100%	100%	100%	100%	100%	100%	100%
Other financial services		100%	80%	60%	80%	80%	40%	87.5%
Accounting, auditing and financial literacy		100%	100%	100%	100%	100%	100%	100%
Retail		100%	80%	80%	60%	80%	100%	87.5%
Digital and information technology		80%	60%	60%	40%	40%	40%	100%
Risk management		100%	80%	80%	80%	100%	80%	87.5%
Business strategy		100%	100%	100%	100%	100%	100%	100%
Responsible business and sustainability		100%	40%	100%	80%	60%	80%	87.5%
Human resources, culture, talent and remuneration		100%	100%	100%	100%	100%	100%	100%
Legal and regulatory		20%	20%	40%	20%	20%	–	25%
Governance and control		100%	80%	80%	60%	100%	80%	87.5%
International experience	Continental Europe	100%	100%	80%	80%	100%	100%	87.5%
	US/UK	100%	100%	60%	100%	100%	60%	87.5%
	Latam	80%	60%	20%	40%	60%	40%	62.5%
	Others	–	60%	20%	40%	40%	40%	12.5%
HORIZONTAL SKILLS								
Top management		100%	100%	100%	100%	100%	100%	100%
Government, regulatory and public policy		20%	20%	40%	40%	20%	–	25%
Academia and education		20%	20%	60%	40%	–	80%	37.5%
Significant directorship tenure		100%	100%	100%	80%	100%	100%	100%
DIVERSITY								
Gender	Female	40%	60%	60%	20%	40%	80%	37.5%
	Male	60%	40%	40%	80%	60%	20%	62.5%
Geographical provenance/international background	Continental Europe	100%	100%	80%	80%	100%	100%	87.5%
	US/UK	100%	100%	80%	100%	100%	80%	87.5%
	Latam	80%	60%	20%	40%	60%	40%	62.5%
	Others	–	80%	20%	40%	40%	60%	25%
Age	Under 55	–	–	–	–	–	–	–
	55 to 65	80%	100%	60%	60%	80%	80%	87.5%
	Over 65	20%	–	40%	40%	20%	20%	12.5%
BOARD TENURE								
0 to 3 years		20%	20%	40%	40%	20%	20%	37.5%
4 to 11 years		60%	80%	60%	60%	80%	80%	50%
12 years or more		20%	–	–	–	–	–	12.5%

Election, appointment, re-election and succession of directors

Election

Our internal policy for the selection, suitability assessment and succession of directors dictates standards for the board's composition, the process of identifying and selecting candidates, and the suitability assessment of new directors.

Directors must meet specific requirements dictated by laws for credit institutions and our Bylaws and must also fulfil the duties of their position prescribed therein and in the Rules and regulations of the board.

Our directors must be of renowned business and professional integrity, and have the knowledge and experience needed to perform their role and exercise good governance. Director candidates will also be selected on the basis of their professional contribution to the entire board.

The board of directors will endeavour to have significantly more external or non-executive directors than executive directors, and for the number of independent directors to make up at least half of all members.

Appointment and re-election

Shareholders appoint and re-elect directors at the general meeting. Furthermore, if directors step down during their term of office, the board of directors may provisionally designate another director by co-option until the shareholders at the general meeting confirm the appointment at the next meeting.

Each appointment, re-election and ratification of directors is submitted to a separate vote at the general meeting.

Proposals for the appointment, re-election and ratification of directors (regardless of their category) that the board of directors submits to the general meeting, as well as appointments in the form of co-option, should be preceded by a reasoned proposal by the nomination committee.

Proposals to be submitted to the general meeting must include a duly substantiated report by the board that contains an assessment of the candidate's qualifications, experience and merits. Re-election and ratification proposals will also provide an assessment of the work and dedication to the position during the last period in which the proposed director held office. If the board disregards the nomination committee's opinion, it must explain its decision and record its reasons in the meeting minutes.

Term and cessation

Our directors are appointed for three-year terms. However, one-third of board members are renewed each year in order of their tenure, according to the date and order of the respective appointment.

Our directors shall cease to hold office when the term for which they were appointed ends, unless they are re-elected, when the general meeting so resolves, or when they resign. When a director ceases to hold office prior to the end of their term (by general meeting resolution or by resignation), they shall explain the reasons for resignation or, for non-executive directors, their opinion on the reasons for their cessation in office by the general meeting, in a letter to the other board members, unless they report

them at a board meeting and this is recorded in the minutes. Where relevant to our shareholders, the resignation shall be disclosed publicly, including sufficient information on the reasons or circumstances that the director provides.

Directors must tender their resignation to the board and formally step down from their position if the board, on the nomination committee's recommendation, deems it appropriate in cases that may adversely affect the board's functioning or Banco Santander's credit or reputation. In particular, they must resign if they become ineligible or prohibited by law, without prejudice to the honourability requirements for directors and the consequences deriving from subsequent failure to meet those requirements set out in Spain's Royal Decree 84/2015 that implements Spain's Act 10/2014.

Directors must notify the board as soon as possible of any circumstances that affect them, whether related to their performance in Banco Santander or not, that might damage Banco Santander's credit or reputation, especially if under criminal investigation, and of the developments of any such criminal proceedings. When the board is informed or becomes otherwise aware of any such situations, it will examine them as soon as possible and decide, based on the particulars and on a report from the nomination committee, any measures to adopt, such as opening an internal investigation, calling on directors to resign, or proposing their dismissal.

Proprietary directors must also tender their resignation when the shareholder they represent sells off or significantly reduces its equity holding.

Succession planning

Succession planning is a key element of our good governance as it ensures orderly role transitions as well as board continuity and stability and its appropriate renewal, composition and independence. Our succession planning follows a well-defined methodology and clear allocation of responsibilities. The aim is to identify candidates with the necessary talent for each function.

Banco Santander bases its director succession framework on diversity standards and the policy for the selection, suitability assessment and succession of directors, as well as the regular review of the composition of the board and its committees, and the identification of potential board member candidates.

The policy has specific core performance indicators that assess the effectiveness of succession planning (vacancies filled by identified candidates); the number of internal and external candidates immediately available to succeed executive directors; training and development plans for potential candidates to succeed executive directors in one to three years; gender diversity and diversity by geographical provenance or international background; updated board member tenure; the strength of the list of successors to executive directors, committee chairs and the Lead Independent Director, and the percentage of candidates to succeed directors who are immediately available (or candidates for a one-to-three year period).

The nomination committee and the board prioritize succession planning, with sound and appropriate plans in place that they revisit frequently to make sure they meet regulatory requirements and align with industry best practice.

4.3 Board functioning and effectiveness

Board regulation

The board and its committees are governed by the rules set out in the Bylaws and the Rules and regulations of the board, both of which are available on our corporate website.

- **Bylaws.** These dictate the basic rules that apply to the composition and operation of the board and its members' duties, and are supplemented and implemented by the Rules and regulations of the board. They can only be amended by shareholders at the general meeting. For more details, see '[Rules for amending our Bylaws](#)' in section 3.2.
- **Rules and regulations of the board.** These set the rules for running and internally organizing the board of directors and its committees through the development of applicable laws and Bylaws provisions and good governance recommendations. They set out the principles governing its actions and the duties of its members.

The Rules and regulations of the board adhere to all legal provisions as well as to the principles and recommendations set out in the CNMV Good Governance Code for Listed Companies (Spain's Corporate Governance Code), the Corporate Governance Principles for Banks of the Basel Committee on Banking Supervision, and the EBA's in Guidelines on internal governance.

Our rules on the audit committee also adhere to the good operating practices set out in the CNMV's Technical Guide 1/2024 on Audit Committees of Public Interest Entities, as well as with the applicable regulations because our shares are listed as ADS on the NYSE and, in particular, with Rule 10A-3 under the Securities Exchange Act on standards relating to audit committees.

Board functions

Banco Santander's board of directors is our highest decision-making body, except in matters reserved to shareholders at the general meeting. It performs its duties with unity of purpose and independent judgement.

The board's policy is to designate executive bodies and managers to run day-to-day operations and implement the strategy. It focuses on general supervision, for which it has certain functions it cannot delegate by law, the Bylaws or the Rules and regulations of the board, including:

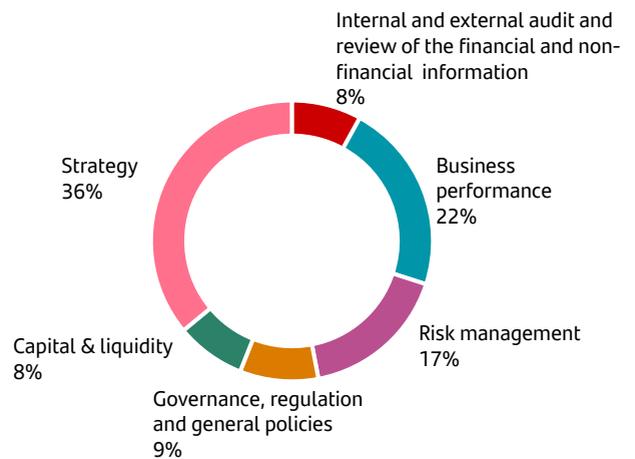
- strategic plans and management objectives;
- general policies, including, among others: capital and liquidity; tax; new products, operations and services; corporate culture and

values, which include sustainability; crisis management and resolution planning; risk (including tax risk) control and management; remuneration and compliance;

- financial and non-financial reporting and, more generally, information reported to shareholders, investors and the general public, as well as the processes and controls that ensure full disclosure;
- policies on reporting and communication with shareholders, markets and public opinion, and supervision of the disclosure of information;
- risk culture and management;
- internal audit plan;
- the selection, succession and remuneration of directors, senior management and other key positions;
- effectiveness of Grupo Santander's corporate and internal governance system, including the GSGM, corporate frameworks and most relevant internal regulations;
- significant corporate transactions and investments;
- calling the general shareholders' meeting; and
- related-party transactions.

The following chart shows the board's approximate time allocation to each function in 2025.

Approximate allocation of time to the board's activities in 2025



Board structure and organization

The board's corporate governance structure ensures that it discharges its duties effectively.

Group Executive Chair and Chief Executive Officer

The Executive Chair is Ana Botin and the Chief Executive Officer is Héctor Grisi. They are the most senior executives in the Group's strategic and ordinary management, which the board is responsible for overseeing, ensuring that their roles are clearly separated and complementary. Both report exclusively to the board.

The roles of our Executive Chair and Chief Executive Officer can be summarized as follows:

Roles of the Executive Chair and the Chief Executive Officer

Executive Chair

- The Chair is the highest-ranking executive in Grupo Santander and its main representative with regulators, authorities and other major stakeholders.
- The Chair is responsible for the long-term strategy of the Group, including new tech and digital growth engines, namely PagoNxt and Digital Consumer Bank.
- The Chair is also responsible for other corporate functions and units that help drive the execution and good governance of the Group's long-term strategy and transformation, comprising T&O, data & AI, people, culture & organization, financial accounting & control, strategy and corporate development, general secretariat, and communications & corporate marketing.
- The Chair also leads the appointment and succession planning of Grupo Santander senior management, to be submitted to the nomination committee and board for approval.

Chief Executive Officer

- The Chief Executive Officer is entrusted with the day-to-day management of the business with the highest executive functions and reports exclusively to the board.
- Accordingly, the Chief Executive Officer's direct reports are the senior managers in charge of the business units: the local Chief Executive Officer (CEO)/Country Heads and those in charge of the global businesses (Wealth Management & Insurance, Corporate & Investment Banking, Payments and Retail & Commercial Banking, including transformation^A), encompassing the relevant support and control functions. Whilst the Chair is accountable for Digital Consumer Bank, given that it is a global business, the Group CEO remains fully accountable for the Countries through which Digital Consumer Bank operates.
- As responsible for day-to-day management, the Chief Financial Officer (CFO) also reports to the Chief Executive Officer.
- Additionally, the Chief Executive Officer is responsible for regulatory & supervisory relations and for embedding the Group's sustainability policy in the day-to-day management of Group businesses and the support and control functions.

A. Whilst Retail & Commercial Banking reports directly to the Chief Executive Officer (with no functional line to the Executive Chair), ultimate accountability for transformation remains with the Executive Chair.

The duties of the Executive Chair, the Chief Executive Officer, the board, and its committees are clearly separated. Various checks and balances give Grupo Santander's corporate governance structure the appropriate equilibrium. In particular:

- The board and its committees supervise both the Executive Chair and the Chief Executive Officer, both of whom report directly to the board.
- The board has delegated all its powers to the Executive Chair and the Chief Executive Officer, except for those that cannot be delegated by law or under the Bylaws or the Rules and regulations of the board. The board directly exercises those powers to perform its general supervisory function.
- The Lead Independent Director leads the Group Executive Chair's succession and assessment in coordination with the nomination committee.

- The audit committee is chaired by an independent director who is considered a 'financial expert' as defined in Regulation S-K of the Securities and Exchange Commission (SEC).
- The audit, nomination, and responsible banking, sustainability and culture committees are chaired by, and fully composed of, independent directors. The remuneration, risk supervision, regulation and compliance, and innovation and technology committees are chaired by, and have a majority of, independent directors.
- The Executive Chair may not simultaneously act as Banco Santander's Chief Executive Officer.
- The corporate risk, compliance and internal audit functions report as independent units to a committee or a member of the board of directors and have direct, unfettered access to the board.

Lead Independent Director

Our Lead Independent Director is Glenn Hutchins. The Lead Independent Director is key to our corporate governance arrangements. He is responsible for the effective coordination of the non-executive directors and makes sure they serve as an appropriate counter-balance to the executive directors.

The following chart shows the Lead Independent Director's functions and activities in 2025. He provides a detailed report to the nomination committee and board of directors on his activities every year.

Duties of the Lead Independent Director and activities during 2025

Duties	Activities in 2025
Facilitate discussion and open dialogue among independent directors, holding private meetings of non-executive directors without the executive directors present and proactively engaging with them to consider their views and opinions.	Held five meetings with the non-executive directors where they were able to voice their views and opinions. These meetings provided a valuable opportunity to reflect on the scheduling of board and committee meetings throughout the year, to discuss board training topics, strategy execution, executive director and top management performance and objectives (including the Executive Chair and CEO performance assessments, given their reporting line to the board), and reflections on areas for continuous improvement. The non-executive directors held a meeting with the Chief Executive Officer without the Executive Chair present (and vice versa).
Direct the regular assessment of the Chair of the board of directors and coordinate her succession plans.	Led the Executive Chair's annual performance review in order to determine her variable pay. Furthermore, he coordinated her succession planning, facilitated through his membership of the nomination committee.
Engage with shareholders and other investors to learn of their concerns, especially with regard to Banco Santander's corporate governance.	For more details on this Lead Independent Director's activity, see section 3.1 'Shareholder communication and engagement' .
Replace the Chair in her absence, with such key rights as the ability to call board meetings under the terms of the Rules and regulations of the board.	While the Executive Chair was able to chair all board meetings, the Lead Independent Director assumed the chairship of the board in specific instances where the Executive Chair refrained from participating in the discussions given the nature of the topic being discussed or her potential conflict of interest.
Request a board meeting or that new items be added to the agenda.	While the Lead Independent Director did not need to request additional board meetings to be called, he remained fully engaged in, and informed of, board meeting agendas to add additional items as required.

Secretary of the board

Jaime Pérez Renovales is the secretary of the board. He assists the Chair and ensures the formal and substantial legality of all the board's actions. He also makes sure that good governance recommendations and procedures are observed and remain under continuous review.

The secretary of the board is also the General Counsel of Banco Santander. He acts as the secretary of all board committees and facilitates a fluid and effective relationship between the committees and the Group's units that must collaborate with them.

The appointment of the secretary of the board is a matter for the board to approve, taking into account the prior opinion of the nomination committee. The secretary does not need to be a director.

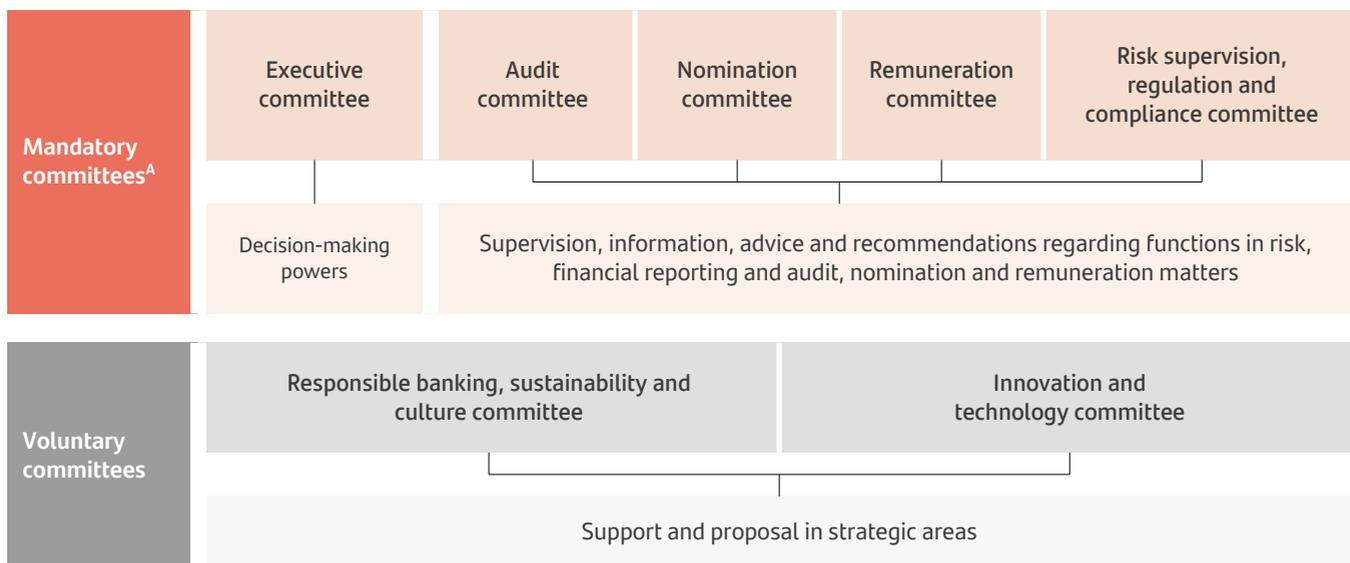
The board has two vice secretaries, F. Javier Illescas Fernández-Bermejo (Group Head of Legal) and Adolfo Díaz-Ambrona Moreno (General Counsel of Santander España). They assist the secretary with his duties on the board and its committees, and replace him in the event of absence, inability to act, or illness.

Board committees

Board committees support the board in three main areas:

- Managing the Group by exercising decision-making powers through the executive committee.
- Supervising and making important decisions through the audit committee, nomination committee, remuneration committee and risk supervision, regulation and compliance committee.
- Formulating strategy for core areas through the responsible banking, sustainability and culture committee, and the innovation and technology committee.

The board has seven committees under this structure:



A. Required by law.

Board operation

The board of directors held 13 meetings (11 ordinary and two extraordinary) in 2025. The Rules and regulations of the board dictate that it must hold at least nine annual ordinary meetings and one quarterly meeting.

Board meetings follow a calendar approved annually and a provisional agenda of items to discuss among the matters that fall under its remit, though new items can be added and additional meetings can be called. Directors may also propose items to be added to the agenda and are duly informed of changes to the calendar and meeting agendas.

To help directors prepare effectively for each meeting, they are given relevant documents sufficiently in advance and in a secure electronic format. In the board's opinion, these documents are appropriately detailed and received in good time, which enables members to make appropriate decisions.

The Rules and regulations of the board of directors also expressly acknowledge directors' rights to request and obtain information on anything related to Banco Santander and its domestic and foreign subsidiaries. They also acknowledge their right to inspect the books, files, documents and any other records of corporate transactions, in addition to premises and facilities. Furthermore, directors can request and obtain any information and advice (legal, accounting, financial, or other) they deem necessary through the secretary in order to perform their duties.

Additionally, the board meets at the Chair's discretion or at the request of at least three directors. The Lead Independent Director is also authorized to request a board meeting or for new items to be added to the agenda for a meeting that has already been called.

Directors must attend meetings in person, either physically or virtually, and endeavour to limit their absence to situations of absolute necessity. The nomination committee checks that directors attend at least 75% of board and committee meetings and that any absence has a valid excuse without raising doubt about the director's commitment to good governance. For more details, see '[Attendance at board and committee meetings and dedication to the performance of duties](#)' in this section 4.3.

If directors are unable to attend a meeting, they can designate (in writing and on a special basis for each session) another director to act on their behalf. Proxies are granted with instructions. Non-executive directors may only be represented by other non-executive directors. A director can hold more than one proxy.

The board may meet in various rooms at the same time, provided that members can interact in real time to ensure interactivity and intercommunication via audio-visual means or telephone.

Board meetings are validly quorate when more than half of its members attend in person or by proxy.

Resolutions are adopted by absolute majority of the directors in attendance. The chair has the casting vote in the event of a tie. The

Bylaws and the Rules and regulations of the board only require the qualified majorities according to law.

The secretary of the board keeps the board's documents on file and records the content of meetings in meeting minutes. Meeting minutes of the board and committees include statements members expressly request to be put on record. Moreover, the secretary oversees the monitoring of the actions that the board and its committees must perform, which the parties responsible for are duly informed of.

Committee operation

Committees follow a calendar and an annual work plan established every year. Each committee meets as often as required to fulfil its duties, with a minimum of four meetings per year, except for the innovation and technology committee, which holds at least three meetings.

A committee meeting is quorate if more than half the committee's members attend in person or through an appointed proxy. A committee resolution passes with a simple majority of votes. In the event of a tie, the committee chair has the casting vote. Committee members may appoint a proxy to vote for them and, as in board meetings, non-executive directors can only appoint a non-executive director proxy.

Committee members are given relevant meeting materials sufficiently in advance to facilitate suitable meeting preparation and, therefore, promote overall committee effectiveness.

Though they cannot vote, any director can attend and participate in meetings of committees on which they do not serve if invited by the chair of the board and the chair of the respective committee, upon request to the chair of the board. Furthermore, all board members who are not executive committee members may attend executive committee meetings at least twice a year, for which they are to be called by the chair.

Committees have the authority to summon executives, who will appear at meetings at the invitation of, and under the terms dictated by, the respective chair. Their attendance will be recorded in the meeting minutes. Committees may also submit a request to the General Counsel to hire legal, accounting or financial advisers or other experts to assist with their duties at Banco Santander's expense.

The role of committee secretary is non-voting and falls on the General Counsel and secretary of the board. This fosters a fluid and efficient relationship between the board, its committees and senior management. The board encourages communication and engagement between the committees to boost efficiency and ensure effective coordination in the performance of their respective support duties through, among others, the following mechanisms:

- **Joint meetings:** The committees (mainly the audit committee with risk supervision, regulation and compliance committee and the latter with the remuneration committee) hold joint meetings on topics of mutual interest.
- **Information to the board:** At each board meeting, the committee chairs present on the matters that they have discussed in previous sessions of those committees. They also provide the board members with copies of their committee meeting minutes and all other documents handed out.
- **Common members between committees:** We strive to have board members sit on several committees.
- **Cross-sectoral review of agendas:** A regular review of the work plans of the various committees is carried out to ensure that meeting agendas are complete and coherent.
- **Informal events:** These help leverage informal time between board members, acknowledging the value that this brings to board culture.

Attendance at board and committee meetings and dedication to the performance of duties

Details of directors' attendance at board and committee meetings in 2025 are set out in the table below.

Attendance rate at board and committee meetings in 2025

Directors	Committees							
	Board	Executive	Audit	Nomination	Remuneration	Risk supervision, regulation and compliance	Responsible banking, sustainability and culture	Innovation and technology
Average attendance	99%	98%	96%	96%	93%	94%	95%	91%
Individual attendance								
Ana Botín	13/13	23/23	–	–	–	–	–	3/4
Héctor Grisi	13/13	22/23	–	–	–	–	–	3/4
Glenn Hutchins	13/13	–	–	9/9	9/9	–	–	4/4
José Antonio Álvarez	13/13	23/23	–	–	–	12/14	–	4/4
Homaira Akbari	13/13	–	15/15	–	–	–	4/4	4/4
Carlos Barrabés	13/13	–	–	9/9	–	–	4/4	4/4
Javier Botín	12/13	–	–	–	–	–	–	–
Sol Daurella	12/13	–	–	9/9	9/9	–	3/4	–
Henrique de Castro	13/13	–	13/15	–	8/9	–	–	3/4
Germán de la Fuente	13/13	–	14/15	–	–	14/14	–	–
Gina Díez Barroso	13/13	–	–	8/9	–	–	4/4	–
Luis Isasi	13/13	22/23	–	–	9/9	12/14	–	–
Belén Romana	13/13	23/23	15/15	8/9	–	14/14	–	4/4
Pamela Walkden	13/13	–	15/15	–	–	14/14	4/4	–
Antonio Weiss	13/13	–	–	–	7/9	–	–	–

Note: This table shows each director's in-person attendance at ordinary and extraordinary board or committee meetings. The table does not take into account the approval of resolutions in writing without a meeting (on one occasion by the board of directors, on one occasion by the executive committee, on two occasions by the nomination committee and on one occasion by the responsible banking, sustainability and culture committee) nor meetings at which directors attended by proxy. The nomination committee was informed of directors' excused absences and verified that they raised no doubt about their capability of good governance.

In execution of the action plan derived from the 2024 board effectiveness review, we conducted, among other actions, a detailed analysis of the frequency and duration of board and committee meetings to identify opportunities for streamlining. As a result of this exercise, specific simplification measures were implemented, which reduced the number of meetings in 2025 while ensuring that the effectiveness of the performance of their respective functions—and, in particular, appropriate oversight and control—was not affected. These adjustments have enhanced the effectiveness of the functioning of the board and its committees.

According to a benchmark conducted with the support of an independent expert, the number of meetings held by the board and its committees is close to the average for a group of comparable entities. A comparison is also provided with the average number of meetings held by the board and its committees in listed companies across different sectors in Spain (100 entities, including Ibx 35) and in the United States (S&P 500). The differences observed are mainly attributable to the Group's global scale, size and level of capitalisation, as well as to the specific regulatory and supervisory framework applicable to the European banking sector. The frequency of meetings at Banco Santander reflects a robust corporate governance model that is appropriate for sound management and effective oversight and control.

Comparison of number of meetings held^A

	Banco Santander	Spain average	US average
Board	13	11.4	7.1
Executive committee	23	7.4	NA
Audit committee	15	8.9	8.1
Nomination committee	9	7.1	4.7
Remuneration committee	9	7.1	5.6
Risk supervision, regulation and compliance committee	14	12.4	NA

A. Source: Spencer Stuart Board Index 2025 (Spain and United States).
NA: Not available.

The following table shows the time a non-executive director devoted to perform their duties as member of the board and each board committee in 2025, in line with the analysis of directors' time availability carried out during their annual suitability assessment. It includes the time estimated for preparing and attending the board and committees' ordinary and extraordinary meetings, as well as for preparing the approval of resolutions without a meeting being held. Dedication is higher for each chair given their additional functions. Likewise, the time devoted to the board member role includes participation in the annual training and development programme for directors, meetings with the Lead Independent Director, and time allocated to other activities that enable greater interaction between directors. This estimate has been prepared in line with the applicable principles of good governance, on the understanding that the time each director individually devotes to the performance of their duties, to being informed, and to understanding the Group's business and its development may vary. For the purposes of this table, travelling time has not been considered as it varies for each director and the table does not show individual data:

Time dedication to perform the duties of a board and board committee member in 2025

	Days per year and member ^A	Days per year and chair ^A
Board	27.9	49.8
Executive committee	17.6	35.3
Audit committee	18.8	37.5
Nomination committee	5.0	10.0
Remuneration committee	4.5	9.0
Risk supervision, regulation and compliance committee	17.5	35.0
Responsible banking, sustainability and culture committee	2.8	5.6
Innovation and technology committee	2.0	4.0

A. Number of days calculated considering 8-hour working days.

Directors must report to the nomination committee any professional activity or role that they are proposed to perform outside the Group so that the committee can check that they can dedicate enough time to the Group and that the professional activity or role does not pose conflicts of interest.

The annual suitability reassessment our nomination committee conducts (see section [4.6 'Nomination committee activities in 2025'](#)) enables us to update information on the estimated time directors dedicate to roles or professional activities outside the Group and demonstrates their ability to exercise good governance.

This makes sure the number of board roles that our directors have at once is within the legal limit (i.e. no more than one executive and two non-executive roles, or four non-executive roles; roles in the same group are considered a single role and roles in not-for-profit or non-commercial organizations -such as, among others, organizations for the sole purpose of managing private economic interests- are not included).

Director training and development programmes

The board has an annual training and development programme to help directors continue to develop skills and increase their understanding of the Group and industry, taking into account their experience and expertise. The board selects contents every year based on feedback from its members and supervisory and regulatory requirements, among others.

Programme workshops are delivered collectively to all board members and in 2025 covered these topics:

- model risk;
- cybersecurity and resilience;
- sustainability;
- agile methodology and new ways of working;
- cryptoassets;
- financial crime and anti-money laundering; and
- data and AI.

Directors can also request one to one and ad-hoc training on specific topics tailored to their own needs, if deemed helpful. The objective is to enable directors to deep dive into specific areas in order to ensure that their knowledge is optimal and up to date.

The board has robust induction programmes so new directors can deeply understand the industry and Grupo Santander's business model and structure, risk profile and governance arrangements, taking into account their existing skills, competencies and knowledge. They are completed within six months after taking up their position as new directors and include document reviews, tailored meetings, site visits and training sessions with senior managers of the Group, as appropriate. In addition, every board member receives a directors' manual. It is a support guide that provides both new and existing directors with a complete reference of information relevant to their role.

Banco Santander shares its training, induction and development methodology with its main subsidiaries to promote best practices and drive consistency of approach across our footprint. Specifically, in 2025 we scheduled training sessions for subsidiary directors covering cybersecurity, transformation, artificial intelligence and our shareholder value creation strategy.

Board effectiveness review in 2025

The board undergoes a yearly assessment of its performance and effectiveness, composition, quality of its work, and individual performance of its members. The review includes its committees. Every three years, it is conducted by an external consultant, whose independence is verified by the nomination committee.

Methodology and scope of the review

In 2025, the review was conducted internally. Its scope included the structure of the board, its organization and functioning, dynamics and internal culture and the functioning and effectiveness of its committees. In addition, it covered the individual performance of the Executive Chair, Chief Executive Officer, Lead Independent Director and General Secretary. The

review also facilitated the opportunity for performance feedback on the remaining individual directors.

The Executive Chair and the nomination committee Chair led the review, with the involvement of the Lead Independent Director. It followed the methodology and structure of previous internal reviews, based on a confidential questionnaire that all board members completed in full. Moreover, the review also took into account the feedback received from senior executives on the overall value they get from the board as a whole and reflections received as part of additional interactions throughout 2025 (including non-executive director sessions and assessment questionnaires for board training and development programmes, among others).

Findings and action plan

The nomination committee and board of directors discussed the results of the 2025 review in December 2025, with a consensus view that the board and its committees continue to operate effectively. In particular, the results revealed the following:

- The board remains appropriately composed, with a depth and variety of skills, as well as high degree of independence and diversity.
- The Executive Chair model continues to work effectively and there remains clarity and universal understanding of the division of responsibilities between the Executive Chair and the CEO. The checks and balances in place are considered highly effective.
- There is a strong and healthy internal board culture, where dynamics encourage open and transparent discussions, critical thinking, constructive challenge to senior management and sound decision making.
- The board organisation and functioning continue to be rated well, acknowledging the positive impact of the simplification measures implemented throughout 2025 to optimize directors' time. In addition, the board members believe that the agendas focus on the right priorities and that the quality of reporting and information flows supports robust and timely decision-making.
- The Executive Chair, Chief Executive Officer, Lead Independent Director and General Secretary performed positively and effectively, with the expected competence. The remaining directors contributed effectively to the correct discharge of the board's duties.
- Committee size and overall composition, including skills and diversity, are considered appropriate, and committee Chairs lead effectively. In addition, there is a consensus view that associated coordination mechanisms are working effectively.
- The executive team considers that the board provides the right balance of challenge and support to management.

As a result of the review, the nomination committee and board of directors discussed potential areas for improvement and both endorsed an associated action plan in December 2025. Each committee has been engaged on specific actions applicable to their remit to ensure effective and efficient operation, as appropriate.

The key action plan highlights can be summarised as follows:

- **Board composition:** As part of any future board refreshment, a continued focus will be placed on maintaining an appropriate international diversity, in recognition of our geographical footprint; this specific action was completed in February 2026 following the proposal of submitting Deborah Vieitas' appointment to the 2026 AGM (subject to regulatory approval).
- **Organization and functioning:** We will keep board and committee meeting frequency under continuous review to ensure directors' time is used in an optimal manner. In addition, the quality of reporting, papers and associated information flows to the board and its committees will be kept under continuous review, with a key focus on overall quality and length.
- **Committee coordination:** We will continue to monitor linkages between committees and with the board as a whole, with a key focus on the interplay between the risk supervision, regulation and compliance committee and the innovation and technology committee on the oversight of technological and cyber risks, among others.
- **Committees:** We will continue to take a proactive approach to committee composition to ensure optimal performance, effectiveness and efficient distribution of work among board members, among other factors.

The resulting actions and associated outcomes of the review have supported our continued priority focus on effective governance.

4.4 Executive committee activities in 2025

COMPOSITION

Position		Category	Appointed on
Chair	Ana Botín	Executive	11/12/1989 ^A
	José Antonio Álvarez	Other external	13/01/2015
Members	Héctor Grisi	Executive	01/01/2023
	Luis Isasi	Other external	20/05/2020
	Belén Romana	Independent	01/07/2018
Secretary	Jaime Pérez Renovales		

A. Committee Chair since 10 September 2014.

Functions

The executive committee is a key governance body in Banco Santander and the Group. The board delegated to it all its powers except those that cannot be delegated by law or under the Bylaws or the Rules and regulations of the board. Its meeting frequency and the nature of its decisions enable the board to focus on oversight and control. It also reports regularly to the board on its core matters and decisions, and provides all directors with the minutes and documents from its meetings.

Committee performance

The board, supported by its nomination committee, determines the committee's size and composition to ensure its effectiveness. As well as the board, the committee has an external director majority, including an independent director, ensuring a balance of opinions. Its secretary is the secretary of the board.

The committee's meeting frequency of every two weeks ensures the discharge of its duties, though it can meet as many times as required by the Chair.

Main activities in 2025

In 2025, the committee addressed a breadth of matters relating to the business of the Group and its main subsidiaries, risk management, corporate transactions and other proposals that were subsequently submitted to the board, which can be summarized as follows:

- **Group results:** Reviewed the Group's quarterly results and investors and analysts' reaction to them.
- **Report by the Executive Chair:** The Executive Chair regularly reported on the Group's management, strategy and institutional matters.
- **Report by the CEO:** The CEO regularly reported on the Group's performance and related budget and the execution of financial plans for all the global businesses that report to him and the main subsidiaries.
- **Corporate transactions:** Analysed and approved, where appropriate, corporate transactions on investments and divestments, joint ventures, operations that entailed structural changes, as well as capital transactions.
- **Shareholder remuneration:** Within the framework of the remuneration policy in force, reviewed the proposed shareholder remuneration in relation to the 2025 results and excess capital, including the payment of cash dividends, and passed the necessary resolutions to obtain the required regulatory authorization and to execute, by delegation of the board of

directors, share capital reductions in the context of the share buyback programmes.

- **Risk and compliance:** Received regular holistic risk and compliance reports. The committee also authorized or declined material transactions in line with the risk governance model.
- **Global businesses and subsidiaries:** Received regular updates on global businesses, subsidiaries and other business lines' performance against agreed plans, and with the fulfillment of the targets announced at the 2023 Investor Day.
- **Capital and liquidity:** Received regular reports on capital ratios and optimization measures, pricing (originations) and portfolio profitability. By virtue of the board's delegation and within capital and funding plans, the committee agreed non-convertible debt issuances and securitizations.
- **Supervisors and regulatory matters:** Received regular information about the regulators' activity and supervisors' agenda for the year, including their associated exercises and recommendations.
- **Governance:** Assessed the suitability of certain key appointments within the Group, in accordance with the internal appointments and suitability assessment procedure. The committee approved specific internal regulation under its remit, including the operating model to integrate AI across the organization. Furthermore, the committee was informed of the implementation of the action plans resulting from the effectiveness assessment of the executive first level committees.

In 2025, the committee held 23 meetings. In addition, resolutions in writing were adopted on one occasion without a session being held. See '[Attendance to board and committee meetings and dedication to the performance of duties](#)' in section 4.3 for members' meeting attendance and the time spent on meeting preparation and attendance.

2026 priorities

The committee set the following priorities for 2026:

- Monitor the performance and the execution of the strategic plans of the Group's global businesses and subsidiaries, including progress in the agile approach in the way we work to becoming a more efficient and customer-based organization, supported by multidisciplinary teams across the Group.
- Monitor the progress made on certain strategic projects recently announced, such as the acquisition and subsequent integration of both TSB and Webster into Santander UK and Santander US, respectively, and the merger of Openbank and Santander Consumer Finance.
- Continue to assess additional corporate transactions relating to investments and divestments, joint ventures, corporate restructurings and capital transactions.
- Oversee the execution and achievement of specific public targets and, in particular, those announced at the 2026 Investor Day.
- Continue to facilitate efficient decision making, supporting the board and enabling it to focus on general oversight and strategy matters.
- Continue to ensure the committee's effectiveness and efficient coordination with the board, its committees and the executive first level committees.

4.5 Audit committee activities in 2025



Germán de la Fuente
Chair of the audit committee

"In 2025, the committee held rigorous and independent discussions, combining demanding oversight with open and constructive dialogue with senior management. I would like to sincerely thank all committee members for their dedication, commitment, and valuable contributions throughout the year and especially to Homaira Akbari, who will leave the board and the committee after the 2026 AGM. Likewise, I would like to thank the Group's teams for their professionalism, transparency and ongoing collaboration with the committee.

This activity report summarises the actions undertaken during the year, in which we have remained focused on the effective oversight of the preparation processes for financial and non-financial information, their integrity and quality, including the associated independent verification conducted. In particular, we have intensified our focus to improve data quality, process traceability and the robustness of the reporting perimeter, as the base for reliable information. As part of that, we have consistently maintained a professional and open relationship with the external auditor, ratifying our proposal to submit their re-election to the next AGM, following completion of the public tender conducted last year.

Likewise, the committee has overseen the execution of the internal audit plan, with a particular focus on key areas such as credit risk, cybersecurity, and financial crime compliance, among others, ensuring that internal audit analysis adequately addressed both current and emerging risks, and that the appropriate internal controls were in place to manage those risks. To this end, it has remained essential to continue to ensure the independence, effectiveness, and adequate resourcing of the internal audit function, which is continuously evolving to support the execution of the transformation agenda around the five global businesses, as well as to integrate new ways of working and technologies that drive greater efficiency, enable deeper analysis and help anticipate emerging risks.

As in previous years, we have shared our areas of focus and insights with the chairs of the audit committees of our main subsidiaries, allowing us to leverage our group-wide collective experience and continue strengthening coordination within the Group.

In 2026, we will continue to oversee the effectiveness of the control environment across global businesses and subsidiaries, with particular attention to the deployment of global platforms and the agile approach in the way we work, in coordination with the risk supervision, regulation and compliance committee. We will also monitor the execution of the internal audit plan and the evolution of the technical capabilities of its team in response to an increasingly digital environment. We will remain focused on regulatory developments within the committee's remit, working to ensure that it continues to discharge its role in the most effective manner".

COMPOSITION

Position		Category	Appointed on
Chair	Germán de la Fuente	Independent	21/04/2022 ^A
	Homaira Akbari	Independent	26/06/2017
Members	Henrique de Castro	Independent	21/10/2019
	Belén Romana	Independent	22/12/2015
	Pamela Walkden	Independent	29/10/2019
Secretary	Jaime Pérez Renovales		

A. Committee Chair since 23 March 2024.

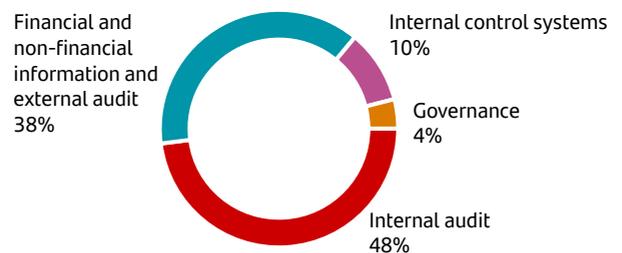
The board appointed the committee's members based on their expertise, skills and experience in the matters within the committee's scope. For more details, see section 4.1 'Our directors' and 'Board skills and diversity matrix' in section 4.2.

According to SEC Regulation S-K, committee Chair Germán de la Fuente is considered a financial expert based on his credentials, extensive experience in accounts auditing and strong expertise in accounting and internal and risk control, as well as in the banking industry.

TIME ALLOCATION

In 2025, the committee held 15 meetings, including one joint session with the nomination committee and four joint sessions with the risk supervision, regulation and compliance committee. See '[Attendance to board and committee meetings and dedication to the performance of duties](#)' in section 4.3 for members' attendance and the time spent on meeting preparation and attendance.

The chart below shows the committee's approximate time allocation to its activity areas in 2025:



Duties and activities in 2025

This section summarizes the audit committee's activities in 2025.

Duties	Actions undertaken
Financial and non-financial information	
Review of financial statements and other financial information	<ul style="list-style-type: none"> Reviewed the individual and consolidated annual financial statements and directors' report for 2025, as well as consolidated half-yearly financial report, and submitted them to the board for approval, including the proposed payment of the interim dividend and the supplementary dividend. Monitored compliance with legal requirements and accounting principles and ensured that the external auditor issued a report on the effectiveness of the Group's system of internal control over financial reporting. Reviewed quarterly financial information prior to board approval and subsequent release to the market and supervisory bodies. Reviewed supplementary financial information to the annual report, in particular the Universal Registration Document filed with the CNMV and Form 20-F and Form 6-K filed with the SEC. Verified, on a quarterly basis, the consistency of the financial information published on our website and the information required to be published on the CNMV's website, ensuring that it was up to date and consistent with the information approved by the board.
Review of non-financial information	<ul style="list-style-type: none"> Oversaw and assessed the preparation and reporting of non-financial information, including sustainability information, in coordination with the responsible banking, sustainability and culture committee, and informed the board accordingly. In particular, reviewed the 2025 Sustainability Statement prepared under the Corporate Sustainability Reporting Directive (CSRD) and the 2024 Green Bond Report prior to board approval, assessing the integrity of the information disclosed and the associated external auditor's review. Received regular updates from the Group Chief Accounting Officer (CAO) and the Head of Sustainability on progress with sustainability reporting within the Group. As part of this, it received information on European legislative initiatives aimed at simplifying reporting requirements, as well as advances in embedding impacts, risks and opportunities (IRO) in the Group's management and governance, in coordination with the responsible banking, sustainability and culture committee. Endorsed the 2025 Pillar 3 disclosures report and submitted it to the board for approval, with a reinforced level of independent verification conducted by the external auditor.
Information on applied tax policies	<ul style="list-style-type: none"> Received information from the Head of tax on applied tax policies based on Spain's Code of Good Tax Practices, prior to their submission to the board for approval, as well as on the annual review of the tax strategy and the tax policy. Received information on the filing of the 2024 Tax transparency report to Spain's tax authority (<i>Agencia Estatal de Administración Tributaria</i>).
Relations with the external auditor	
Information on the external audit plan	<ul style="list-style-type: none"> Received updates on the planning, progress and execution of the audit plan, including the work conducted in connection with the non-financial information. Received information on the impact of legal and regulatory developments in connection with financial and non-financial information, as well as their relevance regarding timelines and assurance scope of the external auditor's verification. Obtained the external auditor's confirmation of its full access to all information necessary to conduct the audit. Analysed the audit reports for the annual financial statements before the external auditor submitted them to the board. It also received the external auditor's additional report explaining the results of the audit conducted, in accordance with the applicable regulation.
Interaction with the external auditor	<ul style="list-style-type: none"> Invited the lead audit partner, who met regularly with the committee Chair, to all committee meetings held in 2025, which facilitated effective communication between the external auditor and the board. In addition, the committee met him twice without executives present to ensure fluent and transparent communication and the independent performance of its function.
Assessment of the external auditor's performance	<ul style="list-style-type: none"> Conducted the final review of the external auditor's performance and how it has contributed to the integrity of the financial information, based, among other parameters, on: its knowledge of the business, the quality and efficiency of its services and sufficiency of resources (including the composition and level of seniority of the team involved); the frequency and quality of its communications; its independence; transparency reports and quality controls; and the opinions of the audit committee Chairs and the controllers of the main subsidiaries or relevant subgroups within the Group. Received the 2025 PricewaterhouseCoopers Auditores, S.L. (PwC) Transparency report from the lead audit partner, who also informed the committee about the outcomes of regular quality controls initiated by supervisors and other relevant investigations.

Duties

Actions undertaken

External auditor independence

PwC's remuneration for audit and non-audit services

- Monitored PwC's remuneration, including the following fees for audit and non-audit services provided to the Group:

EUR million	2025	2024	2023
Audit	118.5	122.3	117.5
Audit-related services	15.0	13.6	8.6
Tax advisory services	0.1	0.9	1.6
Other services	7.1	7.4	5.9
Total	140.7	144.2	133.6

The audit and main non-audit services included for each item in the above breakdown are detailed as follows:

- Audit services: audit of the individual and consolidated financial statements of Banco Santander and its subsidiaries (of which PwC or another network firm is the external auditor); audit of the interim consolidated financial statements of Banco Santander; integrated audits prepared in order to file Form 20-F with the SEC and the internal control audits (SOx) for required Grupo Santander's entities; limited reviews of financial statements; and regulatory reports required from the external auditors.
- Audit-related services: issuance of comfort letters, verification services of financial and non-financial information (as required by regulators) and other reviews of documentation to be submitted to domestic or foreign authorities that, due to their nature, the external auditor typically provides.
- Tax services: tax compliance and advisory services provided to Group companies mainly outside Spain, which have no direct effect on the audited financial statements and are permitted in accordance with the applicable independence regulations.
- Other services: agreed-upon procedure reports, assurance reports and special reports performed under the accepted profession's standards; as well as other reports required by the regulators.

The 'Audit' heading includes the fees for the year's audit, regardless of the date the audit was completed. Any subsequent adjustments, which are not significant, are shown in note 47.b) in the 'Notes to the consolidated financial statements' for each year for comparison purposes. The fees corresponding to the rest of the services are shown by reference to when the audit committee approved them.

Additionally, the firm BDO has performed audit and audit-related services totalling EUR 1.9 million.

- Verified that the ratio of PwC's fees paid for all services for Banco Santander and the Group to the annual revenue of PwC in Spain and worldwide did not exceed the 15% limit for three consecutive years. In 2025 the ratio stood at 0.28%.
- Verified every quarter, according to Regulation (EU) No 537/2014 of the European Parliament and of the Council, that the total fees approved in 2025 for non-audit services provided by PwC (including for 'Audit-related services', 'Tax services' and 'Other services', and excluding services that the external auditor is required to perform under domestic or EU laws) were significantly less than 70% of the average of total fees paid specifically to PwC in the past three consecutive years for the 'Audit' of Banco Santander and its subsidiaries in Spain (not including fees for reviews with more limited assurance than required for accounts auditing, which are included as non-audit services). In 2025, the ratio stood at 25.46%; and it would have been 15.18% if fees approved for PwC and other firms in its network for services provided to Grupo Santander in and outside Spain were included.

See subsection C.1.32 of section 9.1 'Reconciliation with the CNMV's corporate governance report model' for the reconciled amounts of the above mentioned fees listed, with the numerator and denominator values of each ratio found in section C.1.32 of section 9.2 'Statistical information on corporate governance required by the CNMV'.

- In 2025, the Group contracted for services by audit firms other than PwC in the amount of EUR 155.9 million (EUR 206.2 and 174.1 million in 2024 and 2023, respectively).

Non-audit services

- Approved, on a monthly basis, all non-audit services rendered by the Group's external auditor, verifying that all of them met the independence requirements under Spanish and European regulation and SEC and Public Company Accounting Oversight Board (PCAOB) rules, as well as complying with our internal Policy on the approval of services other than audits provided by the external auditor.

Personal and financial relations

- Received written confirmation from PwC that the designated audit team, PwC as the auditor firm, everyone else that forms part of PwC or of other firms in its network, including all applicable extended relations to them complied with the requirements on external auditor independence, analysing possible threats and taking appropriate safeguarding measures in line with their internal policies and procedures.
- Received information about the results of the internal review (carried out every six months and according to our internal regulation) on possible financial ties between Grupo Santander and PwC and its related parties, which concluded that no existing ties compromised the independence of PwC as external auditor.

Duties

Actions undertaken

External auditor independence report

- Verified the external auditor's independence prior to the issuance of the 2025 auditor's report on the financial statements, considering:
 - the remuneration it has received for audit and non-audit services;
 - the nature of all non-audit services rendered by the external auditor; and
 - the personal circumstances and financial dealings that the external auditor or persons performing the audit may have with the Group.
- Received written confirmation from PwC of its independence from Grupo Santander in accordance with applicable European and Spanish law and the SEC and the PCAOB rules.
- Concluded that, in its opinion, it had no objective reason to question the external auditor's independence and issued this annual report on its independence.

External auditor mandate

Re-election of the auditor

- Confirmed the recommendation made to the board in 2024 in view of the public tender conducted to select the external auditor following PwC's ten-year mandate, proposing to the board — for approval and subsequent submission to the 2026 AGM — the re-election of PwC as external auditor of Banco Santander and its consolidated group for financial year 2026.
- Confirmed that from 2026, and in accordance with applicable regulations, the new lead audit partner is Alexander García, replacing Julián González after five years in the role. Alexander García has more than 20 years of experience auditing international financial groups.

Appointment of the verifier of the sustainability information

- Recommended to the board the appointment of the external auditor as the independent verifier of 2026 sustainability information of Banco Santander and its consolidated group, subject to the implementation of the CSRD in Spain, and proposed its submission for approval to the 2026 AGM.

Internal audit

Monitoring of internal audit activities

- Reviewed the annual internal audit plan for 2025 and submitted it to the board for approval, ensuring that it covered the Group's material risks, with a key focus on credit risk, third party risk management, model risk and financial crime compliance, among others.
- Received information from each subsidiary Chief Audit Executive (CAE) at least once in 2025.
- Received regular information on internal audit activities carried out in 2025, monitoring progress in the internal audit plan and overseeing ratings and recommendations of global businesses, units and corporate functions, and further promoting a continued focus on maintaining a robust control environment.
- Continued promoting the first line's further involvement in internal audit recommendations and ensured that senior management and the board took into account the conclusions and recommendations of internal audit reports.
- Received holistic reviews of internal audit coverage of cybersecurity, technological risks, vendor management risk, financial crime, strategic risk, sustainability, model risk, credit risk, capital and solvency, structural and liquidity risks and operational risk, among other topics, to ensure proper oversight, with first and second line of defence representatives invited to provide additional perspectives, as appropriate.

Oversight of the internal audit function

- Supervised the internal audit function and ensured its independence and effectiveness in 2025.
- Assessed the preparedness and effectiveness of the internal audit function to fulfil its duties after being informed of the organisational changes within the internal audit function to ensure that the function was well structured to deliver its objectives in the context of the transformation agenda and the consolidation of all our activities under five global businesses.
- Reviewed the external quality assessment performed by the Institute of Internal Auditors in Spain in certain units to continue ensuring the effectiveness of the function and its alignment with best practice and Global Internal Audit Standards.
- Reviewed and approved the internal audit function strategic plan for 2025-2026.
- Endorsed the 2025 internal audit function budget, ensuring that the function had the appropriate resources and skill sets needed to discharge its duties effectively.
- Received information on the digital initiatives launched, including upskilling and development activities regarding AI, as well as the internal audit hubs created to continue improving the efficiency of the functions' work.
- Invited the Group CAE to committee meetings and held two private sessions with her but without other executives or the external auditor present. The committee also invited additional internal audit officers to meetings throughout 2025, when required.
- Reviewed and endorsed the CAE's 2025 objectives for onward submission to the board for approval, and assessed her performance against those objectives and reported the results to the remuneration committee and to the board to set her variable remuneration.
- Participated in the election and appointment and verified the suitability of the subsidiary CAEs in coordination with the Group nomination committee.

Internal control systems

Monitoring the effectiveness of Internal control systems

- Received information on the Group's Internal control systems (ICS), including those associated with non-financial information preparation and reporting, and monitored related action plans.
- Received information on the results of the assessment and certification of the Internal Control Model for 2024 and assessed its effectiveness in compliance with the CNMV's and the SEC's (SOx) regulations.

Duties

Actions undertaken

Governance

Coordination with the risk supervision, regulation and compliance committee

- Reviewed the risk, compliance and internal audit aspects of the global businesses and subsidiaries, with first line of defence representatives present.
- Received information on the Group's whistleblowing channel (*Canal Abierto*), with a special focus on matters within the committee's remit to ensure employees and other persons related to the Group to speak up, be heard and report irregular practices without fear of reprisal. Reported favourably to the board on the update of internal regulation regarding Canal Abierto, with a key focus on ensuring its alignment with the CNMV Technical Guide 1/2024 on Audit Committees.
- Discussed additional topics of mutual interest, such as risk culture and the internal control environment, including measures implemented in connection with the adoption of an agile approach in the way we work, and received an update on internal audit matters of the risk and compliance functions.
- Received regular updates on the main legal and tax contingencies, associated provisions and applicable public information.
- Invited the Chief Risk Officer (CRO) to all 2025 committee meetings.
- The Chairs of the audit committee and of the risk supervision, regulation and compliance committee remained in constant communication, ensuring full coordination and collaboration among their respective committees.

CAO appointment

- Participated in the CAO selection process, led by the nomination committee, resulting in the proposal to appoint Manuel Preto for that position, which the board subsequently approved.

Coordination with subsidiaries

- Held several remote meetings with the subsidiary audit committee chairs and invited them to committee meetings throughout the year. For more details, see ['Group and subsidiary committee relations'](#) in section 7.2.
- Received reports from Santander España's joint audit and risk committee on the main items covered at the meetings held throughout the year.

Related-party and corporate transactions

Corporate transactions

- Reviewed, in coordination with the risk supervision, regulation and compliance committee, the proposed merger of Openbank and Santander Consumer Finance.

Creation or acquisition of special-purpose vehicles and entities based in countries considered non-cooperative jurisdictions

- Received information on the activities of the Group's offshore entities from the Head of tax, and provided this information to the board. See note [3.c](#) in the 'Notes to the consolidated financial statements'.
- Reported favourably to the board, for its approval, on proposals to create or acquire interests in entities domiciled in non-cooperative jurisdictions or in special purpose entities and received the special purpose entities annual update.

Authorization and oversight of related-party transactions

- Reviewed the details and balances of the related-party transactions reported in the annual and half-yearly financial statements. Checked that those transactions were carried out under market conditions.
- Supervised and reported to the board on a bi-annual basis that the related-party transactions, including those authorized with delegated board powers, complied with the law, the Rules and regulations of the board and/or the conditions set by board resolution; and verified alignment with the internal reporting and monitoring procedure and that those transactions met the fairness and transparency requirements established in the aforementioned rules and were fair and reasonable.
- Issued the Related-party transactions report. For more, details see section [4.12 'Related-party transactions and other conflicts of interest'](#).

Information for general meetings and corporate documents

Shareholder information

- Was represented at the 2025 AGM by the committee Chair, who reported on the committee's activities in 2024.

Corporate documents for 2025

- Prepared this activities report on 19 February 2026, which includes a performance review of the committee's functions and activities carried out, and key priorities identified for 2026. The board of directors approved it on 24 February 2026.

2026 priorities

The committee set these priorities for 2026:

- Continue to oversee the integrity and quality of the Group's financial and non-financial information. Likewise, maintain a robust and open relationship with the external auditor, reviewing its audit plan, independence, execution quality, key judgements, and significant areas of its audit.
- Continue to supervise the effectiveness of the control environment in the Group's global business and units, with a special focus on the implementation of global platforms and the agile approach in the way we work, in coordination with the risk supervision, regulation and compliance committee.
- Supervise the internal audit plan execution throughout the Group, with a special focus on fundamental risks, such as credit risk, cybersecurity, financial crime prevention, third party risk management, operational resilience and risk derived from emerging technologies such as generative AI.
- Remain focused on the independence and effectiveness of the internal audit function, ensuring its preparedness to fulfil its duties, including the required resources, skills and expertise of its people, especially in the area of new technologies.
- Reinforce oversight of the closure of significant observations, when applicable, from internal audit, the external auditor, supervisors and control functions, ensuring effective and sustainable remediations.
- Monitor legislative initiatives within the committee's remit, with special attention to internal controls related to sustainability reporting and the level of preparedness for its external assurance, in coordination with the responsible banking, sustainability and culture committee.
- Hold a subsidiary audit committee Chairs' convention in 2026 to further enhance communication and collaboration across the Group.
- Remain focused on discharging its role in the most tangible and effective manner.

4.6 Nomination committee activities in 2025



Belén Romana
Chair of the nomination committee

"In 2025, the committee continued to oversee that both the board of directors and the senior management team were suitable to deliver the agreed strategic objectives and to execute the Group's transformation agenda. With this objective, we carried out a detailed review of the board composition and associated succession planning considerations, ensuring that its collective skills and experience continued to contribute effectively to the Group's success.

As committed under the action plan derived from the 2025 board effectiveness review evaluation, we have continued to work on the appropriate refreshment of the board, taking into account relevant factors such as our strategic direction, our presence in key markets and associated global scale. As a result, we will shortly welcome Deborah Vieitas, Chair of the board of Santander Brasil, who brings extensive professional experience in the financial sector and Brazilian market knowledge to the board.

Senior management succession planning has also been a priority throughout 2025, ensuring that the Group has the appropriate depth talent to address future business challenges and that succession plans

remain effective. We remain firmly committed to the development of internal talent and to ensuring that our leaders are fully aligned with the corporate culture. As part of the board's visit to the US in 2025, we held a dedicated session with high-potential executives to assess the quality of our internal talent pipeline. With regard to the appointments announced during the year, and in line with its oversight responsibilities, the committee recommended new senior management appointments, including the global heads of Digital Consumer Bank and of data & artificial intelligence, as well as the new Chief Risk Officer*, among others.

In line with our commitment to best governance practices, the committee continued to oversee the effectiveness of the board and its committees, as well as the proper implementation of the action plan arising from the board evaluation. The evaluation carried out in 2025 confirmed the overall satisfaction of directors with the effectiveness of the board's functioning, which benefits from a strong culture that fosters open and constructive debate.

We firmly believe that robust governance and proactive talent management are essential elements of the Group's success. Looking ahead, the committee will continue to work to ensure that the board and the senior management team are well prepared to address strategic challenges, drawing on our strong corporate culture to attract, develop and retain the best people to lead the Group's progress".

COMPOSITION

Position		Category	Appointed on
Chair	Belén Romana	Independent	01/01/2024 ^A
	Carlos Barrabés	Independent	27/07/2024
Members	Sol Daurella	Independent	23/02/2015
	Gina Díez Barroso	Independent	22/12/2021
	Glenn Hutchins	Independent	20/12/2022
Secretary	Jaime Pérez Renovales		

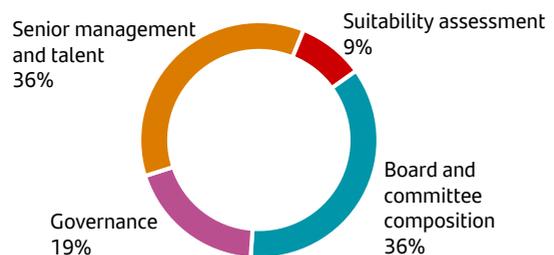
A. Committee Chair since 23 March 2024.

The board appointed the committee's members based on their expertise, skills and experience in the matters within the committee's scope. For more details, see section 4.1 'Our directors' and 'Board skills and diversity matrix' in section 4.2.

TIME ALLOCATION

In 2025, the committee held nine meetings, including one joint session with the audit committee. In addition, resolutions in writing were adopted on two occasions without a session being held. See '[Attendance to board and committee meetings and dedication to the performance of duties](#)' in section 4.3 for members' attendance and the time spent on meeting preparation and attendance.

The chart below shows the committee's approximate time allocation to its activity areas in 2025:



Duties and activities in 2025

This section summarizes the nomination committee's activities in 2025.

Duties	Actions taken
Board and committee composition	
Selection and succession of the board and its committees	<ul style="list-style-type: none"> Ensured that board member selection procedures guaranteed directors' individual and collective suitability and fostered diversity in its broadest sense; and analysed the required expertise, skills and time commitment for effective board membership. Continued to oversee, together with the Executive Chair, succession planning activities for the board. Continued monitoring and assessing the board and its committees' overall skills and competencies, therefore ensuring that their collective composition remained appropriate to oversee and lead the strategic direction of the Group and to perform their duties successfully.
Appointment and re-election of directors	<ul style="list-style-type: none"> Considered areas of expertise and experience required to complement the board by reference to the board skills and diversity matrix as well as the annual board effectiveness review in order to target appropriate searches and recruitment. Ensured that any proposed appointment had been drawn from a depth of candidate pool that recognized diversity in its broadest sense, therefore ensuring the best possible outcomes. Proposed the appointment of Deborah Vieitas as independent director to be approved by shareholders at the 2026 AGM, subject to the relevant regulatory authorization. Proposed director reelections that will be submitted to shareholder approval at the 2026 AGM, taking into account our policy on the selection, succession and suitability assessment of directors, as well as the outcome of directors' annual suitability assessments.
Annual verification of directors' status	<ul style="list-style-type: none"> Verified each director category (i.e. executive, independent and other external) and submitted a proposal to the board for it to be confirmed or reviewed in the annual corporate governance report and at the 2026 AGM. For more details, see section 4.2 'Board composition'. Assessed directors' independence, verifying (among other factors) that there were no significant business ties between the Group and companies in which they are, or have been, significant shareholders, directors or senior managers, in particular regarding financing extended by the Group to such companies. In all cases, the committee concluded that existing ties were not significant because (i) financing (a) did not constitute economic dependency for such companies because other sources of funding were available, and (b) was consistent with the Group's share of the relevant market; and because (ii) business ties did not reach comparable materiality thresholds used in other jurisdictions as benchmarks (e.g. New York Stock Exchange (NYSE), Nasdaq and Canada's Bank Act), among other reasons.
Director training and development programmes	<ul style="list-style-type: none"> Assessed the effectiveness of director training and development programmes, guaranteeing that they were designed according to their circumstances and needs, and identified areas for improvement and additional training topics for 2026. Analysed the effectiveness of the subsidiary director training programme to keep them updated on relevant Group matters and endorsed the proposed training topics for 2026.
International advisory board	<ul style="list-style-type: none"> Assessed the composition of the international advisory board in order to ensure it had the right skills and experience to perform its duties successfully. Recommended the nomination of José Fernández da Ponte as member of the international advisory board and was kept apprised of the resignations submitted by Andreas Dombret and Lawrence Summers. See section 4.11 'International advisory board'.
Senior management and talent	
Appointments	<ul style="list-style-type: none"> Recommended specific appointments, which were later agreed by the board, verifying their suitability for the role being proposed. In particular, the selection of the CAO and the CRO was conducted in coordination with the audit and the risk supervision, regulation and compliance committees, respectively. For more details, see section 5. 'Senior management team'. Assessed senior management attrition rates, talent retention and associated risks in coordination with the risk supervision, regulation and compliance committee, and made related recommendations.
Succession planning	<ul style="list-style-type: none"> Oversaw the discipline applied to executive directors and senior management succession planning, which also included key positions both at Group and subsidiary levels, and made sure that such plans were implemented through a rigorous, transparent, merit-based and objective process that promotes diversity in its broadest sense. Monitored the effectiveness of top management succession plans. Reviewed the senior management succession plans for onward submission to the board for approval and, where relevant, posed challenges to ensure that such plans had strength in depth.
People and culture	<ul style="list-style-type: none"> Discussed the activities conducted by the people, culture & organization function to continue supporting progress on a merit-based culture of equal opportunity and inclusion that supports our transformation and move towards the <i>agile</i> approach in the way we work. Monitored progress towards equality and greater representation of women in executive positions. Assessed and challenged proposals on executives' mission, career development plans, mobility and talent retention initiatives Group-wide.

Duties
Actions taken
Governance

Board effectiveness review	<ul style="list-style-type: none"> Reviewed the execution of the action plan to address the areas for improvement identified in the 2024 board effectiveness annual review, which was conducted internally, ensuring its successful and timely completion. Oversaw the 2025 board effectiveness review, which was also conducted internally, and endorsed the resulting action plan. For more details, see 'Board effectiveness review in 2025' in section 4.3. Analysed the outcomes of the subsidiary board and board Chairs annual effectiveness reviews.
Lead Independent Director	<ul style="list-style-type: none"> Reviewed the activities conducted by the Lead Independent Director, ensuring the discharge of his duties, as evidenced through a summary of his activities over the year, which was also submitted to the board. See 'Lead Independent Director' in section 4.3. Reviewed the engagement activity conducted by the Lead Independent Director with shareholders, investors and proxy advisors, and analysed their feedback on the Group's corporate governance arrangements.
Corporate governance	<ul style="list-style-type: none"> Reviewed the key highlights of the 2025 AGM and monitored shareholder experience and results, quorum and voting results, including the feedback received on the fully virtual format it was held in. Received updated information on our investors and proxy advisors' insights and evolving market trends on general shareholder meeting format. And recommended the board call the 2026 AGM in a virtual format, in light of the success of the 2025 virtual AGM, which was marked by high levels of shareholder engagement, and given that this format enhances shareholder participation and ensures their equal treatment and is consistent with the Group's digital transformation and sustainability commitment, also considering the growing global trend towards fully virtual shareholder meetings. Verified the independence of the external advisers hired by the committee and the remuneration committee in 2025, analysing their services and the amounts they received, among others. Reviewed the annual corporate governance report to verify that information contained therein conforms to the applicable law. Assisted the board in the regular review of our corporate governance system for the board to fulfill its mission to promote corporate interest and consider stakeholders' expectations.
Internal governance	<ul style="list-style-type: none"> Monitored the split of roles and responsibilities between the Executive Chair and the CEO to ensure their ongoing effectiveness and alignment with the board approved allocation. For more details, see 'Board structure and organization' in section 4.3. Oversaw subsidiary board composition to ensure consistent collective suitability in line with expectations across the Group. Verified that subsidiaries followed the provisions of the GSGM relating to board and committee structure and their functions pursuant to best practices. In addition, the committee tracked subsidiary actions and progress in implementing internal regulation required by the Group for its subsidiaries. For more details, see section 7. 'Group structure and internal governance'. Endorsed changes to the GSGM to include data & AI as a global support function and key position in the subsidiaries that reports to the Global CDAIO and locally to the subsidiary CEO. Remained informed of the actions taken to simplify and streamline internal regulations and executive level governance bodies' effectiveness with no loss of governance.

Suitability assessment of directors and key positions

Appointments	<ul style="list-style-type: none"> Recommended the appointment of Group and subsidiary key position holders after confirming their suitability. The suitability assessments of the subsidiary CAEs, and CROs and CCOs were conducted in coordination with the Group audit and risk supervision, regulation and compliance committees, respectively. Endorsed Group director nominations for subsidiary boards after confirming their suitability.
Annual assessment	<ul style="list-style-type: none"> Conducted the annual suitability assessment of directors, senior management, heads of internal control functions and the Group's key position holders, overseeing situations that might impact on the Group's credit and reputation, and confirming these individuals' continued good business and professional reputes and appropriate knowledge and experience to perform their duties. Concluded that board members continue to discharge good governance, having analysed their notifications regarding their other professional obligations and confirmed that these do not affect their ability to devote the necessary time nor generate any conflict of interest; and having overseen their attendance at board and committee meetings and ensured that it did not fall below 75%. Furthermore, average board attendance was verified as 99%. For more details, see 'Attendance at board and committee meetings and dedication to the performance of duties' in section 4.3.
Continuous oversight	<ul style="list-style-type: none"> Examined the information provided by directors about their intention to carry out other professional activities or hold positions outside the Group and the related time commitment and concluded that those commitments were compliant with the applicable legislation regarding the maximum number of directorships they may hold, and did not interfere with their obligations as Banco Santander directors nor entail any conflict of interest.

Duties

Actions taken

Information for general meetings and corporate documents

Shareholder information	<ul style="list-style-type: none"> • Was represented at the 2025 AGM by the committee Chair, who reported on the committee's activities in 2024.
Corporate documents for 2025	<ul style="list-style-type: none"> • Prepared this activities report on 23 February 2026, which includes a performance review of the committee's 2025 duties and actions taken and key priorities identified for 2026. The board of directors approved it on 24 February 2026.

2026 priorities

The committee set these priorities for 2026:

- Continue to supervise succession arrangements for board members to ensure its effective planning. Continue to take its proactive approach to board refreshment and associated succession planning, considering board effectiveness review outcomes and other relevant factors.
- Keep a proactive focus on senior executive succession planning based on the Group's strategic needs, and the potential challenges the business may face, while maintaining our attention to the continued development of our internal succession pipeline.
- Continue to promote initiatives and programmes that facilitate our internal talent's most optimal preparedness for assuming new responsibilities. Further continue to promote a merit-based culture of equal opportunity and inclusion that facilitates the success of our leaders and multidisciplinary and agile teams in our transformation agenda.
- Monitor ongoing regulatory initiatives within the committee's remit, with a key focus on those which might impact our internal regulation.
- Keep our corporate governance arrangements under constant review to make sure they continue to consider all stakeholders' interests by closely monitoring shareholder engagement and, together with the Lead Independent Director, taking into account their feedback and insights. In particular, monitor shareholder experience and results of the 2026 AGM, including the feedback received on the format in which it will be held and reporting on this to the board.
- Plan and oversee the board effectiveness review to be conducted by an external advisor, and to propose to the board the actions required to address any resulting changes or improvements.
- Oversee execution of the actions derived from the 2025 board effectiveness review and remain focused on ensuring that the board and its committees discharge their role in the most tangible and effective manner.

4.7 Remuneration committee activities in 2025



Glenn H. Hutchins
Chair of the remuneration committee

"As Chair of the remuneration committee, I am pleased to summarize our work during 2025. The committee remained focused on ensuring that the Group's compensation framework supports our strategy, reinforces a strong risk culture, and aligns the interests of management with those of shareholders.

Our ability to deliver on our Investor Day commitments depends fundamentally on our people. A well-designed compensation framework is essential to attracting, developing and retaining top talent worldwide — and to driving the transformation that underpins long-term shareholder value creation.

Our approach rewards sustainable results and behaviors aligned with shareholder interests. During the year, the committee reviewed feedback from shareholders and proxy advisors and defined the performance indicators for 2026 variable compensation. These indicators maintain a clear focus on shareholder value creation, Group-wide collaboration, capital discipline, and the successful execution of our transformation agenda.

The committee worked closely with the risk committee to ensure that compensation outcomes remain fully aligned with the Group's risk profile. We reviewed the achievement of 2025 executive variable compensation targets and assessed risk adjustments, ensuring alignment with prudent risk management at all times.

We oversaw enhancements to the performance management system to promote clear objectives, reinforce accountability, and support individual development. An external advisor confirmed that the Group's compensation policies and practices remain fully compliant with applicable regulations. The committee also endorsed updates to internal policies to maintain alignment with evolving regulatory and supervisory expectations.

The committee monitored compensation trends across our markets to ensure our practices remain competitive and support the development of high-performing teams committed to the Group's strategic priorities

The committee will continue to refine incentive structures to drive long-term shareholder value, foster collaboration across the organization, and maintain alignment with prudent risk and capital management. We will stay attentive to evolving market practices and regulatory expectations while strengthening our ability to attract, develop and retain the talent required to execute our strategy".

COMPOSITION

Position		Category	Appointed on
Chair	Glenn Hutchins	Independent	20/12/2022
	Sol Daurella	Independent	23/02/2015
Members	Henrique de Castro	Independent	29/10/2019
	Luis Isasi	Other external	19/05/2020
	Antonio Weiss	Independent	01/01/2025
Secretary	Jaime Pérez Renovales		

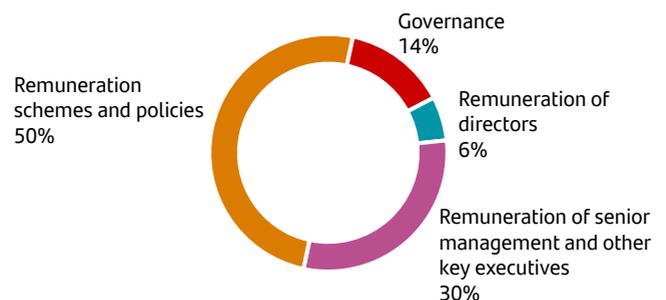
A. Committee Chair since 1 October 2023.

The board appointed the committee's members based on their expertise, skills and experience in the matters within the committee's scope. For more details, see section 4.1 'Our directors' and 'Board skills and diversity matrix' in section 4.2.

TIME ALLOCATION

In 2025, the committee held nine meetings, including one joint session with the risk supervision, regulation and compliance committee. See '[Attendance to board and committee meetings and dedication to the performance of duties](#)' in section 4.3 for members' attendance and the time spent on meeting preparation and attendance.

The chart below shows the committee's approximate time allocation to its activity areas in 2025:



Duties and activities in 2025

This section summarizes the remuneration committee's activities in 2025.

Duties	Actions taken
Remuneration schemes and policies	
Remuneration policy for executive directors, senior management and other key executives	<ul style="list-style-type: none"> Remained focused on simplifying executive director and senior management remuneration, shaping remuneration schemes consistent with our Simple, Personal and Fair values, with a special focus on shareholder value creation. Proposed to the board the global annual executive variable remuneration for 2025 (payable immediately and deferred executive remuneration), based on achievement of previously set quantitative and qualitative targets. Recommended to the board the annual performance indicators to calculate the Group's variable remuneration for 2026 in order to maintain focus on Group-wide collaboration, shareholder value creation, solid risk management, rigorous capital discipline and the Group's transformation, among others. Proposed to the board the achievement scales for the annual and multi-year performance targets and weightings.
Compliance with the remuneration policy	<ul style="list-style-type: none"> Checked that remuneration schemes aligned with the Group's performance, corporate culture, risk appetite and applicable regulation, and created no incentive to breach risk appetite. Reported to the board on Group remuneration practices and assessed their effectiveness, receiving confirmation on their alignment with the Group remuneration policy. Reported to the board on an external advisor assessment of the remuneration policy that concluded that the Group's policies, procedures and practices comply with the regulatory requirements for credit institutions. Reviewed the ex-ante and ex-post risk adjustments of total variable remuneration and oversaw the application of malus and clawback arrangements, assigned to the global businesses and subsidiaries, based on actual risk outcomes and their management, in conjunction with the risk supervision, regulation and compliance committee.
Director remuneration policy report	<ul style="list-style-type: none"> Received information from the Lead Independent Director on his engagement with key shareholders and proxy advisors regarding executive director remuneration. Reviewed and proposed to the board the annual directors' remuneration report for an advisory vote at the 2025 AGM. Assisted the board in overseeing compliance with the director remuneration policy. Recommended the directors' remuneration policy for 2026, 2027 and 2028 that will be submitted by the board of directors at the 2026 AGM as a separate item on the agenda pursuant to Article 529 <i>novodecies</i> of Spain's Companies Act and is an integral part of the director remuneration policy report. See sections 6.4 Directors' remuneration policy for 2026, 2027 and 2028 and 6.5 Preparatory work and decision-making for the remuneration policy; remuneration committee involvement. As part of that, the committee considered input from shareholder and stakeholder engagement during the year, as well as recommendations from regulators. The committee verified that the policy complies with legal requirements and/or applicable regulation concerning remuneration and is consistent with the remuneration scheme set out in the Bylaws and with the Group's culture and Simple, Personal and Fair values.
People and culture	<ul style="list-style-type: none"> Reviewed 'equal pay for equal work' and gender pay gap and equal pay data against the previous year. Reported favourably to the board on the update of internal regulation within its remit, with a key focus on ensuring alignment with supervisory expectations. Reviewed the 2025 performance management system, with conversations between managers and teams to bring attention to what we do and how we do it, all within a solid risk culture, while driving everyone's development. In addition, reviewed the proposed changes for the 2026 performance management system, to address the adoption of the agile approach in the way we work. Was kept apprised of remuneration practices, trends and challenges in several local markets.
Executive directors, senior management and Corporate Identified Staff remuneration	
Performance reviews	<ul style="list-style-type: none"> Reviewed the calibration of executives' performance reviews for senior management and, in particular, for the Executive Chair, the CEO, the CFO and other senior executives, after receiving the views of the non-executive directors at meetings that the lead independent director convened for this purpose, as well as those of the audit committee in the case of the CAE, and of the risk supervision, regulation and compliance committee in the case of the CRO and the Chief Compliance Officer (CCO).
Fixed and variable remuneration for executive directors and senior management	<ul style="list-style-type: none"> Checked that executive directors' fixed remuneration remained appropriate to their duties based on market rates. Proposed to the board variable remuneration for the preceding year payable either immediately or in deferred amounts, based on annual performance targets and their weightings as set by the board. Proposed to the board the remuneration for newly appointed members of the senior management team. Made sure remuneration for senior management remained fair and competitive, recommending adjustments where appropriate to the board, based on a benchmark analysis and specific pay principles.

Duties

Actions taken

Share plans	<ul style="list-style-type: none"> Proposed to the board the remuneration plans that involve the delivery of shares for executive directors, senior management and other key executives. Specifically, those related to the executive directors were recommended for onward submission to the 2025 AGM. Analysed and submitted to the board tailored incentive schemes for different units to drive talent retention and alignment with the Group's strategic priorities.
Corporate Identified Staff	<ul style="list-style-type: none"> Reviewed the number of executives who are part of the Corporate Identified Staff (Corporate Material Risk Takers) in 2025 pursuant to applicable law, trends versus previous years and fixed and variable remuneration ratios for control functions to ensure they remained consistent with regulation and targets. Set key remuneration components for Corporate Identified Staff in coordination with the risk supervision, regulation and compliance committee. Submitted a proposal to the board, for subsequent submission to the 2025 AGM, regarding the approval of maximum variable remuneration of up to 200% of the fixed component for certain Corporate Identified Staff, including executive directors and senior management. Checked that remuneration schemes supported the attraction and retention of key talent to help drive the Group's strategy, the application of the incentives implemented in the Group, and the level of achievement of long-term deferred remuneration metrics.

Remuneration of directors

Individual remuneration of directors in their capacity as such	<ul style="list-style-type: none"> Reviewed directors' remuneration in their capacity as such, based on the positions they held on the collective decision-making body, their membership and attendance at committee meetings, benchmark information and other objective circumstances and submitted the relevant proposals to the board. For more details, see section 6.2 'Remuneration of directors for supervisory and collective decision-making duties: policy applied in 2025'.
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Governance

Coordination with risk	<ul style="list-style-type: none"> Held a joint session with the risk supervision, regulation and compliance committee to review the action plans aimed at mitigating conduct risk in remuneration for the external sales force. Verified that remuneration schemes factor in capital and liquidity, and do not offer incentives to assume risks that exceed Banco Santander's tolerance, thus promoting and being compatible with appropriate and effective risk management.
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Information for general meetings and corporate documents

Shareholders information	<ul style="list-style-type: none"> Was represented at the 2025 AGM by the committee Chair, who reported on the committee's activities in 2024.
Corporate documents for 2025	<ul style="list-style-type: none"> Prepared this report on 23 February 2026, which includes a performance review of the committee's 2025 duties and actions taken and key priorities identified for 2026. The board of directors approved it on 24 February 2026.

2026 priorities

The committee set these priorities for 2026:

- Keep incentive measures under continuous review to ensure that they continue to prioritize the Group's success, incentivize collaboration across the organization and shareholder value creation, and remain aligned with our solid risk and capital management disciplines.
- Continue to monitor the risk adjustments in variable remuneration, ensuring that the latter aligns with the risk profile of the activities that the Group performs, the sustainability of the results achieved, and its long-term interests.
- Continue to monitor trends and best practices in executive remuneration to enhance our employee value proposition further, promoting effective attraction and retention of key talent to deliver the Group's strategy, including the public targets announced at the 2026 Investor Day, while maintaining focus on investors, proxy advisors, supervisors and regulators' expectations.
- Continue promoting talent development, recognizing high performance through our performance management system, and supporting progress on an inclusive culture that ensures the avoidance of pay gaps.
- Remain focused on discharging its role in the most tangible and effective manner.

4.8 Risk supervision, regulation and compliance committee activities in 2025



Pamela Walkden
Chair of the risk supervision, regulation and compliance committee

"In 2025, the committee continued to play a key role in supporting the board's oversight of the Group's risk profile against a backdrop of heightened geopolitical uncertainty, evolving supervisory expectations and the ongoing transformation of the Group. The diverse skills and experience of its members enabled the committee to provide effective challenge and support to management, while close coordination with the subsidiary risk committees allowed us to leverage their collective expertise.

Throughout the year, the committee focused on ensuring that risks were appropriately identified, assessed and managed within the board-approved risk appetite, maintaining a strong and effective control environment. We remained acutely aware of external factors, including market volatility and developments in the cyberthreat and fraud landscape, with their potential to affect the Group's businesses and operating model. We also monitored both existing and emerging risks and challenged management on their potential impact and the adequacy of mitigation actions. As in previous years, we reviewed risks by type, by global business and subsidiary, to ensure we are looking at all aspects of our global-local model.

Credit risk and non-performing assets remained high on our agenda but there was also increased focus on aspects of operational risk and resilience. Compliance and conduct risk oversight, including financial crime, were also key areas of focus in 2025. The committee reviewed the effectiveness of both the risk and compliance functions, with

particular attention to its independence and the adequacy of its resources.

We also supported the board in overseeing the Group's capital and liquidity position, with a focus on ensuring resilience under stressed conditions. We reviewed the capital and liquidity adequacy processes, and stress testing remained a core element of our work. In addition, we received regular updates on supervisory interactions across the Group's footprint, and monitored key outcomes from supervisory reviews, as part of our commitment to an open and constructive dialogue with supervisors.

The committee participated in the succession process for a new Group CRO, which resulted in the appointment of Pedro Castro, replacing Mahesh Aditya. The committee is fully confident in Pedro's ability to succeed in the role and will support his onboarding process. In turn, I would like to thank Mahesh for his significant contribution to the Group's risk culture and wish him every success in his new role as CEO of Santander UK.

The committee also worked in close coordination with other committees, particularly the audit, the responsible banking, sustainability and culture, and the innovation and technology committees, to facilitate coherent and comprehensive oversight of areas of mutual interest. We also worked with the remuneration committee including the year-end remuneration process. We intend to further reinforce this committee coordination in 2026, with a particular focus on technological, ESG and third-party risks, cybersecurity, and operational resilience, among others.

Looking ahead, the committee will remain focused on anticipating emerging risks, supporting the Group's strategic transformation and ensuring that the risk and compliance functions continue to operate to the highest standards of effectiveness and independence".

COMPOSITION

Position		Category	Appointed on
Chair	Pamela Walkden	Independent	01/05/2021 ^A
	José Antonio Álvarez	Other external	01/01/2025
Members	Germán de la Fuente	Independent	01/01/2023
	Luis Isasi	Other external	19/05/2020
	Belén Romana	Independent	28/10/2016
Secretary	Jaime Pérez Renovales		

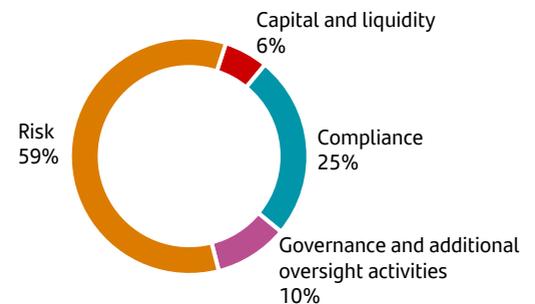
A. Committee Chair since 23 March 2024.

The board appointed the committee's members based on their expertise, skills and experience in the matters within the committee's scope. For more details, see section 4.1 'Our directors' and 'Board skills and diversity matrix' in section 4.2.

TIME ALLOCATION

In 2025, the committee held 14 meetings, including four joint sessions with the audit committee and one joint session with the remuneration committee. See 'Attendance at board and committee meetings and dedication to the performance of duties' in section 4.3 for members' attendance and the estimated average time spent on meeting preparation and attendance.

The chart below shows the committee's approximate time allocation to its activity areas in 2025:



Duties and activities in 2025

This section summarizes the risk supervision, regulation and compliance committee's activities in 2025.

Duties	Actions taken
Risk	
Strategy and risk appetite	<ul style="list-style-type: none"> Reviewed risk appetite metrics, compliance with the approved limits and any breaches on a quarterly basis. Reviewed the annual risk appetite statement proposal for 2026, including new metrics and limits, and submitted it to the board for approval. Reviewed the three-year strategic plan, the annual budget and the recovery plan before the board approved them. Reviewed and challenged the identified risks and mitigating factors associated with those key processes, their consistency, and alignment with the Group's risk appetite.
Risk management and control	<ul style="list-style-type: none"> Reviewed the risk profile and risk management of the Group's global businesses and main subsidiaries in coordination with the audit committee, with a special focus on credit risk, operational risk, financial crime compliance and the risks associated with our transformation. Reviewed the risks of strategic projects and their mitigation measures, before their submission to the board. Checked that the Group's risk management and control, most notably the risk profile assessment and the risk control self-assessment, remained robust. Analysed the potential impact and opportunities associated with emerging risks and how they would affect our business model, including the numerous businesses and subsidiaries. Received and analysed specific information on credit risk, with a special focus on non-performing assets; market, counterparty, liquidity and structural, and operational risks. Reviewed the EBA Guidelines (2025/01) on ESG risk management in coordination with the responsible banking, sustainability and culture committee. Received regular updates on legal risk, in coordination with the audit committee. Assessed senior management attrition rates, talent retention and associated risks and dynamics, in coordination with the nomination committee, and made related recommendations. Received and analysed updated information on third party risk management and compliance with the requirements of Digital Operational Resilience Act (DORA), technological and data risk, cybersecurity and operational resilience, in cooperation with the innovation and technology committee. Supported the board in the supervision of crisis management and resolution planning and business continuity and contingency plans.
Remuneration policies and practices - coordination with the remuneration committee	<ul style="list-style-type: none"> Reviewed the subsidiary action plans on internal sales force pay and related conduct risk. Verified that remuneration schemes factor in risk, capital, liquidity and the likelihood and opportunity of remuneration components, and do not offer incentives to assume risks that exceed Banco Santander's tolerance, thus promoting and being compatible with appropriate and effective risk management. Proposed to the board the global annual executive variable remuneration for 2025 (payable immediately and deferred executive remuneration), based on the achievement of previously set quantitative and qualitative targets. In addition, reviewed the ex-ante and ex-post risk adjustments of total variable remuneration assigned to the global businesses and subsidiaries, taking into account actual risk outcomes and their management, and oversaw the application of malus and clawback arrangements, in conjunction with the remuneration committee. Reviewed the results of the exercise carried out annually to identify employees whose professional activities had a material impact on the Group's risk profile (Corporate Identified Staff).
Risk function	<ul style="list-style-type: none"> Reviewed the risk function's activities, strategy, strengths and potential areas for improvement. Ensured the ongoing independence and effectiveness of the risk function, including the assessment of the sufficiency and appropriateness of its resourcing. Endorsed the CRO's 2025 objectives for onward submission to the board for approval. Reviewed the CRO's annual performance against those objectives and reported the results to the remuneration committee and board to set his variable remuneration. Participated in the selection process of the CRO, led by the nomination committee, which resulted in the proposal to appoint Pedro Castro for that position, subsequently approved by the board. Participated in the selection and appointment of the subsidiary CROs verifying their suitability, in coordination with the Group nomination committee.

Duties

Actions taken

Compliance

Oversight of compliance and conduct risks

- Reviewed monthly reports on regulatory issues, product governance and customer protection, reputational risk, internal and external events, notifications and inspections by supervisors, among others.
- Received updates on compliance and conduct risks from the Group's global businesses and main subsidiaries.
- Received information on the Group's whistleblowing channel (*Canal Abierto*) at a joint meeting with the audit committee, with a special focus on matters within the committee's remit, to ensure that empowers employees and other persons related to the Group to speak up, be heard and report irregular practices without fear of reprisal. Reported favourably to the board on the update of internal regulation regarding Canal Abierto, with a key focus on ensuring its alignment with the CNMV Technical Guide 1/2024 on Audit Committees.
- Reviewed reports on customer and other stakeholders' complaints to ensure that their root causes were being assessed and action plans set to reduce and mitigate any identified deficiencies.
- Reviewed the main risks identified, as well as the concerns, priorities and actions taken regarding conduct risk with retail and vulnerable customers.
- Reviewed our compliance with data protection regulation across the Group and received the Data Protection Officer's annual report.

Financial crime compliance

- Oversaw the Group's observance of financial crime compliance regulations.
- Received quarterly progress updates on our financial crime compliance strategy implementation throughout the Group, including information on sanction screening activity.
- Reviewed recommendations and observations stemming from the annual independent expert report on Banco Santander.

Compliance function

- Supervised the compliance function's activities and strategy, strengths and potential areas for improvement.
- Ensured the ongoing independence and effectiveness of the compliance function, including the assessment of the sufficiency and appropriateness of its resourcing.
- Held two private sessions with the CCO to discuss strategic compliance topics as well as to discuss independently and directly any potential material issue relating to its function.
- Endorsed the CCO's 2025 objectives for onward submission to the board for approval. Reviewed the CCO's performance against those objectives and reported the results to the remuneration committee and board to set his variable remuneration.
- Participated in the selection and appointment of the subsidiary CCOs, verifying their suitability, in coordination with the Group nomination committee.

Capital and liquidity

Capital and liquidity strategies

- Reviewed and reported favourably to the board on the annual Internal Capital Adequacy Assessment Process (ICAAP) run by the finance function and challenge made by the risk function in accordance with industry best practices and supervisory guidelines.
- Reviewed the capital plan according to the scenarios envisaged over a three-year period.
- Reviewed and reported favourably to the board on the Internal Liquidity Adequacy Assessment Process (ILAAP), which was challenged by the risk function and developed in line with the Group's business model and liquidity needs.
- Reviewed liquidity risk and liquidity levels of the Group and its subsidiaries.
- Continuously monitored capital levels, capital management and associated tools, the 2025 securitizations plan and the analysis of the portfolio profitability versus the risk undertaken.
- Supported the board in conducting stress tests of Banco Santander through the assessment of scenarios and assumptions, analysing the results and the observations made by the risk function, and ensured that the stress test programme was aligned with the EBA Guidelines 2018/04 on institutions' stress testing.
- Was informed of 2025 EBA stress test results prior to their submission to the board and subsequent disclosure.

Governance and additional oversight activities

Regulatory and supervisory relations

- Received information on regulatory and supervisory relations, with a focus on those related to the Single Supervisory Mechanism and the Single Resolution Mechanism, as well as the supervisors of all the Group's subsidiaries, the Supervisory Review and Evaluation Process, and the corresponding supervisory activities.

Coordination with the audit committee

- Reviewed risk, compliance and internal audit aspects of the global businesses and subsidiaries, with first line of defence representatives present.
- Collectively discussed with the audit committee additional topics of mutual interest, such as risk culture, third party risk management, and internal control environment, and received an update on internal audit matters of the risk and compliance functions.
- Reviewed the proposed merger of Openbank and Santander Consumer Finance.
- The committee Chair and the Chair of the audit committee maintained constant communication to ensure full coordination and collaboration between their respective committees.

Duties

Actions taken

Other activities

- Reported favourably to the board on the update of internal regulation within its remit, in coordination with other committees, as required.
- Held a number of subsidiary risk supervision, regulation and compliance committee Chair meetings remotely and an in-person meeting with them to foster further collaboration across the Group. For more details, see '[Group and subsidiary committee relations](#)' in section 7.2.

Information for general meetings and corporate documents

Shareholder information

- Was represented at the 2025 AGM by the committee Chair, who reported on the committee's activities in 2024.

Corporate documents for 2025

- Prepared this activities report on 18 February 2026, which includes a review of the committee's 2025 functions and actions taken, as well as the key priorities identified for 2026. The board of directors approved it on 24 February 2026.

2026 Priorities

The committee set these priorities for 2026:

- Continue to monitor the macroeconomic and geopolitical landscape to ensure our preparedness for potential disruptions.
- Oversee all the risks to ensure that they remain within our approved risk appetite. Continue to identify emerging and non-traditional risks to anticipate potential impacts on our business model, as well as the main risks associated with the transformation, the integration of new businesses and the five global businesses, with a particular focus on those associated to change management and the new ways of working.
- Monitor the integration of both TSB and Webster into Santander UK and Santander US, respectively.
- Reinforce coordination with the innovation and technology committee on the oversight of technological risks, including those related to new technologies such as generative AI, as well as the opportunities that various digital assets may represent for the Group. Likewise, continue to monitor cybersecurity risks, as well as those related to third-party risk management and operational resilience.
- Continue to oversee the ESG risk integration into management, in line with supervisory expectations and in coordination with the responsible banking, sustainability and culture committee.
- Continue to ensure the independence and effectiveness of the risk and compliance functions in discharging their critical role in the Group, including an assessment to ensure they have appropriate and sufficient resources and skillsets. Monitor the onboarding process for the new CRO to ensure its robustness, enabling him to be truly effective in his role.
- Remain focused on discharging the role of the committee and interacting with the subsidiary risk supervision, regulation and compliance committees in the most tangible and effective manner.

4.9 Responsible banking, sustainability and culture committee activities in 2025



Sol Daurella
Chair of the responsible banking, sustainability and culture committee

"In 2025, the committee continued to support the board of directors in our sustainability strategy, taking into consideration developments in the regulatory, supervisory and market environment. Throughout the year, our work focused on monitoring the climate strategy, regularly reviewing its suitability to support our clients in their transition to a sustainable economy, contributing to economic growth.

Against this backdrop, we have analyzed the evolution of the Group's sustainable finance strategy and its execution by the global businesses, including priorities related to socially responsible investment.

Santander remains firmly committed to education, employability, entrepreneurship, and financial inclusion to contribute the prosperity of people and businesses. As a result, inclusion and financial health remained a priority on the committee's agenda in 2025, overseeing progress in the implementation of the global community support model.

The committee placed a key focus on the complex environment in which the Group operates, characterized by the diverse range of public policies across our footprint. These analyses enabled us to continue to properly identify and assess the impacts, risks and opportunities

arising from the double materiality exercise and to ensure a coherent management approach that is aligned with the Group's strategy.

During the year, we have maintained close coordination with the audit committee, particularly in relation to the oversight of the preparation and reporting of non-financial information, as well as with the risk supervision, regulation and compliance committee regarding the integration of ESG factors into the Group's risk management. We will maintain this close collaboration in 2026.

I would like to sincerely thank all committee members for their commitment, dedication and valuable contributions throughout the year. The diversity of knowledge, experience and perspectives has significantly enriched the discussions and has been key to discharging our role effectively, with a constructive approach aligned with the Group's values at all times. Specifically, I would like to thank Homaira Akbari, who will leave the board and committee in 2026, for her valuable contribution to the committee since it was incorporated in 2018. In turn, I am pleased to welcome Germán de la Fuente as a new member shortly, as he brings very valuable experience to the committee while reinforcing the coordination with the audit committee in the oversight of the non-financial information.

Looking ahead to 2026, the committee will continue to advise the board on the development and monitoring of our sustainability strategy, with a particular focus on progress in the sustainable finance proposition and supporting clients in their transition; on social matters; and on the integration of ESG factors into risk management, thereby contributing to the creation of sustainable long-term value".

COMPOSITION

Position		Category	Appointed on
Chair	Sol Daurella	Independent	01/07/2018 ^A
	Homaira Akbari	Independent	01/07/2018
Members	Carlos Barrabés	Independent	27/06/2024
	Gina Díez Barroso	Independent	31/01/2023
	Pamela Walkden	Independent	23/03/2024
Secretary	Jaime Pérez Renovales		

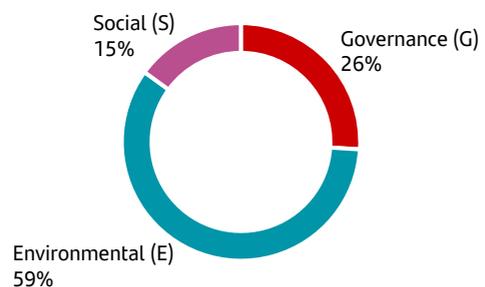
A. Committee Chair since 23 July 2024.

The board appointed the committee's members based on their expertise, skills and experience in the matters within the committee's scope. For more details, see section 4.1 'Our directors' and 'Board skills and diversity matrix' in section 4.2.

TIME ALLOCATION

In 2025, the committee held four meetings. In addition, resolutions in writing were adopted on one occasion without a session being held. See '[Attendance at board and committee meetings and dedication to the performance of duties](#)' in section 4.3 for members' attendance and the time spent on meeting preparation and attendance.

The chart below shows the committee's approximate time allocation in 2025 to its activity areas:



Duties and activities in 2025

This section summarizes the responsible banking, sustainability and culture committee's activities in 2025.

Duties	Actions taken
Environmental (E)	
Transition plan	<ul style="list-style-type: none"> Reviewed the Group's climate strategy and constructively challenged it to ensure our objective of supporting our clients in achieving their transition goals, assessing their climate risks in order to manage the impact on both their business and our operations, and progress in the alignment of our portfolios, in accordance with applicable local regulation. Reviewed the plans of the global businesses to ensure their alignment with market, regulatory and supervisory context, as well as with the commercial strategy.
ESG in risk management	<ul style="list-style-type: none"> Reviewed the ongoing work to implement the required prudential transition plan in accordance with the new EBA Guidelines (2025/01) on ESG risk management, in coordination with the risk supervision, regulation and compliance committee. Monitored the progress made in embedding climate-related and environmental risks in line with applicable regulation and supervisory expectations, and monitored the implementation of controls and processes to mitigate ESG risks. Reviewed the specific internal controls and risk management measures applied to Santander Brasil's relationships with certain companies operating in the Amazon.
Sustainable finance	<ul style="list-style-type: none"> Reviewed the sustainable finance strategy across global businesses and its execution, including priorities related to socially responsible investment. Oversaw the sustainability strategy, including support to our customers in their transition and financial inclusion and health solutions.
Social (S)	
Support to communities	<ul style="list-style-type: none"> Oversaw progress on the implementation of our community support model, to reinforce the Group's contribution to key areas such as education, including financial education, employability, entrepreneurship and support to vulnerable groups, as well as the resulting impact from associated initiatives, assessing their scope and relevance. Received information on about corporate communication initiatives on social matters.
Governance (G)	
Governance	<ul style="list-style-type: none"> Verified that the proposed sustainability agenda and targets remained aligned with the Group's strategy. Assisted the board in ensuring that sustainability targets and metrics were embedded in the Group's remuneration schemes and reviewed, in coordination with the remuneration committee, the proposed sustainability element of the long-term incentives for 2026-2028. Reviewed engagement with stakeholders such as investors, proxy advisors, ESG rating agencies and NGO. Reviewed the priority areas for action based on the outcomes of the double materiality exercise and the associated IRO, including progress on their integration into management and governance to facilitate their monitoring, in coordination with the audit committee. Reviewed progress made towards the objectives announced at the 2023 Investor Day under its remit and discussed sustainability targets for the next three years in the areas of green financing, investment in education, employment and entrepreneurship initiatives, and financial inclusion.
ESG reporting	<ul style="list-style-type: none"> Supported the audit committee on the supervision and assessment of the process to prepare and present non-financial information according to applicable regulation and international standards. Reviewed the 2025 Group statement on non-financial information. See the 'Sustainability statement' chapter. Reviewed the Green Bond Report in coordination with the audit committee prior to its submission to the board for approval.
Regulatory landscape	<ul style="list-style-type: none"> Reviewed the main European and international financial regulatory and supervisory initiatives and priorities related to sustainability and how they impacted the Group, including legislative proposals promoted by the European Commission aimed at streamlining sustainability-related disclosure, due diligence, and taxonomy. Reported favourably to the board on the update of internal regulation within its remit, in coordination with risk supervision, regulation and compliance committee, as required.
Information for general meetings and corporate documents	
Shareholder information	<ul style="list-style-type: none"> Was represented at the 2025 AGM by the committee Chair, who reported on the committee's activities in 2024.
Corporate documents for 2025	<ul style="list-style-type: none"> Prepared this activities report on 26 January 2026, which includes a performance review of the committee's 2025 duties and actions taken and key priorities identified for 2026. The board of directors approved it on 24 February 2026.

2026 Priorities

The committee set these priorities for 2026:

- Continue to advise the board on the sustainability, taking into account developments in the regulatory, supervisory, and market environment.
 - Oversee progress on our sustainable finance proposition and how the global businesses support the economic growth of the economies we serve, as well as our customers in achieving their transition objectives toward a sustainable economy. Likewise, review the management of risks associated with such transition and the evolution of sectors affected by climate.
 - Ensure that the Group's policies promote responsible and ethical financial solutions that contribute positively to sustainable growth and global security, with particular focus on Europe and the defence sector, while still aiming to comply with local regulatory requirements and supervisory expectations in the jurisdictions where we operate.
 - Continue to prioritize our financial inclusion, financial health and community support proposition, contributing to education, employability, and entrepreneurship, as well as to community development through support programmes.
- Continue to monitor the implementation of sustainability-related regulatory requirements and supervisory expectations, including the integration of ESG factors into risk management, from both regulatory and managerial perspective, as well as developments in legislative initiatives related to sustainability matters, as well as public policies and actions of authorities and institutions in the markets where we operate, as well as their associated risks, and the potential impact on our strategy.
 - Continue to analyse the communication and impact of sustainable related actions, as well as monitor sustainability disclosures in coordination with the audit committee.
 - Remain focused on discharging its role in the most tangible and effective manner.

4.10 Innovation and technology committee activities in 2025



Glenn H. Hutchins
Chair of the innovation and technology committee

"Our objective is to continue the transformation of Santander into a truly technology-first enterprise, anchored on sustainable, long-term value creation for shareholders. We are focused on delivering this in a way that improves customer experience, drives structural efficiency, retains strength of security and resilience, meets regulatory expectations, and enables innovation at scale.

In 2025, the committee maintained a disciplined focus on execution. We challenged progress, tested assumptions, and ensured that Santander's global technology and transformation agenda remained tightly aligned with the Group's business strategy. Discussions consistently emphasized simplification, scalability, and long-term value creation, and I would like to thank all committee members for their contributions which helped ensure the committee's overall effectiveness.

Throughout the year, we closely reviewed the evolution of Santander's global business and operating platforms, digital initiatives, and automation programs. A central priority was the continued rollout of a common operating and business model across retail and commercial banking. This is a foundational enabler of productivity gains, reduced complexity, and improved time-to-market, and it allows our teams to focus more of their capacity on delivering high-value, personalized service to customers across all channels.

Data and AI were at the core of our agenda. AI is transforming the global economy and the banking sector, and at Santander we are moving decisively to take this transformation further. Our plan is to fundamentally change the way the organization thinks and operates, becoming 'AI-native' to deliver smarter solutions, happier customers, and a future-ready bank. To support this ambition, we established the data & AI function, designed to scale our capabilities, strengthen collaboration across the Group, and accelerate impact. The committee reviewed key AI use cases across Santander and oversaw the governance of AI adoption under strict ethical, legal, and cybersecurity frameworks.

Cyber and technology resilience also remained top priorities. We reviewed the evolving threat landscape, the Group's defensive capabilities, and progress against our operational resilience agenda, including third-party risk management and regulatory requirements such as DORA. We worked in close coordination with the risk committee to ensure consistent and comprehensive oversight of technology-related risks, and we intend to continue this strength of coordination in 2026.

Looking ahead, the committee will continue to support the board and management team in accelerating Santander's transformation, building on real impact, operational rigor, and human empowerment. This includes maintaining a disciplined approach to emerging technologies, balancing in-house capability building with selective, strategically aligned partnerships that can sustainably enhance customer experience, efficiency and security".

COMPOSITION

Position		Category	Appointed on
Chair	Glenn Hutchins	Independent	20/12/2022 ^A
	Homaira Akbari	Independent	27/09/2016
	José Antonio Álvarez	Other external	23/02/2015
	Carlos Barrabés	Independent	27/06/2024
Members	Ana Botín	Executive	23/04/2007
	Henrique de Castro	Independent	23/07/2019
	Héctor Grisi	Executive	01/01/2023
	Belén Romana	Independent	19/12/2017
Secretary	Jaime Pérez Renovales		

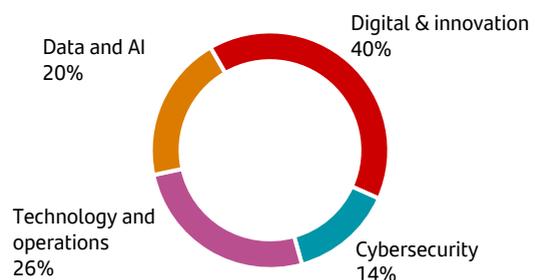
A. Committee Chair since 23 March 2024.

The board appointed the committee's members based on their expertise, skills and experience in the matters within the committee's scope. For more details, see section 4.1 'Our directors' and 'Board skills and diversity matrix' in section 4.2.

TIME ALLOCATION

In 2025, the committee held four meetings. See '[Attendance at board and committee meetings and dedication to the performance of duties](#)' in section 4.3 for members' attendance and the time spent on meeting preparation and attendance.

The chart below shows the committee's approximate time allocation to its main areas in 2025:



Duties and activities in 2025

This section summarizes the innovation and technology committee's activities in 2025.

Duties	Actions taken
Digital & innovation	
Digital	<ul style="list-style-type: none"> • Monitored metrics in connection with the Group's digitalization and associated transformation, with a special focus on customer experience, simplification and efficiency. • Reviewed core digital strategies to transform and accelerate growth across global businesses. • Reviewed strategic technological tools developed internally to further increase value creation across the Group, improving efficiency and driving appropriate synergies. • Reviewed the execution progress of One Transformation and its overall alignment with our strategy. • Monitored the execution of the Group's digital strategy with a key focus on ensuring alignment with supervisors' expectations and regulatory demands.
Cloud	<ul style="list-style-type: none"> • Reviewed the cloud strategy, which focuses on improving innovation, time-to-market and efficiency with a business-based approach, ensuring alignment with applicable regulatory requirements at all times.
Innovation framework	<ul style="list-style-type: none"> • Reviewed the implementation of the Group's innovation agenda, that leverages on our digital and data management capabilities. • Identified the challenges and capabilities in terms of innovation to increase end-to-end business agile transformation. • Identified new opportunities and developments in emerging technologies to accelerate innovation across the Group and ensured that we were well placed to succeed with new business models, technologies, systems and platforms. • Reviewed the Group's participation in an international consortium of financial institutions aimed at analysing a potential joint issuance of a stablecoin, specifically the associated risks, the applicable regulatory framework and comparable initiatives in the market.
Technology & operations	
Strategy	<ul style="list-style-type: none"> • Reviewed the Group's global technology strategy plan, reported to the board on T&O planning and activities, and ensured that the T&O strategy focused on the Group's key priorities, supervising its execution through defined top-level strategic KPIs, including those specific to the execution of One Transformation and the common architecture. • Endorsed the Group's core strategic technology priorities to integrate key digital capabilities, leveraging five pillars: agile, cloud, core system evolution, AI and deep technology related skills and data. • Monitored the deployment of Gravity, Santander's in-house banking platform, and software developed to help the bank become a fully digital company. • Reviewed specific projects being deployed throughout the Group and their associated T&O investment through a common tool, to further ensure efficiencies, synergies and robust decision-making. • Reviewed the strategy to further simplify Group-wide processes with the aim of reducing manual operational activity, analysing alternatives for further optimization, automation and process improvement. • Analysed the priorities of the T&O function and their alignment with the Group's aim to be the best open financial services platform with innovative customer centric capabilities.
Oversight of technological risks	<ul style="list-style-type: none"> • Assisted the board in supervising technological risks, including those related to technological innovation, data risks, operational resilience and the associated regulatory developments, in coordination with the risk supervision, regulation and compliance and audit committees.
Data and AI	
Strategy	<ul style="list-style-type: none"> • Assisted the board in reviewing progress on the 'data & AI-first' strategy and the main initiatives identified across the five global businesses, in order to enhance decision-making and customer experience, and increase internal process efficiency. • Reviewed strategic technology partnerships, which focus on enabling a safe and scalable adoption of AI through a robust technological infrastructure and the development of business-aligned applications. • Received information on the use of AI tools throughout the Group, productivity increases for some tasks, letting teams focus on strategic and human-centric work, and the AI training strategy, tailored to roles and markets.
Cybersecurity	
Strategy	<ul style="list-style-type: none"> • Reviewed the Group's cybersecurity strategy, with a key focus on resilience, alignment with DORA, new technologies (including quantum computing), and three main action lines, namely: protecting the Group, bolstering its defences, and generating trust among stakeholders, customers, and broader society; and recommended it for onward submission to the board for approval. • Monitored the status and progress made on the fraud prevention plan, including its associated impacts and the actions underway to further harmonize fraud prevention capabilities across the Group.

Duties

Actions taken

Risk management oversight

- Assisted the board in the supervision of cybersecurity risks and supervised the global cybersecurity threat landscape and Group's ability to defend against increasing threats, and reviewed security controls and automated security processes.
- Analysed cyber incidents (including third party risk management implications) and reviewed associated lessons learnt in coordination with the risk supervision, regulation and compliance committee. Moreover, reviewed specific incidents outside the Group according to their relevance and impact.
- Received regular updates on cybersecurity risks, including the status of main metrics and the implementation of associated controls.
- Reviewed external threats such as ransomware and analysed the strategy designed to shorten data recovery time and reduce its potential impact.

Information for general meetings and corporate documents

Corporate documents for 2025

- Prepared this activities report on 14 January 2026, which includes a performance review of the committee's 2025 functions and actions taken, as well as key priorities identified for 2026. The board of directors approved it on 24 February 2026.

2026 Priorities

The committee set these priorities for 2026:

- Continue to support the consolidation of the Group's innovation strategy, including the embedding of our operating model based on a global-local organization through our own global technology platform, with the aim of maximizing synergies and ensuring operational consistency.
- Continue to drive the Group's 'data & AI-first' strategy, with a particular focus on the development of key initiatives across the five global businesses to enhance decision-making, and improve customer experience and drive operational savings. As part of that, continue to support the innovation strategy through an appropriate equilibrium between developing internal capabilities and selective alliances.
- Remain apprised of emerging technologies and their potential business impact. Continue monitoring trends in the technology ecosystem and associated developments in the financial sector and market players' activities, including technology companies.
- Continue to reinforce coordination with the risk supervision, regulation and compliance committee in the oversight of technological risks, including those related to technological innovation, cybersecurity risks, as well as those inherent to third-party management and operational resilience.
- Continue to monitor opportunities that digital assets could bring to the Group, with a key focus on collaborative initiatives already in place, assessing their associated risks and ensuring alignment with supervisory and regulatory expectations.
- Remain focused on discharging its role in the most tangible and effective manner.

4.11 International advisory board

Composition

The chart below shows the composition of the International advisory board, with an overview of its members' experience.

Sheila C. Bair

Former Chair of the Federal Deposit Insurance Corporation and former President of Washington College.

George Kurtz

Founder of CrowdStrike. Former Chief Technology Officer of McAfee.

Francisco D'Souza

Managing Partner and co-founder at Recognize.

Mike Rhodin

Director of Acoustic. Former board member of TomTom Symbotic, Precisely and HZO, and former Senior Vice President of IBM.

Carolyn Everson

Director at The Coca-Cola Company, The Walt Disney Company and Under Armour. Former President of Instacart and former vice-president of Global Business Group at Facebook (Meta).

Nadia Schadlow

Senior fellow of Hudson Institute. Former Deputy National Security Advisor for Strategy and former Assistant to the President of the United States.

José Fernández da Ponte

President and Chief Growth Officer of the Stellar Development Foundation. Former Senior Vice President and General Manager of Blockchain, Crypto, and Digital Currencies at PayPal.

James Whitehurst

Chair of Unity Technologies. Former President of IBM and former CEO of Red Hat.

Juan Ignacio Gallardo Thurlow

Chair of Organización Cultiba, Grupo Azucarero México and Grupo GEPP (PepsiCo bottling company in Mexico).

Jaime Pérez Renovales

SECRETARY

Functions

The international advisory board provides the Group with expert insight primarily into innovation, digital transformation, cybersecurity and new technologies, as well as into capital markets, corporate governance, branding, reputation, regulation and compliance.

Its members are external and not members of the board. They are prominent and respected international leaders who have extensive experience in the most relevant areas to the Group's strategy, in particular in the US and European markets.

Meetings

The international advisory board meets at least twice a year. In 2025, it met in May and October. It addressed key strategic topics of our transformation agenda within the current macroeconomic environment. In particular, it covered the opportunities and implications of our data & AI strategy.

In addition, the international advisory board conducted in-depth analysis on certain global businesses, with a special focus on innovation and value-added solutions in the payments ecosystem, as well as the opportunities that various digital assets may represent for the Group.

4.12 Related-party transactions and other conflicts of interest

Related-party transactions

This section contains the related-party transactions report referred to in recommendation 6 of the Spain's Corporate Governance Code and that the audit committee issued on 19 February 2026.

Directors, senior managers and shareholders

In accordance with Spanish Law and the Rules and regulations of the board, the approval of related-party transactions, i.e. those carried out by Banco Santander or its subsidiaries with directors, shareholders who hold at least 10% of voting rights or sit on the board (although Banco Santander does not have any shareholders with these characteristics), or parties considered 'related parties' under the International Financial Reporting Standards, corresponds to:

- shareholders at the general meeting if the value of the transaction is equal to or greater than 10% of the assets on the last consolidated balance sheet; or
- the board of directors in all other cases.

Pursuant to the statutory authorization established for these purposes and to the Rules and regulations of the board, as well as on the audit committee's recommendation, our board delegated authority to bodies, committees and competent proxies to approve related-party transactions that meet these requirements:

- they are carried out under agreements with standard terms that would generally apply to customers who contract for the same product or service;
- they are made at prices or rates set by the supplier of such products or services or, where such products or services have no set prices or rates, under regular market conditions as in business relations with similar customers; and
- they do not exceed 0.5% of the net annual income as stated in the last consolidated financial statements approved at the general meeting.

With regard to related-party transactions that have been delegated, the board approved an internal reporting and monitoring procedure under which twice a year the audit committee oversees the suitability of the information on the related-party transactions carried out, confirms their fairness and transparency, and assesses their proper approval, before reporting its findings to the board.

The board also has an internal approval mechanism for non-banking and other transactions that do not meet the three delegation requirements. It sets out the conditions that these transactions must comply with in order to protect corporate interest.

The board and audit committee check that transactions with related parties are fair and reasonable to Banco Santander and, where applicable, to shareholders other than the relevant related party.

If a related-party transaction must be approved at the general meeting or by the board, the audit committee must issue a

preliminary report about it in the terms set out by law. However, the law does not require this report for related-party transactions that are approved under the board's delegated authority and meet the audit committee's requirements.

Board members must recuse themselves from all deliberations and votes on resolutions about a related-party transaction if they have a conflict of interest with it.

In 2025, the audit committee, in the course of its duties, found that no director or senior manager, nor any related party as defined under the International Financial Reporting Standards, carried out transactions with Banco Santander or its subsidiaries that were deemed significant or material to the entity or to the related party, or under non-market conditions.

The audit committee confirmed that all related-party transactions in 2025, including those authorized with delegated board powers, had been performed correctly. It conducted a bi-annual review of their conformity to the law and the Rules and regulations of the board, and to the conditions set by board resolution. It verified the transactions' alignment with the internal reporting and monitoring procedure, that they met the fairness and transparency requirements established in the aforementioned rules, and that they were fair, reasonable and carried out under market conditions (see the audit committee activities report under section [4.5 'Audit committee activities in 2025'](#)).

Banco Santander has a policy for the admission, authorization and monitoring of financing transactions by Banco Santander or any of its Group entities to directors and senior managers as well as to their spouse (or similar partner), a child who is a minor or is financially dependent, or a company controlled by a director or a senior manager whose business is to hold assets for the sole purpose of managing their personal or family wealth. The policy sets out general maximum borrowing rules, interest rates and other conditions that apply to related-party transactions, which are similar for all other employees. It dictates that such transactions must be approved by the board. In addition, loans, credit facilities and guarantees granted by Banco Santander to its directors and senior managers must be subsequently authorized by the ECB, except in case of transactions made:

- under a collective agreement signed by Banco Santander, with similar terms and conditions to transactions with any employee; or
- under agreements with standard conditions that generally apply to a large number of customers, if the amount granted to the beneficiary or their related parties does not exceed EUR 200,000.

Note [5.f\) 'Loans'](#) to the consolidated financial statements describes the direct risk Grupo Santander maintained with board members as at 31 December 2025. The terms and conditions of these transactions are consistent with market conditions or with those entered into with employees, and allocate payments in kind where appropriate.

Intra-group transactions

The law does not consider direct or indirect transactions with a wholly-owned subsidiary to be 'related-party', nor does it transactions with other subsidiaries or investees provided that no party related to Banco Santander holds an interest in such subsidiary or investee. Thus, Santander monitors subsidiaries or

investees' observance of the related-party transactions rules if they can be affected by a conflict of interest.

The rules and approval bodies and procedures that apply to intragroup transactions are the same as for transactions with customers. There are control mechanisms in place to ensure they are conducted under market conditions.

Note [53 'Related parties'](#) to the consolidated financial statements and note 47 'Related parties' to the individual financial statements state the balance of transactions with associates and joint ventures, as well as with directors, senior managers and their related parties.

Other conflicts of interest

Banco Santander has internal rules and procedures for preventing and managing conflicts of interest that can arise from the Group's operations, including with directors and senior managers, as well as between Group companies.

Directors and senior managers

The Rules and regulations of the board stipulate that our directors must abstain from deliberating and voting on resolutions in which they or any persons related to them have a direct or indirect conflict of interest, and adopt necessary measures to avoid situations in which their direct or indirect interests may enter into conflict with corporate interests or their duty towards Banco Santander.

Directors must refrain, amongst others, from using Banco Santander's name or their position to exert undue influence on private transactions; using corporate assets for private purposes; using business opportunities for personal gain; obtaining favours or remuneration from others for being directors; and engaging in activities for themselves or others that will put them and Banco Santander in competition or permanent conflict.

Directors must report to the board conflicts of interest, whether direct or indirect, that they or their related parties may have with Banco Santander, which are to be disclosed in the financial statements and in the corporate governance report. The nomination committee oversees compliance with the rules set from time to time to avoid potential conflicts of interest in other roles held by directors.

In 2025, no director reported a conflict of interest with Santander. Nonetheless, in 2025 there were 40 abstentions in the deliberation and voting on certain matters at board and committee meetings, broken down as follows: seven instances where directors did not vote on resolutions on their re-election, or their appointment as members of the boards of companies within the Grupo Santander; 11 instances concerning remuneration; eight instances relating to a transaction between Banco Santander and a director or their family members; and 14 instances where directors removed themselves during the review of their status and suitability.

Our General code of conduct and the policy on conflicts of interest for Group directors, senior management and employees set out the guidelines we follow to prevent and manage conflicts of interest that may arise.

Persons subject to the conflicts of interest policy must follow the process established for such cases, informing their immediate line manager and, where appropriate, the compliance & conduct function, of the existence and nature of the conflict. The matter will be resolved by the head of the area concerned or, where it affects several areas, by the head of the areas involved.

The Code of conduct in security markets (CCSM), which directors and senior managers follow, provides mechanisms to recognize and resolve conflicts of interest. It also dictates that directors and senior managers must provide the compliance function with a list of their connections (individuals and entities), and they must keep it up to date.

The CCSM also dictates that directors, senior managers and related parties should not trade Grupo Santander's securities during restricted periods (i.e. from one month prior to the announcement and publication of the quarterly, half-year or annual results). Moreover, they should not carry out opposite trades that involve the same class of securities issued by Group companies within 30 days from the time they are bought or sold.

The CCSM can be found on our corporate website.

Group companies

Pursuant to the conflict of interest policy, in a conflict of interest with a listed subsidiary, Banco Santander, as the parent company, must consider the interests of all its subsidiaries and how these interests contribute to the long-term interests of both the subsidiaries and the Group as a whole, as well as the presence of minority shareholders in them. Subsidiaries should also consider the interests of Grupo Santander when making decisions within their remit.

Grupo Santander structures governance on a system of rules that guarantees proper oversight over subsidiaries. We have a Group-subsidiary governance model that sets out the key rules for Group-subsidiary relations and conflict of interest resolution mechanisms. For more details, see section [7. 'Group structure and internal governance'](#).

Banco Santander is the Group's only company listed in Spain and, therefore, we are not required to have mechanisms in place to resolve conflicts of interest with other listed subsidiaries.

5. Senior management team

The table below shows the profiles of Banco Santander's senior management team (Senior Executive Vice Presidents). It does not include executive directors, whose profiles are in section [4.1 'Our directors'](#).

Daniel Barriuso

GLOBAL HEAD OF RETAIL & COMMERCIAL BANKING AND GROUP CHIEF TRANSFORMATION OFFICER

Daniel Barriuso joined Grupo Santander in 2017 as Global Head of Cybersecurity and Fraud Prevention. In 2023, he was named Senior Executive Vice President, Chief Transformation Officer, and Global Head of Retail and Commercial Banking. Previously, he had held several executive roles at BP, Credit Suisse and ABN AMRO.

Juan Manuel Cendoya

GROUP HEAD OF COMMUNICATIONS, CORPORATE MARKETING AND RESEARCH

Juan Manuel Cendoya joined Grupo Santander in 2001 as Group Senior Executive Vice President (director general) and Group Head of the Communications, Corporate Marketing and Research division. In 2016, he was appointed Vice Chair of the board of directors and Head of Institutional and Media Relations of Santander España. Previously, he had been Head of the Legal and Tax department of Bankinter, S.A. He is a State Attorney for Spain.

Julia Bayón

GROUP CHIEF AUDIT EXECUTIVE

Julia Bayón joined Grupo Santander in 1994 and was Head of Banesto's International and Wholesale Banking legal service from 2001 to 2013, when she moved on to running the legal service for Global Transaction Banking, Credit and Restructuring at Banco Santander. In 2016, she became Head of Legal for Corporate & Investment Banking. In 2021, she was appointed Head of the Legal Service for Business and deputy secretary of the Banco Santander board of directors. In 2024, she became Group Senior Executive Vice President and CAE.

José Antonio García Cantera

GROUP CHIEF FINANCIAL OFFICER

José Antonio García joined Grupo Santander in 2003 as Group Senior Executive Vice President (director general) of Global Wholesale Banking of Banesto and was appointed CEO in 2006. He became Senior Executive Vice President of Global Corporate Banking at Banco Santander in 2012 and Group CFO in 2015. Previously, he had served on the board and on the management committee of Citigroup EMEA, as well as on the board of directors of Citigroup Capital Markets UK.

Pedro Castro (*)

GROUP CHIEF RISK OFFICER

Pedro Castro joined Grupo Santander in 1993, where he has held various senior management positions at Santander Portugal. He has been a member of the board of directors of the Banco Santander Totta since 2007 and has served as Vice Chair of the board and CEO since January 2019. Between 2023 and 2024, he was Regional Head of Europe for Santander Group. He also serves on the boards of Santander UK and PagoNxt since 2023.

Javier García-Carranza

GLOBAL HEAD OF WEALTH MANAGEMENT & INSURANCE

Javier García-Carranza joined Grupo Santander in 2016 as Global Head of Corporate Holdings and Investment Platforms before being appointed Global Head of Wealth Management & Insurance in 2024. Previously, he was Head of Principal Investments and Investment Banking for Europe, the Middle East and North Africa (EMEA) at Morgan Stanley.

(*) Appointment effective as of 1 March 2026. Pedro de Castro replaces Mahesh Aditya.

David Hazell

GROUP CHIEF COMPLIANCE OFFICER

David Hazell joined Grupo Santander in 2012 as Chief Conduct & Compliance Officer of Santander UK. In 2018, he was named CCO of Santander Holdings USA and in 2022 took the same role at Santander Bank N.A. In 2024, he became Group Senior Executive Vice President and Group Chief Compliance Officer. Previously, he was Director of Risk and Regulation at Ernst & Young LLP (2004-2009), Director of Governance, Risk and Compliance at PricewaterhouseCoopers LLP (2009-2010), and Operational & Regulatory Risk Director at Aviva plc (2010-2012).

José María Linares

GLOBAL HEAD OF CORPORATE & INVESTMENT BANKING

José María Linares joined Grupo Santander in 2017 as Senior Executive Vice President (director general) and Global Head of Corporate and Investment Banking. Previously, he served as director and senior equity analyst at Société Générale (1997-1999). He joined J.P. Morgan in 1999, where he was appointed managing director and Head of Global Corporate Banking (2011-2017).

Mónica López-Monís

GROUP HEAD OF SUPERVISORY AND REGULATORY RELATIONS

Mónica López-Monís joined Grupo Santander in 2009 as General Counsel and secretary of the board of Banesto. In 2015, she was appointed Group Senior Executive Vice President (director general) of Banco Santander and Group CCO until her appointment in 2019 as Group Head of Supervisory and Regulatory Relations. Previously, she had been General Counsel at Aldeasa, S.A. She also was General Counsel at Bankinter, S.A., as well as independent director at Abertis Infraestructuras, S.A. She is a State Attorney for Spain.

José Luis de Mora

GROUP HEAD OF CORPORATE DEVELOPMENT AND FINANCIAL PLANNING

José Luis de Mora joined Grupo Santander in 2003 to head the Group's Strategic Plan Development and Acquisitions. In 2015, he was appointed Group Senior Executive Vice President (director general) and Group Head of Corporate Development and Financial Planning. He was also Head of Strategy (2019-2023) and Global Head of Digital Consumer Bank (2020-2025).

Juan Olaizola

GROUP CHIEF OPERATING & TECHNOLOGY OFFICER

Juan Olaizola joined Grupo Santander in 2005 as Chief Operating Officer of Santander UK. In 2017 he was appointed Head of Technology & Operations for Spain and Europe, and in 2022 became CEO of PagoNxt Payments Hub. In 2025, he was appointed Group Senior Executive Vice President and Group Chief Operating & Technology Officer. Previously, he held various senior management positions at IBM Financial Services Consulting.

Jaime Pérez Renovales

GROUP GENERAL COUNSEL

See profile in section [4.1 'Our directors'](#).

Nitin Prabhu

GLOBAL HEAD OF DIGITAL CONSUMER BANK

Nitin Prabhu joined Grupo Santander in January 2025 as Senior Executive Vice President and Global Head of Digital Consumer Bank. From 2012, he worked at PayPal, holding leadership roles spanning the payments, consumer and merchant businesses, and where he became Senior Vice President of Small and Medium Sized Businesses and Financial Services Products. Prior to PayPal, he worked at eBay and consulted with Fortune 1000 companies globally.

Manuel Preto

GROUP CHIEF ACCOUNTING OFFICER

Manuel Preto joined Grupo Santander in 1996 and has held various positions at Santander Portugal and in the Group. In 2019, he was appointed deputy CEO, CFO and Head of Strategy of Santander Portugal. In 2025, he was appointed Group Senior Executive Vice President and GAO Officer.

Javier Roglá

GROUP HEAD OF PEOPLE, CULTURE & ORGANIZATION

Javier Roglá joined Grupo Santander in 2016 as Global Head of Santander Universities and CEO of Universia. In 2021 he became Group Senior Executive Vice President and Chief Talent Officer, and in 2024 was appointed Head of the Group's People, Culture & Organization division. He was a member of the board of Teach for All (2017-2025) and previously a business development consultant at Endesa and principal at Boston Consulting Group, as well as co-founding and running Fundación Empieza por Educar.

6. Remuneration

Sections [6.1](#), [6.2](#), [6.3](#), [6.5](#), [6.6](#), [6.7](#), [9.4](#) and [9.5](#) comprise the annual report on directors' remuneration that will be submitted to the consultative vote of the general shareholders' meeting.

Likewise, sections [6.4](#) and [6.5](#) set out the directors' remuneration policy for 2026, 2027 and 2028, which will be put to the binding vote of the general shareholders' meeting.

The annual report on directors' remuneration and the directors' remuneration policy for 2026, 2027 and 2028 were approved by the board of directors on 24 February 2026. All directors were present at the time of vote casting and voted in favour.

The remuneration policy for directors in force as of the date of this report is available on our corporate website.

Introduction

Brief summary of strategic accomplishments in 2025

- Banco Santander reported an attributable profit of €14,101 million in 2025, up 12% year-on-year (or +16% in constant euros), marking another record year, with total customers reaching 180 million for the first time after adding eight million customers in the year. Strong results were driven by resilient net interest income, record fees and efficiency gains, with continued improvement in credit quality.
- The group continued to increase profitability and create value for shareholders, achieving a RoTE of 16.3% (+0.8 percentage points) post-AT1, EPS of €0.91 (+17%) and TNAV per share of €5.76 at year-end 2025. Including cash dividends paid during the year, total value creation (TNAV plus cash dividend per share) rose by 14%.
- These accomplishments enabled us to exceed our strategic goals set for 2025 bonus pool, mainly in capital and recurrence ratios and customer growth, so the total variable remuneration of the executive directors increased by 7% compared to the previous year. This increase was approved by the board of directors, taking into account a context of strict cost discipline, which once again led to a reduction in the proportion represented by executive directors' total remuneration relative to the underlying attributable profit (down to 0.17% this year).

Active shareholder engagement and evolution of the remuneration policy

In light of the voting results at the 2024 AGM, where support for the remuneration policy fell to a record low, the board launched active shareholder engagement to strengthen alignment between

the remuneration framework, investor expectations, and sustainable, long-term value creation.

Throughout 2024, the Group continued to engage fully with our top institutional investors and proxy advisors (ISS and Glass Lewis), which our Lead Independent Director and Chair of the remuneration committee, Glenn Hutchins, led on. The aim was to understand what influenced the voting outcome, assess investor expectations regarding pay and performance alignment, and identify areas for improvement in our remuneration framework.

The feedback we received led to several amendments to the remuneration policy for 2025. These amendments sought to strengthen the link between remuneration and performance, increase the weighting of long-term incentives, raise the level of performance requirements linked to total shareholder return, and increase the proportion of variable remuneration paid in instruments.

The significant upturn in the 2025 AGM voting results demonstrates investors' appreciation of the engagement that the board undertook, as well as the board's and the remuneration committee's responsiveness to the feedback and concerns raised. The global proposals put forward received 98.7% of votes in favour, while support for the remuneration policy soared from 74.8% in 2024 to 96.35% in 2025.

In line with best corporate governance practices, Banco Santander continued to engage with shareholders and proxy advisors throughout 2025. Investors broadly viewed the amendments to the 2025 remuneration policy as positive and didn't raise the need for additional amendments to the key elements we addressed last year.

Thus, the proposed remuneration policy for 2026 centres on further aligning the remuneration framework with the strategic priorities that we presented at the 2026 Investor Day. The Group reviewed the structures of both short- and long-term incentives and their associated metrics and weightings to make sure that they foster the execution of our strategy and sustainable, long-term shareholder value.

Moreover, in line with investor feedback, Banco Santander has further progressed in simplifying the quantitative and qualitative components of the bonus scorecard to increase clarity and understanding.

The board considers that this approach consolidates a stable and transparent remuneration framework that aligns well with the new strategy, reinforces pay-for-performance principles, supports long-term performance, and continues to match shareholders' expectations.

As part of our commitment to transparency and shareholder engagement, Banco Santander's 2025 report even builds on the detail regarding the process that the remuneration committee follows to draw up the remuneration policy and set executive director remuneration. In particular, the report continues to provide clear information on the criteria we used to select our peer group and conduct the annual review of directors' remuneration to ensure that our remuneration policy remains competitive and consistent with best sector practice, and strengthens alignment with performance and sustainable, long-term shareholder value creation.

6.1 Principles of the remuneration policy

Directors' remuneration in their capacity as such

The board of directors sets the individual remuneration of directors (including executive directors) for the performance of supervisory and collective decision-making duties within the amount fixed by shareholders and commensurately with the roles they perform on the collective decision-making body, their committee membership and attendance, and other objective circumstances the board might consider.

Remuneration of directors for executive duties

Banco Santander's remuneration policy for executive duties (which also generally applies to Banco Santander employees) dictates that:

1

Remuneration must be in line with shareholders and customers' interests, conducive to creating long-term value and compatible with our rigorous risk management, long-term strategy and values, as well as with maintaining a sound capital base.

2

Fixed remuneration must make up a significant proportion of total compensation.

3

Variable remuneration must reward performance for achieving individual, business unit and, as the case may be, Group targets.

4

The global remuneration package and its structure must be competitive in order to attract and retain talent.

5

Remuneration decisions must be free of conflicts of interest and discrimination of any kind different from that based on the performance assessment of objectives and corporate behaviours. Remuneration must be free of gender-based bias and help eliminate inequalities that could result from it.

The remuneration elements the policy lays down include necessary mechanisms to ensure remuneration will be conducive to achieving strategic and long-term sustainability objectives of Banco Santander.

Accordingly, it bases executive directors and senior managers' variable pay on pre-determined, specific and quantifiable financial, sustainable and value-creation targets that are consistent with Banco Santander's interests, including in regard to environmental, social and governance matters.

For more details, please see section [6.3 'Remuneration of directors for executive duties'](#) about the policy's application in 2025 and section [6.4 'Directors' remuneration policy for 2026, 2027 and 2028'](#) about the remuneration policy for 2026 and subsequent years.

Lastly, the remuneration committee and the board enlisted the assistance of Willis Towers Watson to:

- Compare markets and entities similar to the Group in size, characteristics and operations using relevant data for setting remuneration.
- Estimate the fair value of variable remuneration linked to long-term objectives.

6.2 Remuneration of directors for supervisory and collective decision-making duties: policy applied in 2025

A. Composition and limits

According to our Bylaws, the remuneration of directors in their roles consists of a fixed annual amount set at the general shareholders' meeting. This amount remains in effect until shareholders vote to amend it, even though the board may reduce it in the years it deems appropriate. At the AGM, remuneration for 2025 was set at EUR 6 million (a limit that has not been updated since 2012 and whose amount finally consumed has been systematically lower), which included (a) an annual allotment and (b) attendance fees.

Santander has taken out a civil liability insurance policy for directors and other executives of the Group, subject to usual terms proportionate to its circumstances.

Directors can receive shares, share options or other forms of share-based compensation, subject to prior approval at the general meeting. Directors can also receive other compensation following a proposal made by the remuneration committee and upon resolution by the board of directors, as may be deemed appropriate, in consideration for the performance of other duties in Banco Santander, whether they are executives' duties or not, in addition to their oversight and collective decision-making as board members.

None of the non-executive directors are entitled to receive any benefit on the occasion of their removal from office.

B. Annual allotment

For 2025, the board of directors, upon the recommendation of the remuneration committee, approved a 3% increase in the annual allotments payable to the chair and members of the board and its committees (including the executive committee), as well as to the lead independent director and the non-executive Vice Chair.

Each director received, in respect of 2024 and 2025, the amounts corresponding to their service on the board and its committees, with such amounts determined by the specific position held, as detailed in the table below.

Amount per director in euros	2025	2024
Members of the board of directors	100,940	98,000
Members of the executive committee	175,100	170,000
Members of the audit committee	44,290	43,000
Members of the nomination committee	28,840	28,000
Members of the remuneration committee	28,840	28,000
Members of the risk supervision, regulation and compliance committee	44,290	43,000
Members of the responsible banking, sustainability and culture committee	28,840	28,000
Members of the innovation and technology committee	28,840	28,000
Chair of the audit committee	72,100	70,000
Chair of the nomination committee	51,500	50,000
Chair of the remuneration committee	51,500	50,000
Chair of the risk supervision, regulation and compliance committee	72,100	70,000
Chair of the responsible banking, sustainability and culture committee	51,500	50,000
Chair of the innovation and technology committee	72,100	70,000
Lead independent director ^A	113,300	110,000
Non-executive Vice Chair	30,900	30,000

A. Glenn Hutchins has been allocated a total annual remuneration of EUR 700,000, including annual allotments and attendance fees, in consideration of the time commitment and dedication required to perform his roles.

C. Attendance fees

In line with the adjustment to the annual allotments, the board of directors approved a 3% increase in attendance fees for 2025 compared with 2024.

Accordingly, attendance fees for meetings of the board and its committees (with the exception of the Executive Committee, for

which no attendance fees are payable) amounted, for the last two years, to the totals set out in the table below.

Attendance fees per director per meeting in euros	2025	2024
Board of directors	2,785	2,704
Audit committee and risk supervision, regulation and compliance committee	1,821	1,768
Other committees (excluding executive committee)	1,606	1,560

D. Breakdown of Bylaw-stipulated emoluments

Total director Bylaw-stipulated emoluments and attendance fees received amounted to EUR 5.3 million in 2025 (EUR 5.4 million in 2024). Despite the approved increase in annual allotments and attendance fees, total remuneration for non-executive duties in 2025 remained below both the maximum amount authorised by the Annual General Meeting (EUR 6 million, representing a 12% reduction over this amount) and the 2024 amount.

This decrease was primarily driven by a reduction in the number of Board and committee meetings held during the year, following efficiency and governance simplification initiatives.

Each director received the following amounts in respect of these items:

Bylaw-stipulated emoluments by director

		Amount in euros												
		2025										2024		
Directors	Category	Annual allotment								Total	Board and committee attendance fees	Total By-law stipulated emoluments and attendance fees		
		Board ^F	EC	AC	NC	RC ¹	RSRCC ²	RBSCC	ITC					
Ana Botín	Executive	100,940	175,100	—	—	—	—	—	—	28,840	304,880	43,810	348,690	368,416
Héctor Grisi	Executive	100,940	175,100	—	—	—	—	—	—	28,840	304,880	43,810	348,690	352,472
José Antonio Álvarez	Other external	131,840	175,100	—	—	—	44,290	—	—	28,840	380,070	67,268	447,338	382,472
Glenn Hutchins	Independent	412,342	—	—	28,840	80,340	—	—	—	100,940	622,462	77,538	700,000	700,000
Homaira Akbari	Independent	100,940	—	44,290	—	—	—	—	28,840	28,840	202,910	80,762	283,672	285,088
Javier Botín ^A	Other external	100,940	—	—	—	—	—	—	—	—	100,940	36,207	137,147	143,968
Sol Daurella	Independent	100,940	—	—	28,840	28,840	—	—	80,340	—	238,960	74,752	313,712	292,171
Henrique de Castro	Independent	100,940	—	44,290	—	28,840	—	—	—	28,840	202,910	80,332	283,242	300,064
Gina Díez	Independent	100,940	—	—	28,840	—	—	—	—	28,840	—	63,083	221,703	224,928
Luis Isasi	Other external	100,940	175,100	—	—	28,840	44,290	—	—	—	349,170	73,693	422,863	439,776
Belén Romana	Independent	100,940	175,100	44,290	80,340	—	44,290	—	—	28,840	473,800	107,003	580,803	598,888
Pamela Walkden	Independent	100,940	—	44,290	—	—	116,390	—	—	28,840	290,460	92,548	383,008	380,246
Germán de la Fuente	Independent	100,940	—	116,390	—	—	44,290	—	—	—	261,620	82,697	344,317	338,000
Carlos Barrabés ^B	Independent	100,940	—	—	28,840	—	—	—	—	28,840	187,460	71,113	258,573	128,179
Antonio Weiss ^C	Independent	100,940	—	—	—	28,840	—	—	—	—	129,780	50,234	180,014	71,721
Bruce Carnegie-Brown ^D	Independent	—	—	—	—	—	—	—	—	—	—	—	—	77,875
Ramiro Mato ^E	Independent	—	—	—	—	—	—	—	—	—	—	—	—	271,208
Total		1,856,402	875,500	293,550	195,700	195,700	293,550	195,700	302,820	4,208,922	1,044,850	5,253,772	5,355,470	

A. All amounts received were reimbursed to Fundación Botín.

B. Director and member of the NC, RBSCC and ITC since 27 June 2024.

C. Director since 27 June 2024.

D. Stepped down as director on 22 June 2024.

E. Stepped down as director on 27 March 2024.

F. Also includes emoluments for other roles in the board.

Executive committee (EC), Audit committee (AC), Nomination committee (NC), Remuneration committee (RC), Risk supervision, regulation and compliance committee (RSRCC), Responsible banking, sustainability and culture committee (RBSCC), Innovation and technology committee (ITC).

Changes in the chairship or membership of the committees:

1. Antonio Weiss was appointed member of the RC on 1 January 2025.

2. José Antonio Álvarez was appointed member of the RSRCC on 1 January 2025.

6.3 Remuneration of directors for executive duties

i) How we set executive directors pay

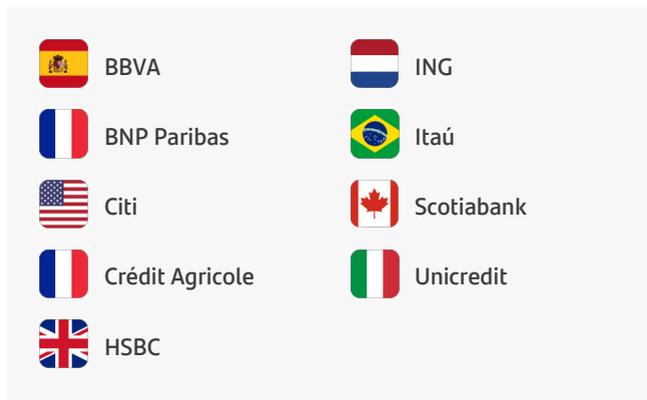
In Banco Santander we set the remuneration structure for executive directors by considering company performance as well as Santander's unique individual circumstances such as multiple stock exchange listings, the wide geographical distribution of the company's operations, sales and employees, and the clear industry-specific pressures in terms of talent attraction and retention. As explained below, we conduct an annual benchmarking analysis for the Executive Chair and CEO positions in order to establish a framework of reference for what competitors are paying.

ii) How we determine our peer group

Banco Santander conducts an annual comparative review of executive directors' and top management remuneration against a peer group comprised of global banks. Because we have extensive international operations and we compete for talent on a global scale, our peer group reflects these characteristics. While two-thirds of the companies in our comparator group are European, we include banks from the Brazil and US due to the strong presence of Santander in those countries (this presence is expected to be further strengthened, subject to obtaining the relevant regulatory and corporate approvals, following the acquisition of Webster, announced on 3 February 2026). For instance, nearly 50% of revenue and over 60% of total customers came from the Americas in 2025, making this region a critical market for us both from a business perspective and as a source of talent.

To select the peer group, Group governing bodies follows a robust process that takes into account and ranks potential peers on the following criteria: market capitalization, scale, brand recognition, geographical diversification, business model and regulatory framework. We regularly review the validity of our peer group and make the necessary changes to ensure it properly reflects our business and talent markets.

Following an assessment in 2025, we determined that for 2025 our peer group should remain unchanged from 2024 and also from 2023. The group comprises the following companies:

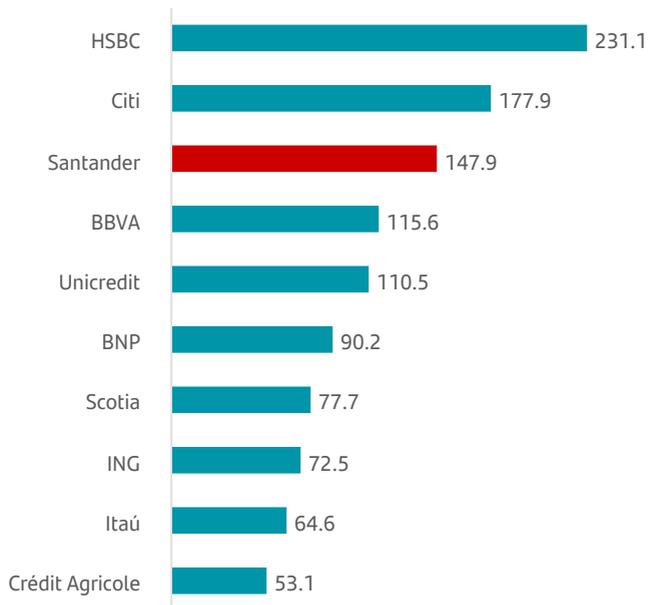


Why did we choose these banks for the peer analysis? Because the selection of these entities allows:

- To ensure a comparison under similar macroeconomic and regulatory landscape.

- To analyse and to identify market trends and dynamics.
- To capture the latest developments in the banking industry.
- To monitor banks with similar size, performance, geographic footprint, business model and strategy.
- To identify outliers and best practices across the sector.

Market Cap (EUR bn) at 2025 closing date



iii) Performance-based Pay and alignment with shareholder value

Our remuneration system is based on the pay-for-performance principle, whereby a significant portion of each executive director's remuneration depends on the level of achievement of a set of predefined objectives, as well as on shareholder return, with no guaranteed entitlement. In this regard, variable pay outcome depends on the achievement of the entity's targets, which are aligned with its corporate strategy and directly contribute to value creation for shareholders.

The main purpose of our incentive system is to promote sustainable long-term value creation and to ensure appropriate alignment between the interests of executive directors and those of shareholders.

In this sense, for year 2025:

- 64% and 57% of our Executive Chair's and CEO's total compensation, respectively, is performance-based.
- 40% of our executive director's total variable remuneration is subject to long-term metrics that include relative TSR, RoTE and other sustainability metrics and therefore strengthen the alignment of our executive director's interests with the shareholder's interests in the long-term.
- Additionally, 60% of their variable remuneration is delivered in the form of equity instruments (mainly Banco Santander S.A. shares).

Targets related to performance metrics are intended to be challenging, with payout levels established after considering different upside/downside scenarios, sensitivity analysis and year-over-year growth comparisons, to ensure rigorous and coherent alignment of executive payouts to performance, consistent with best practices in corporate governance.

sustainability, and value creation objectives. These objectives are specific, measurable, and aligned with the bank's interests, encompassing environmental, social, and governance (sustainability) factors. For further details, see section I.

iv) How we include sustainability metrics in the variable incentive scheme

The current remuneration policy incorporates mechanisms that link variable remuneration to the achievement of financial,

v) Summary of executive remuneration composition

The policy on directors' remuneration for executive duties in 2025 was approved by the board of directors and put to a binding vote at the 2025 AGM, with 96.35% votes in favour. The table below summarizes the main items of remuneration policy of Ana Botín and Héctor Grisi.

Component	Type	Policy	Effective in 2025
Gross annual salary	Fixed	→ Paid in cash on a monthly basis.	Ana Botín: EUR 3,435 thousand. Héctor Grisi: EUR 3,150 thousand.
Variable remuneration	Variable	<ul style="list-style-type: none"> → Calculated on the basis of the director's individual target bonus, the level of achievement of annual quantitative metrics, a qualitative assessment, and taking into account individual performance. → 60% of each payment is instruments, consisting of Banco Santander shares and restricted stock units (RSU) of PagoNxt, S.L. (PagoNxt). → The number of instruments is set at the time of the award. → 40% of variable remuneration is paid in 2026. → The remaining 60% is deferred in five years and paid in 2027, 2028, 2029, 2030 and 2031, according to the annual allocation detailed in the table below. The vesting of part of these deferred amounts (which represent 40% of the variable remuneration), depends on the achievement of long-term objectives (2025-2027 performance period). 	<ul style="list-style-type: none"> • Ana Botín: EUR 6,382 thousand target bonus. • Héctor Grisi: EUR 4,410 thousand target bonus. • See section 6.3 B ii for details on annual metrics and assessment. • See section 6.3 B iii for details on individual variable pay. • See section 6.3 B iv for details on long-term metrics.
Pension scheme	Fixed	→ Annual contribution of 22% of base salary.	• No changes.
	Variable	→ Annual contribution of 22% of 30% of the average of variable remuneration in the last three years.	• See section 6.3 C for details on annual contributions and pension balance.
Other remuneration	Fixed	<ul style="list-style-type: none"> → Includes life, accident and medical insurance, and other in-kind compensation. → Includes, in the case of the Executive Chair, a fixed cash supplement (which is neither salary nor pensionable), introduced following the elimination of supplementary death and disability benefits. 	<ul style="list-style-type: none"> • With respect to Ana Botín's fixed remuneration supplement, which originated from the supplementary pension scheme benefits eliminated in 2018, this component expired in October 2025. • No fixed remuneration supplement is payable to Héctor Grisi.
		→ Payment for non-compete commitment	No changes.
Shareholding policy	N/A	→ Executive directors also have the obligation to hold shares for three years from their award date, unless the director already holds shares for an amount equivalent to 200% of their net annual salary (calculated on the basis of their gross annual salary). In such case, the regulatory obligation to hold shares is for one year from their grant date.	<ul style="list-style-type: none"> • Policy updated during 2020 to assure compliance with recommendation 62 to the Spain's CNMV Corporate Governance Code. • Both Ana Botín and Héctor Grisi maintain an amount in shares higher than 200% of their fixed pay.

The following table shows the remuneration structure for 2025 of both executive directors, according to the aforementioned changes:

2025 AWARD	% ¹	Component																																															
Gross Annual Salary	23%	Fixed																																															
Board of Directors' by-law stipulated emoluments	2%	Fixed																																															
Pension Contribution	9%	Fixed & Variable																																															
Rest of components	6%	Fixed																																															
Variable remuneration <i>(Target Bonus x Achievement level of Bonus pool +/- Individual performance)</i>	60%	<table border="1"> <thead> <tr> <th>Upfront</th> <th colspan="5">Deferred</th> <th rowspan="2">Cash/ Shares (%)</th> </tr> <tr> <th>2026</th> <th>2027</th> <th>2028</th> <th>2029</th> <th>2030</th> <th>2031</th> </tr> </thead> <tbody> <tr> <td>40%</td> <td>10%</td> <td>10%</td> <td>13.33%</td> <td>13.33%</td> <td>13.33%</td> <td rowspan="2">40% 60%</td> </tr> <tr> <td> € 20% 🔥 20% </td> <td> € 5% 🔥 5% </td> <td> € 5% 🔥 5% </td> <td> € 3.33% 🔥 10% </td> <td> € 3.33% 🔥 10% </td> <td> € 3.33% 🔥 10% </td> </tr> <tr> <td colspan="6" style="text-align: center;"> 40% Additionally subject to long-term goals achievement ↳ rTSR 50% ↳ RoTE 30% ↳ Sustainability 20% </td> <td></td> </tr> <tr> <td colspan="7" style="text-align: center;"> ↳ Malus/Clawback clauses </td> </tr> <tr> <td colspan="7" style="text-align: center;"> All payments in shares² are subject to a one-year retention period and the prohibition of hedging </td> </tr> </tbody> </table>	Upfront	Deferred					Cash/ Shares (%)	2026	2027	2028	2029	2030	2031	40%	10%	10%	13.33%	13.33%	13.33%	40% 60%	€ 20% 🔥 20%	€ 5% 🔥 5%	€ 5% 🔥 5%	€ 3.33% 🔥 10%	€ 3.33% 🔥 10%	€ 3.33% 🔥 10%	40% Additionally subject to long-term goals achievement ↳ rTSR 50% ↳ RoTE 30% ↳ Sustainability 20%							↳ Malus/Clawback clauses							All payments in shares ² are subject to a one-year retention period and the prohibition of hedging						
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€ 20% 🔥 20%	€ 5% 🔥 5%	€ 5% 🔥 5%	€ 3.33% 🔥 10%	€ 3.33% 🔥 10%	€ 3.33% 🔥 10%																																												
40% Additionally subject to long-term goals achievement ↳ rTSR 50% ↳ RoTE 30% ↳ Sustainability 20%																																																	
↳ Malus/Clawback clauses																																																	
All payments in shares ² are subject to a one-year retention period and the prohibition of hedging																																																	

€ Cash 🔥 Shares

1. Example with Executive Chair 2025 percentages over total remuneration.

2. Executive directors also have the obligation to hold them for three years from their award date, unless the director already holds shares for an amount equivalent to 200% of their net annual salary (calculated on the basis of their gross annual salary). In such case, the regulatory obligation to hold shares is for one year from their grant date.

A. Gross annual salary

As part of the annual review of the target compensation of our executive directors, and on the remuneration committee's recommendation, the board decided not to increase their gross annual salaries for year 2025.

Fixed pension contribution continued to be 22% of gross annual salary for 2025.

Ana Botín's fixed remuneration supplement expired in October 2025, when she reached the age of 65 initially set at the time this remuneration component was approved.

Executive directors' gross annual salary, fixed remuneration supplement and fixed annual contribution to pensions for 2025 and 2024 were as follows:

Gross annual salary and other fixed remuneration

EUR thousand	2025			Total	2024			Total
	Gross annual salary	Fixed remuneration supplement	Fixed annual pension contribution		Gross annual salary	Fixed remuneration supplement	Fixed annual pension contribution	
Ana Botín	3,435	399	756	4,590	3,435	525	756	4,716
Héctor Grisi	3,150	—	693	3,843	3,150	—	693	3,843
Total	6,585	399	1,449	8,433	6,585	525	1,449	8,559

B. Variable remuneration

i) General policy for 2025

The 2025 variable remuneration of the executive directors (tenth cycle of the deferred multiyear objectives variable remuneration plan) was approved in early 2026 in accordance with the Directors' remuneration policy approved by the Annual General Meeting on 4 April 2025. Under this policy, the Variable components¹ of total remuneration may not exceed 200% of fixed remuneration, as established by resolution of the AGM.

Pursuant to the policy, the final individual variable remuneration for each executive director is established by reference to the overall bonus pool outcome for 2025, their respective target bonus opportunity and an assessment of their individual performance.

The 2025 bonus pool outcome reflects:

- Performance against short-term quantitative metrics, measured by reference to the level of achievement of annual objectives related.
- A qualitative assessment, which may adjust the quantitative result by no more than ±35 percentage points. Although based on qualitative indicators, this assessment is not discretionary; it relies on objective, measurable and audited goals, as described below.
- Any exceptional adjustment, where applicable, which must be duly justified and supported by evidence

Further details on the 2025 bonus pool outcome are provided in the section below.

Individual performance, which was evaluated based on: (i) the level of achievement of individual objectives aligned with the Group's strategic priorities, including, among others, objectives relating to the advancement of the Group's global operating model and transformation agenda, oversight of the Group's inorganic strategy, external engagement with key stakeholders, and leadership of the People Agenda; and (ii) how those objectives were achieved (the 'How' dimension), which takes into account, among other factors, adherence to the Group's corporate behaviours and leadership style.

Accordingly, the positive or negative result of the individual performance may decrease or increase the amount resulting from the individual target bonus multiplied by the result of the quantitative and qualitative metrics.



A. Any exceptional adjustment supported by evidence

- Payment of the approved incentive is paid 40% in cash and 60% in instruments, the latter as follows:
 - EUR 500,000 and EUR 420,000 in PagoNxt RSU for Ana Botín and Héctor Grisi, respectively.
 - The rest, all in shares of Banco Santander.
- 40% is paid in 2026, once the final amount has been set. The remaining 60% will be deferred over five years (subject to long-term metrics) as follows:
 - The deferred amounts payable in 2027 and 2028 (20% of the total), will be paid if none of the malus clauses described below are triggered.
 - The deferred amounts payable in 2029, 2030 and 2031 (40% of the total), will be paid if the malus clauses are not triggered and the multi-year targets described below are reached. These targets can reduce these amounts and the number of deferred instruments or increase them up to a maximum achievement ratio of 125%, so executives have the incentive to exceed their targets.
- Deferred amounts in cash may be adjusted for the inflation related to the deferral period.
- All payments in shares are subject to a three-year retention period, unless the director already holds shares for an amount equivalent to twice his/her annual net annual salary (based on his/her gross annual salary), in which case the shares would be subject only to the regulatory one-year retention period obligation.

¹ As indicated in the first chart in section 6.3 'Remuneration of directors for executive duties' pension contributions include both fix and variable components, the latter of which also form part of total variable remuneration.

- The hedging of the instruments received during the retention and deferral periods is expressly prohibited. The sale of shares is also prohibited for one year from time they are received.
- All deferred payments can be subject to malus. Similarly, Santander can claw back paid incentives in the scenarios and for the period dictated in the Group's malus and clawback policy.

ii) Quantitative metrics and qualitative assessment for 2025

Executive directors' variable remuneration for 2025 is based on the bonus pool, determined by reference to performance against short-term quantitative metrics and a qualitative assessment. The resulting outcome was reviewed and approved by the board, upon recommendation of the remuneration committee.

This process also incorporates input from the human resources committee, which, for this purpose, includes senior management responsible for the Grupo Santander's Risk, Compliance, Audit, People, Culture and Organization, Legal, and Financial Accounting and Management Control functions.

These functions, among others, provided input on risk, solvency, liquidity, the quality and sustainability of results, and compliance and control matters.

Details of the performance against the quantitative metrics and the qualitative assessment underpinning the bonus pool are set out below.

Category and weight of Bonus pool	A. Quantitative metrics ^A		
	Targets	Achievement over target	Assessment
Transformation: (45%)	Active customers (growth) (10%)	Target: 3.31 million. Achievement: 3.18 million.	95.89%
	Cost per active customer (15%)	Target: €245.30. Achievement: €241.02.	120.46%
	Fees over Costs (recurrence ratio) (20%)	Target: 2.45. Achievement: 3.13	150.00%
Capital (25%)	Capital generation (CET1 ratio)	Target: 13.00%. Achievement: 13.46%	199.00%
Sustainable profitability (30%)	RoRWA (Return on risk weighted assets) SVA	Target: 1.97%. Achievement: 2.09%.	116.91%
TOTAL metrics			142.48%

A. For this purpose, these metrics may be adjusted upwards or downwards by the board, following a proposal from the remuneration committee, when inorganic transactions, material changes to the Group's composition or size or other extraordinary circumstances (such as extraordinary impacts of macroeconomic environment, impairments, restructuring procedures or regulatory changes) have occurred which affect the suitability of the metric and achievement scale established in each case and resulting in an impact not related to the performance of the executive directors and executives being evaluated.

B. Qualitative assessment		
Indicators	Level of achievement	Assessment
Performance vs. Market (+/- 10%)	The Group once again delivered record results in 2025, achieving a new all-time high profit for the fourth consecutive year. Compared with our main competitors: i) we maintained a similar performance in terms of profitability adjusted to cost of risk (NIM-CoR); ii) we outperformed on costs, supported by the benefits of ONE Transformation, which were reflected in our cost discipline compared to the average cost increase of our peers; and iii) we continued to enhance our profitability (RoTE), maintaining a gap of more than two percentage points above the peer average. By business, Retail delivered strong performance, with positive momentum across most metrics, while CIB posted excellent fee performance, while at the same time maintaining a leadership position in terms of efficiency and profitability.	+1.60%
Network Collaboration (+/- 10%)	The global businesses (CIB, Wealth and Payments) delivered strong revenue growth in 2025, with double-digit fee income increases driven by network effects and enhanced capabilities. The underlying momentum reflects continued progress in strengthening cross-business connectivity and execution, although performance against the network collaboration metric did not fully meet the highly ambitious target set for the year.	(0.50%)
Compliance and Risk (+/- 10%)	In 2025, risk management was strengthened through sharper data-driven oversight, tighter integration of risk appetite into decision-making, advanced monitoring of geopolitical and market volatility risks and enhanced risk-reward discipline across portfolios, while the NPL ratio was kept under the 3.5% prudential threshold, maintaining a stable cost of risk and reinforcing provisioning coverage. Supervisory outcomes confirming the robustness of the control framework as SREP 2025 maintained stable ratings and capital requirements. In parallel, automation, AI-enabled initiatives, and operating model optimization improved efficiency and further strengthened second-line oversight capabilities. At the same time, continued to deliver effective, enhanced, and independent oversight of all Compliance programs across Units and Global Businesses, while ensuring full adherence to applicable laws and regulations.	+0.50%
Sustainability targets (+/- 5%)	We have exceeded the objectives established across the various areas of work in sustainability, with particular emphasis on the contribution of sustainable business and financial inclusion, driven by the strong contribution of sustainable business, which surpassed the commercial targets established to support our CIB, Retail, and Consumer clients. We also made progress in the implementation of financial inclusion, financial health, and community support initiatives.	+1.40%
TOTAL qualitative assessment		+3.00%
C. Exceptional adjustment approved by board of directors upon recommendation of remuneration committee	No discretionary or exceptional adjustment applied to the 2025 bonus pool outcome	0%

Final bonus pool 2025	145.48%
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The total payout reflects the level of achievement against the quantitative metrics (142.48%) together with the outcome of the qualitative assessment (+3.00%). No exceptional adjustment was approved for 2025.

The combined effect of these components results in the final bonus pool outcome for 2025 (145.48%), expressed as a percentage of target bonus.

A + B + C = Final bonus pool result in 2025 (as a percentage of target).

iii) Determination of the individual variable remuneration for executive directors set in 2025

The board approved executive directors' variable remuneration for 2025 on the remuneration committee's recommendation. In accordance with the 2025 Remuneration Policy approved by the AGM, variable remuneration is determined by reference to: (i) the bonus pool outcome described above, (ii) each executive director's individual target bonus, and (iii) the assessment of individual performance.

In assessing individual performance, the board considered, among others:

- **Record performance and full strategic delivery 2025** marked a fourth consecutive year of record attributable profit (EUR 14.1 bn), with strong revenue growth across global businesses and full delivery of the financial and strategic commitments set at the previous Investor Day.
- **Exceptional shareholder value creation:** performance translated into the best total shareholder return (+132% in absolute terms, +60% relative to peers), positioning Santander as the largest bank by market capitalisation in the Eurozone and reflecting sustained market confidence in the Group's strategy and leadership.
- **Disciplined execution of portfolio strategy:** the sale of Santander Poland and the announced acquisitions of TSB (UK) and Webster (US) (subject to regulatory and corporate approvals) demonstrate active portfolio management and disciplined capital allocation to enhance long-term profitability and shareholder value.

The board also evaluated the leadership of the Executive Chair and the Chief Executive Officer in delivering these results, the level of achievement of their individual objectives and the manner in which those objectives were delivered. On the basis of this assessment, it determined that both executives achieved an 'Exceptional' level of individual performance. In accordance with the governance set out in the remuneration policy, and taking into account this 'Exceptional' level rating, the pool result and their target bonus, the final outcome was 157% for both.

The target bonus (see table in section 6.3) of the Executive Chair and the CEO for 2025 remained unchanged compared to 2024.

Additionally, prior to approval, the Board confirmed that none of the policy conditions limiting variable remuneration were triggered:

- The Group's ONP² for 2025 was not more than 50% less than for 2024. Otherwise, variable remuneration would not have been greater than 50% of the individual target.
- The Group's ONP was not negative. Otherwise, the incentive would have been zero.

Furthermore, the ratio of executive directors' total remuneration to underlying attributable profit fell from 0.18% in 2024 to 0.17% in 2025, as shown in section 6.3.I.

Variable contributions to pensions in terms of percentage were not modified in 2025, remaining at 22% of the 30% of the last three assigned bonus' average, **in compliance with Circular 2/2016 of the Bank of Spain, Standard 41**, which requires that at least 15% of total contributions be linked to variable components.

In this context, total executive variable remuneration increased by 7% compared to the previous year.

Breakdown of immediately payable and deferred remuneration

The variable remuneration approved by the board of directors, upon proposal of the remuneration committee, following the process described above (comprising the immediately payable portion, the deferred amounts not subject to long-term performance conditions and the deferred portion contingent on the achievement of long-term objectives) is set out below.

Immediately payable and deferred (not linked to long-term objectives) variable remuneration

EUR thousand	2025				2024			
	In cash	In shares ^A	In RSU ^A	Total	In cash	In shares ^B	In RSU ^B	Total
Ana Botin	3,004	2,804	200	6,009	2,961	2,761	200	5,922
Héctor Grisi	2,076	1,908	168	4,152	2,046	1,878	168	4,092
Total	5,080	4,712	368	10,161	5,007	4,639	368	10,015

A. The amounts in the foregoing table correspond to a total of 459 thousand shares of Banco Santander and 6 thousand RSU of PagoNxt.

B. The amounts in the foregoing table correspond to a total of 1,014 thousand shares in Banco Santander and 7 thousand RSU in 2024.

² For this purpose, ONP is attributed ordinary net profit, adjusted upwards or downwards for transactions the board believes have an impact not connected to the performance of evaluated directors, for which extraordinary profit, corporate transactions, impairments, or accounting or legal adjustments that may occur during the year are evaluated. The exclusion in the calculation for these purposes of goodwill impairments is aligned with the supervisors' criteria on their recommendations on dividend distributions.

The following chart states deferred variable remuneration at fair value, which will only be received in 2029, 2030 and 2031 if the long-term multi-year targets are met (see section 6.3 B iv)) and beneficiaries continue to be employed at Grupo Santander, in accordance with the terms approved in the general shareholders' meeting, and no circumstances triggering malus clauses occur³:

Deferred variable remuneration linked to long-term objectives (fair value)

EUR thousand	2025				2024			
	In cash	In shares ^A	In RSU ^A	Total	In cash	In shares ^B	In RSU ^B	Total
Ana Botín	701	1,893	210	2,804	1,166	956	210	2,332
Héctor Grisi	484	1,277	176	1,938	806	629	176	1,611
Total	1,185	3,170	386	4,742	1,972	1,585	386	3,943

A. The number of shares in the table correspond to a total of 309 thousand shares of Banco Santander and 6 thousand RSU of PagoNxt.

B. The number of shares in the table correspond to a total of 346 thousand shares and 7 thousand RSU of PagoNxt in 2024.

Reconciliation of the 'Immediately payable and deferred (not linked to long-term objectives) variable remuneration' table and the data disclosed in sections C.1.a) i) and ii) of 'Statistical information on corporate governance required by the CNMV'.

- The amounts of 3,004 thousand euros and 2,076 thousand euros for Ana Botín and Héctor Grisi, respectively, shown in the 'In cash' column are **variable cash remuneration** accrued for 2025 period and not subject to multi-year metrics. Thus, 20% is payable immediately, with a further 5% payable in each of the following two years.

Nonetheless, the amounts of 3,092 thousand euros and 2,134 thousand euros, for Ana Botín and Héctor Grisi, respectively, included in table C.1.a) i) of the statistical information (column 'Short-term variable remuneration'), are the cash amounts received according to the CNMV's consolidation criterion. This means that:

- the immediately payable portion, which is consolidated, matches up; and
- the remaining portion (two deferred amounts) relates to the payment of the first deferred tranche of variable remuneration vested in 2024 and the second deferred tranche of variable remuneration vested in 2023.
- The amounts of 2,804 thousand euros and 1,908 thousand euros for Ana Botín and Héctor Grisi, respectively, shown in the 'In shares' column are **variable remuneration in shares** accrued for 2025 period and not subject to multi-year metrics. Thus, 20% is payable immediately, with a further 5% payable in each of the following two years.

The amounts of 2,003, 1,021 and 1,174 thousand euros for Ana Botín and 1,384, 672 and 763 thousand euros for Héctor Grisi shown in the 'Gross profit from shares handed over or consolidated financial instruments' column of tables C.1.a) ii) of the statistical information, follow the CNMV's consolidation criterion. This means that:

- as with cash remuneration, the immediate portion matches up, as it is consolidated;
- the first and second deferred tranches of variable remuneration vested in 2024 and 2023, respectively, for each executive director are included; and
- the number of shares originally granted for the deferred 2023 and 2024 deferred tranches has been multiplied by the share price used for 2025 variable remuneration (EUR 10.261),

which, as Santander's share price continues to rise, results in a virtual increase (for public disclosure purposes only) in executive remuneration (see further explanation in section C.2. of 'Statistical information on corporate governance required by the CNMV').

- The amounts of 200 thousand euros and 168 thousand euros for Ana Botín and Héctor Grisi, respectively, shown in the 'In RSU' column are **variable remuneration accrued in PagoNxt RSU**.

The amounts shown in the 'Gross profit from shares handed over or consolidated financial instruments' column of tables C.1.a) ii) of the statistical information are remuneration in RSU that does not meet the CNMV consolidation criteria as the objectives or conditions set under the plan are yet to be achieved and, therefore, the directors do not hold an unconditional right to receive this variable remuneration. Thus, the statistical information tables only show the balance of financial instruments as at 1 January 2025 and at 31 December 2025 for information purposes.

Reconciliation of the 'Deferred variable remuneration linked to long-term objectives (fair value)' table and the data disclosed in sections C.1.a) i) and ii) of 'Statistical information on corporate governance required by the CNMV'.

- The amounts of 701 thousand euros and 484 thousand euros for Ana Botín and Héctor Grisi, respectively, shown in the 'In cash' column are **variable cash remuneration** accrued for 2025 period and subject to multi-year metrics (under a fair value achievement assumption of 70%). Thus, this remuneration is payable at a rate of 3.33% per year on the third, fourth and fifth anniversaries of the 2025 incentive being awarded.

Nonetheless, the amount of 1,172 thousand euros for Ana Botín included in table C.1.a) i) of the statistical information (column 'Long-term variable remuneration') relates to cash amounts received according to the CNMV's consolidation criterion. This means that:

- the three deferred tranches correspond to the payment of variable remuneration vested in 2022, 2021 and 2020, for Ana Botín;
- the multi-year targets to which these deferred tranches were linked have already been assessed: 115.2% for 2022; 91.6% for 2021; and 83.3% for 2020; and

³ Corresponds to the fair value of the maximum amount to be received over a total of 3 years, subject to continued service -with certain exceptions-, non- applicability of malus clauses and compliance with set goals. Fair value was estimated at the plan award date on account of several scenarios for the variables in the plan during the measurement periods.

- in the case of Héctor Grisi, no amounts are included in the table as these deferred tranches are yet to consolidate during his tenure as CEO of Banco Santander (beginning 1 January 2023).
- The amounts of 1,893 thousand euros and 1,277 thousand euros for Ana Botín and Héctor Grisi, respectively, shown in the 'In shares' column are **variable remuneration in shares** accrued for 2025 period and subject to multi-year metrics (at a fair value of 70%). Thus, this remuneration is payable at a rate of 10% per year on the third, fourth and fifth anniversaries of the 2025 incentive being awarded.

The amounts of 1,387, 737, 1,670 and 319 thousand euros for Ana Botín shown in the 'Gross profit from shares handed over or consolidated financial instruments' column of tables **C.1.a ii)** of the statistical information follow the CNMV's consolidation criterion. This means that:

- The deferred tranches correspond to the payment of variable remuneration (paid in shares or share options) vested in 2022, 2021 and 2020.
- The multi-year targets to which these deferred tranches were linked have already been calculated: 83.3% for 2020, 91.6% for 2021; and 115.2% for 2022 (the latter approved in 3 February 2026 board of directors meeting). For more details, see section [K](#).
- The number of shares originally granted for the deferred 2022, 2021 and 2020 tranches has been multiplied by the share price used for 2025 variable remuneration (10.261 euros), which results in a virtual increase in remuneration at those moments (only for public disclosures purposes).
- As with cash remuneration, no amounts are included for Héctor Grisi as these deferred tranches are yet to consolidate during

his tenure as CEO of Banco Santander (beginning 1 January 2023).

- Regarding the variable **remuneration accrued in PagoNxt RSU**, the statistical information tables only show the balance of financial instruments as at 1 January 2025 and at 31 December 2025 for information purposes — they are yet to consolidate, as explained above.

Fair value has been determined on the grant date based on the valuation of an independent expert, Willis Towers Watson. Based on the design of the plan for 2025 and success levels of similar plans at peer entities, the fair value was considered to be 70% of total value linked to long-term objectives assigned.

The maximum amount of shares to be delivered under the plan is within the maximum amount of the award to be delivered in shares (EUR 11.5 million) approved at the 2025 AGM for executive directors. At its meeting on 25 November 2025 and pursuant to the powers granted by shareholders at the 2025 AGM, the board agreed to amend the calculation period used to determine the number of shares to be delivered from 50 to 30 trading sessions (under no circumstances may the number of shares exceed the maximum approved at the AGM), as the board considered that this better reflects market practice and enables us to offset share price volatility. Thus, the number of shares to be delivered under the 2025 policy has been calculated with the weighted average daily volume of weighted average listing prices of Banco Santander shares in the 30 trading sessions prior to the Friday (not inclusive) before 3 February 2026 (the date on which the board approved the 2025 bonus for executive directors), which was EUR 10.261 per share. According to an independent experts' valuation, the price per PagoNxt RSU equals EUR 61.07.

iv) Multi-year targets linked to the payment of deferred amounts in 2029, 2030 and 2031

The multi-year targets linked to the payment of the deferred amounts payable in 2029, 2030 and 2031 are:

Metrics	Weight	Target and compliance scales (metrics ratios)
A Relative Total Shareholder Return (TSR) ^A in 2025-2027 within a peer group	50%	If ranking Santander equal percentile 100, then metric ratio is 1.5 If ranking Santander between percentiles 75 and 100 (not inclusive), then metric ratio is 1 – 1.5 ^B If ranking Santander between percentiles 50 and 75 (not inclusive), then metric ratio is 0.5 – 1 ^B If ranking Santander below percentile 50, then metric ratio is 0
B Banco Santander's consolidated RoTE target in 2027	30%	If RoTE in 2027 is ≥ 18.5%, then metric ratio is 1.5 If RoTE in 2027 is ≥ 17% but <18.5%, then metric ratio is 0 – 1.5 ^C If RoTE in 2027 is < 17%, then metric is 0
C Four sustainability (environmental, social and governance) metrics with the following weighting: 2/10 x Coefficient 1 + 2/10 x Coefficient 2 + 1/10 x Coefficient 3 + 5/10 x Coefficient 4	1)	If % women in executive positions in 2027 is ≥ 39.5%, then metric ratio is 1.25 If % women in executive positions in 2027 is ≥ 39.2% but <39.5%, then metric ratio is 1 – 1.25 ^D If % women in executive positions in 2027 is ≥ 38.4% but <39.2%, then metric ratio is 0 – 1 ^D If % women in executive positions in 2027 is < 38.4%, then metric ratio is 0
	2)	If number of financially included people ^E between 2025 and 2027 (in million) is ≥ 6, then metric ratio is 1.25 If number of financially included people ^E between 2025 and 2027 (in million) is ≥ 4.5 but <6, then metric ratio is 1 – 1.25 ^D If number of financially included people ^E between 2025 and 2027 (in million) is ≥ 3.5 but <4.5, then metric ratio is 0 – 1 ^D If number of financially included people ^E between 2025 and 2027 (in million) is < 3.5, then metric ratio is 0
	3)	If socially responsible investment ^F in 2027 is ≥ 21%, then metric ratio is 1.25 If socially responsible investment ^F in 2027 is ≥ 19% but < 21%, then metric ratio is 1 – 1.25 ^D If socially responsible investment ^F in 2027 is ≥ 15% but < 19%, then metric ratio is 0 – 1 ^D If socially responsible investment ^F in 2027 is < 15%, then metric ratio is 0
	4)	If finance raised and facilitated ^G (in EUR billions) between 2025 and 2027 is ≥ 220, then metric ratio is 1.25 If finance raised and facilitated ^G (in EUR billions) between 2025 and 2027 is ≥ 165 but < 220, then metric ratio is 1 – 1.25 ^D If finance raised and facilitated ^G (in EUR billions) between 2025 and 2027 is ≥ 120 but < 165, then metric ratio is 0 – 1 ^D If finance raised and facilitated ^G (in EUR billions) between 2025 and 2027 is < 120, then metric ratio is 0

A. TSR refers to the difference (%) between the final and initial values of capital invested in ordinary shares of Banco Santander. The final value is calculated based on the dividends or other similar concepts (such as the Santander Scrip Dividend programme) shareholders receive for this investment during the corresponding period -as if they had invested in more shares of the same type at the first date on which the dividend or similar concept was payable to shareholders- and the weighted average share price at that date. To calculate TSR, the weighted average daily volumes of the weighted average listing prices for the fifteen trading sessions prior to 1 January 2025 (exclusive) is considered (to calculate the initial value) and the fifteen trading sessions prior to 1 January 2028 (exclusive) (to calculate the final value). The peer group consists of BBVA, BNP Paribas, Citi, Crédit Agricole, HSBC, ING, Itaú, Scotia Bank and Unicredit.

B. Proportional increase in the TSR ratio based on the number of positions moved up in the ranking.

C. Straight-line increase in the RoTE ratio based on the percentage of specific RoTE in 2027 within this bracket of the scale.

D. Increase of the coefficient is proportional to its position on this line of the scale.

E. Financial inclusion: the banking proposals or tailored finance refer to the number of people unbanked, underbanked, in financial distress or with difficulty to access credit to whom we provide tailored access and finance solutions, aiming to meet local financial inclusion needs in a recurrent, comprehensive, affordable and effective way.

F. Assets under management that meet the criteria of Santander's Sustainable Finance and Investment Classification System as a percentage of total assets under management.

G. Grupo Santander's contribution to our customers' transition: CIB green finance raised and facilitated (target), Retail & Commercial banking green finance and sustainable linked-loans, and Digital Consumer Bank green finance. To achieve beyond 100% of this goal, it is necessary to progress on Banco Santander transition plan.

To determine the annual amount of the deferred portion linked to objectives corresponding to each executive director in 2029, 2030 and 2031, the following formula shall be applied to each of these payments ('final annuity') without prejudice to any adjustment deriving from the malus clauses:

$$\text{Final annuity} = \text{Amt.} \times (5/10 \times A + 3/10 \times B + 2/10 \times C)$$

where:

- 'Amt.' is one third of the variable remuneration amount deferred conditional on performance (i.e. Amt. will be 13.33% of the total variable pay set in early 2026).

- 'A' is the TSR ratio calculated as the scale in the table above, according to the relative performance of Banco Santander's TSR within its peer group in 2025- 2027.
- 'B' is the RoTE coefficient according to the scale in the table above, based on RoTE at year-end 2027.
- 'C' is the coefficient resulting from the sum of weighted coefficients for each of the four sustainability targets for 2027 described above.
- In any event, if the result of $(5/10 \times A + 3/10 \times B + 2/10 \times C)$ is greater than 1.25, the multiplier will be 1.25.

v) Malus and clawback

Deferred amounts (whether or not contingent on multi-year targets) will be earned if the beneficiary continues to work with the Group⁴ at December 31, and none of the circumstances triggering malus clauses arise before each payment, according to the section on malus and clawback clauses in the remuneration policy.

Similarly, Banco Santander can clawback any paid variable amounts in the scenarios and for the period dictated by the terms and conditions in the said policy.

Variable remuneration for 2025 can be clawed back until the beginning of 2032.

Malus and clawback clauses are triggered by poor financial performance of Banco Santander, a division or area, or exposures from staff as a result of an executive(s)'s management of, at least, one of these factors:

Category	Factors
Risk	Significant failures in risk management by Banco Santander, or by a business or risk control unit.
Capital	An increase in capital requirements at Banco Santander or one of its business units not planned at the time that exposure was generated.
Regulation and internal codes	Regulatory penalties or legal convictions for events that might be attributable to the unit or staff responsible for them. In addition, failure to comply with Banco Santander's internal codes of conduct.
Conduct	Improper conduct, whether individual or collective. Negative effects deriving from the marketing of unsuitable products and the liability of persons or bodies making such decisions will be considered especially significant.

In addition to the policy on malus and clawback clauses of our remuneration policy, the addendum to our remuneration policy entitled 'Financial Statement Restatement Compensation' regulates the recoupment of compensation received by the executive directors of Banco Santander, S.A., and senior management, in the event of a financial restatement (according to the regulation) resulting from material noncompliance with financial reporting requirements under US federal securities laws.

The application of malus or clawback clauses for executive directors shall be determined by the board of directors, at the proposal of the remuneration committee, and cannot be proposed once the regulatory retention period for the final payment in shares under the plan has elapsed in early 2032. Therefore, the board determines the specific deferred incentive amount to be paid as well as any amount that could be subject to clawback, upon on

the remuneration committee's recommendation and depending on the level of compliance with the conditions for applying malus clauses.

C. Main features of the benefit plans

Executive directors participate in the defined contribution pension scheme created in 2012, which covers contingencies due to retirement, disability and death.

According to the 2012 system, contracts for Ana Botín and other senior managers with defined benefit pension obligations were transformed into a defined contribution system. The new system gives executive directors the right to receive benefits upon retirement, even if they are not active at Banco Santander at the time, based on contributions to the system. It also replaced their previous right to receive a pension supplement in the event of retirement.

The initial contribution for Ana Botín in the new defined contribution pension scheme corresponded to the market value of the assets for which the provisions for due obligations were recognized when the previous pension commitments had been transferred to the new pension scheme.

Every year since 2013, Banco Santander has been contributing to the pension scheme for executive directors and other members of the executive team in proportion to their pensionable bases until their departure from the Group, retirement, death or disability. In general terms, the pensionable base for executive directors is the sum of their fixed remuneration plus 30% of the average of their last three variable remuneration amounts. Contributions will be 22% of pensionable bases in all cases.

This means **complying** in both cases with **Circular 2/2016 of the Bank of Spain**, standard 41, on pension benefits, by which a part of not less than 15% of the total contribution must be based on variable components.

Pursuant to remuneration regulations, contributions calculated on the basis of variable remuneration are subject to the discretionary pension benefits scheme. Therefore, under the policy, malus and clawback clauses can be enforced on them in place at any given time and during the same period in which variable remuneration is deferred. Furthermore, these contributions must be invested in Banco Santander shares for five years from the date of the executive director's retirement, or from the date on which the executive directors leave the group. Once that period has elapsed, the amount invested in shares will be paid to them or their beneficiaries if some contingency covered by the pension scheme was happened or will be added to the remainder of their cumulative balance until their retirement age when the total amount will be paid.

⁴ When the beneficiary's relationship with Banco Santander or another Group entity terminates because of retirement, early retirement or pre-retirement; a dismissal ruled by the courts to be wrongful; unilateral withdrawal for good cause by an employee (which includes the situations set forth in article 10.3 of Royal Decree 1382/1985, of 1 August, governing the special relationship of senior management, for the persons subject to these rules); permanent disability or death; mandatory redundancy; or because an employer other than Banco Santander ceases to belong to Grupo Santander, the right to receive shares and deferred amounts in cash and any amounts of the deferred amounts in cash adjusted for inflation will remain under the same conditions in force as if none of such circumstances had occurred. In the case of death, the right will pass to the beneficiary's heirs.

In cases of justified temporary leave due to temporary disability, suspension of contract due to maternity or paternity leave, or leave to care for children or a relative, there will be no change in the beneficiary's rights. If the beneficiary goes to another Group company (even through international assignment and/or expatriation), these rights will likewise not change. If the relationship terminates by mutual agreement or because the beneficiary obtains a leave not mentioned above, the terms of the termination or temporary leave agreement will apply.

None of the above circumstances shall give the right to receive the deferred amount in advance. If the beneficiary or the successors thereof maintain the right to receive the deferred remuneration in shares and cash and, where applicable, the amounts arising from the adjustment for inflation of the deferred amounts in cash, it shall be delivered within the periods and under the terms provided in the rules for the plans.

The benefit plan is outsourced to Santander Seguros y Reaseguros, Compañía Aseguradora, S.A. The economic rights of the directors previously mentioned belong to them even if they are not active at Banco Santander at the time of their retirement, death or disability. Their contracts do not stipulate any severance payment outside the extent of the law for termination of contract.

The provisions recognised in 2025 for retirement pensions amounted to EUR 2,461 thousand (EUR 2,445 thousand in 2024), as broken down below.

Provisions recognised during the year

EUR thousand	2025	2024
Ana Botín	1,341	1,339
Héctor Grisi	1,120	1,105
Total	2,461	2,445

The amounts corresponding to each director as of 31 December 2025 and 2024 in the pension scheme are:

Balance of the pension fund as at 31 December

EUR thousand	2025	2024
Ana Botín	65,027	54,731
Héctor Grisi	2,033	1,299
José Antonio Álvarez	23,178	20,326
Total	90,238	76,356

D. Other remuneration

Grupo Santander also takes out insurance policies for life, health and other contingencies for its executive directors. This other remuneration component includes the fixed supplement approved for Ana Botín and José Antonio Álvarez to replace the supplementary benefits from the pension scheme eliminated in 2018 (both of them reached the established age of 65 during 2025, and therefore the related supplement has expired), in addition to the cost for insuring death or disability until they retire. Directors are covered under the Group's civil liability insurance policy.

Note '5. Remuneration and other benefits paid to the Bank's directors and senior managers' to the Group's consolidated financial statements describes other benefits received by executive directors in detail.

E. Shareholdings

In 2016, on the remuneration committee's recommendation, the board of directors approved a shareholding policy to better align executive directors with shareholders' long-term interests.

According to this policy executive directors have five years to demonstrate that their personal assets include shares in Banco Santander that amount (net of taxes) to twice their gross annual salary on that date. The following table show the ratio, with a share price of EUR 10.07⁵:

Shareholdings

	2025		
	Gross annual salary (thousand)	Number of shares (thousand)	Number of times
Ana Botín	3,435	33,847	99.2
Héctor Grisi	3,150	2,546	8.1

Likewise, in addition to the regulatory obligation for executive directors not to sell the shares they receive as remuneration for a year from their award, which is included in the shareholding policy, and will apply to all cases, this policy has also been updated in 2020 to include the obligation for executive directors not to sell the shares they receive as remuneration for a period of three years from their award date, unless the executive director already holds Banco Santander shares for an amount equivalent to twice his/her net annual salary.

F. Remuneration of board members as representatives of Banco Santander

The executive committee resolved that the remuneration accrued by executive directors who represent Banco Santander on boards of companies where it owns equity and were appointed after 18 March 2002 will accrue to the Group. No executive director received remuneration for this type of representation in 2025.

The following table includes the remuneration received by non-executive directors on a personal basis in other Group entities:

Director	Position	Remuneration
Homaira Akbari	Member of the board of Santander Consumer USA Holdings, Inc.	USD 100 thousand (EUR 85 thousand)
	Member of the board of PagoNxt, S.L.	EUR 200 thousand
Henrique de Castro	Member of the board of PagoNxt, S.L.	EUR 200 thousand
	Member of the nomination committee of PagoNxt, S.L.	EUR 15 thousand
José Antonio Álvarez	Member of the board of PagoNxt, S.L.	EUR 200 thousand
Pamela Walkden	Member of the board of Santander UK, plc and Santander UK Group Holdings Limited	GBP 100 thousand (EUR 115 thousand)
Belén Romana	Member of the board of Santander Insurance, S.L.	EUR 157 thousand
Total		EUR 972 thousand

Likewise, Luis Isasi received EUR 1,000 thousand for his role as non-executive Chair of the Santander España business unit and for attending its board and committee meetings (amount included in the chart below as 'other remuneration' as it is paid by Banco Santander, S.A.).

And finally, José Antonio Álvarez received a fixed remuneration of EUR 1,750 thousand as strategic adviser of Grupo Santander, as well as the life and health insurance contributions and part of the supplement for having waived the death and disability policy disclosed in the table in section G below.

⁵ This share price corresponds to the share price as of closing of stock markets on 31 December 2025.

G. Individual remuneration of directors for all items in 2025

Below is a breakdown of each director's short-term salary (payable immediately) and deferred remuneration not based on long-term performance for 2025 and 2024. Statistical information on remuneration required by the CNMV (9.5) and Note 5 to the Group's consolidated financial statements contains disclosures on shares delivered in 2025 under the deferred remuneration schemes of previous years where conditions for their delivery were met in the related years.

Individual breakdown by compensation components

Directors	EUR thousand									
	2025									2024
	Bylaw-stipulated emoluments		Salary and bonus of executive directors							Total
	Board and board committees annual allotment	Board and committee attendance fees	Fixed Salary	Immediate payment bonus (50% in instruments)	Deferred payment bonus (50% in instruments)	Total	Pension Contribution	Other remuneration ^F	Total	Total
Ana Botín	305	44	3,435	4,006	2,003	9,444	1,341	843	11,977	12,127
Héctor Grisi	305	44	3,150	2,768	1,384	7,302	1,120	718	9,489	9,137
José Antonio Álvarez	380	67	—	—	—	—	—	2,440	2,887	3,698
Glenn Hutchins	622	78	—	—	—	—	—	—	700	700
Homaira Akbari	203	81	—	—	—	—	—	—	284	285
Javier Botín ^A	101	36	—	—	—	—	—	—	137	144
Sol Daurella	239	75	—	—	—	—	—	—	314	292
Henrique de Castro	203	80	—	—	—	—	—	—	283	300
Gina Díez	159	63	—	—	—	—	—	—	222	225
Luis Isasi	349	74	—	—	—	—	—	1,000	1,423	1,440
Belén Romana	474	107	—	—	—	—	—	—	581	599
Pamela Walkden	290	93	—	—	—	—	—	—	383	381
Germán de la Fuente	262	83	—	—	—	—	—	—	344	338
Carlos Barrabés ^B	187	71	—	—	—	—	—	—	259	128
Antonio Weiss ^C	130	50	—	—	—	—	—	—	180	72
Bruce Carnegie-Brown ^D	—	—	—	—	—	—	—	—	—	78
Ramiro Mato ^E	—	—	—	—	—	—	—	—	—	271
Total 2025	4,209	1,045	6,585	6,774	3,387	16,746	2,461	5,001	29,462	—
Total 2024	4,115	1,240	6,585	6,260	3,756	16,601	2,444	5,815	—	30,214

A. All amounts received were reimbursed to Fundación Botín.

B. Director and member of the NC, RBSCC and ITC since 27 June 2024.

C. Member of board of directors since 27 June 2024

D. Stepped down as director on 27 June 2024.

E. Stepped down as director on 22 March 2024.

F. Other remuneration includes for Luis Isasi EUR 1,000 thousand for his role as non-executive Chair of the Santander España business unit and for attending its board and committee meetings. For José Antonio Álvarez, this amount includes remuneration as strategic advisor of Grupo Santander, life and health insurance contributions (EUR 678 thousand) and part of the former supplement for having waived the death and disability policy (EUR 12 thousand).

The total amounts that the directors vested for performing supervisory and collective decision-making duties at Banco Santander, in addition to those that the Group's executive directors, Ana Botín and Héctor Grisi, vested, amounted to 29,462 thousand euros in 2025. This is a different amount to the 41,315 thousand euros reported in [section C.1.c\) of 'Statistical information on corporate governance required by the CNMV'](#) for two reasons:

- The difference in the criterion used to prepare the information relating to **executive directors' variable remuneration**, as explained above.

- The additional inclusion in the statistical information table of **remuneration data for non-executive directors in other Group companies** (EUR 972 thousand).

The following table provides each executive director's salary contingent on multi-year targets. It is only paid if they remain active in the group, malus clauses do not apply and set multi-year targets are achieved (as depending on their achievement, the amounts will be increased (limited to 125%), reduced, or even be zero, if the related minimum thresholds are not achieved):

Total deferred variable remuneration linked to long-term objectives (fair value)

	EUR thousand ^A	
	2025	2024
Ana Botín	2,804	2,332
Héctor Grisi	1,938	1,611
Total	4,742	3,943

A. Fair value of the maximum amount receivable over a total of 3 years (2029, 2030 and 2031), which was estimated when the plan was granted, based on several scenarios relating to variables in the plan during the measurement periods. The face value of the three aforementioned deferred amounts is EUR 6,774 thousand for 2025 (EUR 4,006 thousand for Ana Botín and EUR 2,768 thousand for Héctor Grisi).

H. Ratio of variable to fixed pay components in 2025

At the 2025 AGM, shareholders approved a maximum ratio of 200% of variable to fixed components in executive directors' pay.

The ratio of variable components to fixed components for each executive director's total pay in 2025 is 197% for Ana Botín and 150% for Hector Grisi (175% and 147% respectively for 2024).

For these purposes:

- Variable components include all items of this nature, such as any contributions to the pension scheme calculated on directors' variable pay.
- Fixed components consist of the other items each director receives for executive duties, including contributions to pension schemes calculated on the basis of fixed remuneration and other benefits, as well as all Bylaw-stipulated emoluments that the director is entitled to receive in his or her capacity as such.

I. How we include sustainability metrics in 2025 variable incentive scheme

Banco Santander's current remuneration policy is designed to align executive pay with our strategic goals, including long-term sustainability. The policy incorporates mechanisms that link variable remuneration to the achievement of financial, sustainability, and value creation objectives. These objectives are specific, measurable, and aligned with the bank's interests, encompassing environmental, social, and governance (sustainability) factors.

Sustainability metrics are included in the two different incentive schemes, the short-term incentive and the long-term incentive. Both structures are in place to reward performance and promote a balance between immediate results and sustainable growth over time.

1. Short-term incentive (measured by the Bonus pool result):

- Variable pay calculated against annual quantitative metrics and a qualitative assessment based on objective factors, while also considering individual performance. We consider sustainability accomplishments in the qualitative assessment, with a weight of +/- 5%.
- Our top 248 Groups' executives (including the Executive Chair and CEO), as well as employees of the global Corporate Centre

and global corporate centres of our subsidiaries, are subject to this general Bonus pool framework and their respective local adaptations.

- The proposed parameters for sustainability performance reviews aim to reward progress both in key metrics and in embedding sustainability in management. For the 2025 award, the sustainability component of the qualitative assessment considered the following sustainability-related accomplishments vs. the targets budgeted for the year: progress with inclusive culture; financial inclusion and financial health and community support; sustainable business volume and supporting transition; and governance and data.

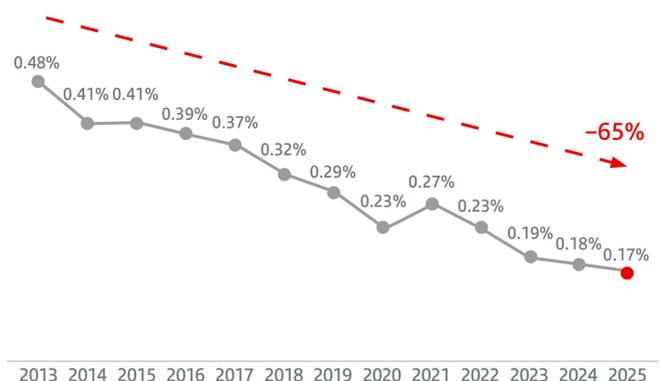
2. Long-term incentive:

- A portion of variable compensation (40% for executive directors), which is deferred and earned based on the achievement of pre-determined multi-year goals, including sustainability metrics (for the 2025 award, 20% of total multi-year goals). These metrics are progress with inclusive culture, financial inclusion, socially responsible investment and supporting our customers' transition through sustainable finance, and the progress on transition plan (for more details, please see section 6.3.B iv) 'Multi-year targets linked to the payment of deferred amounts in 2029, 2030 and 2031'.
- In 2025, a total of 38 Groups' executives (the highest-ranking positions within the organisation) have their long-term incentive linked to these metrics, including the Executive Chair and CEO.

J. Comparative analysis of directors' remuneration, company performance and average remuneration of employees

This chart summarizes directors' compensation (short-term remuneration, deferred variable remuneration and/or deferred variable remuneration linked to multi-year targets included, excluding pension contributions) for executive duties in relation to underlying attributable profit as evidenced below. The weight of executive directors' remuneration relative to underlying attributable profit continues to decline since 2013.

Ratio of executive directors' total remuneration to underlying attributable profit



The following chart shows the comparative analysis between the directors' remuneration, the company performance (underlying profit attributable to the Group, audited profit before taxes and ordinary ROTE) and the average remuneration of Santander employees (other than directors and in a full time equivalent basis) in the last 5 years:

Directors' remuneration¹ (EUR thousand)

	2025	% var. 25/24	2024	% var. 24/23	2023	% var. 23/22	2022	% var. 22/21	2021
• Executive Directors									
Ana Botín	11,977	(1)%	12,127	5%	11,544	5%	11,001	(4)%	11,435
Héctor Grisi	9,489	4%	9,137	11%	8,257	—	—	—	—
• Non-Executive Directors²									
José Antonio Álvarez	2,887	(22)%	3,698	4%	3,553	(61)%	9,086	(1)%	9,160
Glenn Hutchins	700	—%	700	88%	372	—	10	—	—
Homaira Akbari	284	—%	285	8%	265	9%	244	(2)%	248
Javier Botín ^A	137	(5)%	144	5%	137	6%	129	—	129
Sol Daurella	314	7%	292	17%	249	8%	230	(4)%	239
Henrique de Castro	283	(6)%	300	6%	284	9%	261	(2)%	267
Gina Díez	222	(1)%	225	7%	211	23%	172	32%	130
Luis Isasi ^B	1,423	(1)%	1,440	2%	1,417	—	1,412	—	1,406
Belén Romana	581	(3)%	599	5%	572	4%	549	3%	533
Pamela Walkden	383	1%	381	12%	341	6%	323	7%	303
Germán de la Fuente	344	2%	338	25%	271	—	137	—	—
Carlos Barrabés ^C	259	102%	128	—	—	—	—	—	—
Antonio Weiss ^D	180	150%	72	—	—	—	—	—	—
Bruce Carnegie-Brown ^E	—	—	78	(86)%	576	(18)%	700	—	700
Ramiro Mato ^F	—	—	271	(48)%	518	4%	500	—	499
Company's performance									
Underlying profit attributable to the Group (EUR mn)	14,101	12%	12,574	14%	11,076	15%	9,605	11%	8,654
Consolidated results of the Group ³ (EUR mn)	20,867	10%	19,027	16%	16,459	8%	15,250	5%	14,547
Ordinary RoTE	17.07%	5%	16.27%	8%	15.06%	13%	13.37%	5%	12.73%
Employees' average remuneration⁴ (EUR thousand)	62	1%	61	5%	58	3%	56	1%	56
Employees' average remuneration in Spain⁵ (EUR thousand)	77	3%	75	3%	73	6%	68	10%	62
Annual increase of employees' average remuneration in Spain on a like for like basis	—	6%	—	—	—	—	—	—	—

1. Deferred variable remuneration linked to long-term objectives is not included.

2. Non-executive directors' remuneration fluctuations are caused by joining or leaving the board of directors and the difference in the amount of meetings they assist during the year. Hence there is no correlation between their remuneration and the company performance.

3. Group operating profit/(loss) before tax.

4. Group's employee average remuneration includes all concepts, including other remuneration. Normally the increases or decreases in remuneration are greater for the executive directors, depending on the results of the entity, because the percentage of variable remuneration over fixed remuneration in an average employee is lower than that of the executive directors. Variable remuneration data accrued in the current year, both for employees and executive directors. Evolutive data also impacted by exchange rate performance in the group's geographies. Full time equivalent data considered.

5. Total employees in Spain geography. Fixed remuneration + effective bonus received in the year. Not all concepts are included. Not impacted by exchange rates.

A. All amounts received were reimbursed to Fundación Botín.

B. Includes EUR 1,000 thousand for his role as non-executive Chair of the Santander España business unit and for attending its board and committee meetings.

C. Director and member of the NC, RBSCC and ITC since 27 June 2024.

D. Member of board of directors since 27 June 2024.

E. Stepped down as director on 22 March 2024.

F. Stepped down as director on 27 June 2024.

K. Performance of the long-term metrics under the 2022 plan (2022-2024)

In 2025, the board of directors, at the remuneration committee's recommendation, approved the level of performance of the long-term metrics for the seventh cycle of the deferred multi-year objectives variable remuneration plan (2022). The table below details each metric and its result at the close of period.

Metric	Target	Result	Coefficient	Weight	Weighted coefficient	
RoTE in 2024 (%)	≥15% - Coefficient 1.5 ≥12% but <15% - Coefficient 0 - 1.5 <12% - Coefficient 0	16.3%	150%	40%	60.0%	
Relative Total Shareholder Return in 2022-2024 within a peer group	Percentile 100 - Coefficient 1.5 Percentile 75 - 100 - Coefficient 1 - 1.5 Percentile 40 - 75 - Coefficient 0.5 - 1 Below percentile 40 - Coefficient 0	Percentile 67	83%	40%	33.2%	
Sustainability metrics	a) % women in senior leadership positions in 2024 ≥ 30.5% - Coef. 1.25 ≥ 30% but < 30.5% - Coef. 1 - 1.25 ≥ 28% but < 30% - Coef. 0 - 1 < 28% - Coef. 0	31.2%	125%	1/5	25%	
	b) Number of financially empowered people between 2019 and 2024 (mn) ≥ 14 - Coef. 1.25 ≥ 13 but < 14 - Coef. 1 - 1.25 ≥ 9 but < 13 - Coef. 0 - 1 < 9 - Coef. 0	16.1	125%	1/5	25%	
	c) Green finance raised and facilitated target between 2019 and 2024 (bn) ≥ 170 - Coef. 1.25 ≥ 160 but < 170 - Coef. 1 - 1.25 ≥ 120 but < 160 - Coef. 0 - 1 < 120 - Coef. 0	177	125%	1/5	25%	
	d) Number of sectors with decarbonisation targets in 2024 ≥ 11 - Coef. 1.25 =10 - Coef. 1 ≥ 0 but < 10 - Coef. 0 - 1	5	50%	1/5	10%	
	e) % of emission intensity reduction of our power generation portfolio in 2024 (versus 2019) ≥ 18.75% - Coef. 1.25 ≥ 15% but < 18.75% - Coef. 1 - 1.25 ≥ 0% but < 15% - Coef. 0 - 1	48%	125%	1/5	25%	
	Total a + b + c + d + e					110%
			Sustainability	110%	20%	22%
Total level of achievement 2022 Plan					115.2%	

L. Summary of link between risk, performance and remuneration

Banco Santander's remuneration policy and its application in 2025 have promoted sound and effective risk management, at the same time as supported the fulfilment of long-term business objectives. The key elements of the remuneration policy for executive directors making alignment between risk, performance and reward in 2025 were as follows:

Key words	Aspect aligning risk, performance and remuneration
Metrics balance	The balance of quantitative metrics and qualitative assessments, including customer, risk, capital and profitability in relation to risk, used to determine the executive directors' variable remuneration.
Financial thresholds	The adjustment to variable remuneration if certain financial thresholds are not reached, which may limit the variable remuneration to 50% of the previous year's amount or lead to it not being awarded at all.
Long-term objectives	The long-term objectives linked to the last three portions of the deferred variable remuneration. These objectives are directly associated with return to shareholders relative to a peer group, RoTE and the targets linked to our sustainability agenda.
Individual performance	The discretion of the board to consider the performance of each executive director in the award of their individual variable remuneration.
Variable remuneration cap	200% of fixed remuneration.
Control functions involvement	The work undertaken by the human resources committee aided by senior managers leading Control functions in relation to the analysis of quantitative metrics information and undertaking qualitative analysis.
Malus and clawback	Malus can be applied to unvested deferred pay and clawback can be applied to vested or paid compensation under the conditions dictated by the Group's remuneration policy.
Shareholding policy	We have demanding executive stock ownership requirements whereby they have the obligation to hold an amount of Santander shares of at least twice their annual salary, thus reducing the incentive for short-term risk taking.
Payment in instruments	At least 60% of variable pay is in instruments and subject to retention or prohibition from exercise of at least one year from their delivery.

6.4 Directors' remuneration policy for 2026, 2027 and 2028

Remuneration policy principles and remuneration system

A. Directors' remuneration in their capacity as such

Director's remuneration is regulated by article 58 of Banco Santander's Bylaws and article 33 of the Rules and regulations of the board of directors. For 2026, 2027 and 2028, no changes to the principles and composition of directors' remuneration for supervisory and collective decision-making duties are planned with respect of those in 2025. They are described in sections [6.1 'Principles of the remuneration policy'](#) and [6.2 'Remuneration of directors for supervisory and collective decision-making duties: policy applied in 2025'](#).

B. Executive directors' remuneration

Executive directors are entitled to be paid the remuneration (e.g., salaries, incentives, bonuses, severance payments for early termination from such duties, and amounts to be paid by Banco Santander for insurance premiums or contributions to savings schemes) deemed appropriate for performing executive functions following a proposal from the remunerations committee and by resolution of the board of directors, subject to the limits set by law.

Principle of equal pay for equal work and equal employment conditions for Santander executives and employees

Santander applies the equal pay principle included in the Corporate remuneration policy of Grupo Santander for executive directors and employees alike, which forbids any type of differential treatment that is not exclusively based on an assessment of performance

results and corporate behaviours, and promotes equal pay for men and women.

Furthermore, our remuneration framework rewards Santander employees for their contribution based on such common principles as:

- **Meritocracy:** Non-discrimination based on sex, age, culture, religion or ethnicity.
- **Consistency:** Remuneration consistent with the level of responsibility, leadership and performance within the Group, to promote retention of key professionals and attract the best talent.
- **Sustainability:** A remuneration framework that is sustainable in terms of associated costs, cost control, and related objectives (as described in the policy) that ensure variable remuneration is commensurate with the Group's performance, disincentivize short termism and promote long-term sustainability. The remuneration scheme for the 1,336 Corporate Identified Staff also includes deferrals of up to 60% of their variable remuneration, payment of 50% of their variable remuneration in instruments (subject to one-year retention) and malus and clawback clauses.

Also, performance objectives for annual variable remuneration have included since 2020 sustainability components. From 2022, with the purpose of increasing focus on the Group's sustainability agenda and highlight this matter as a core long-term strategy, sustainability metrics are included (described in the next section) for the last deferred variable remuneration payments.

- **Social responsibility:** Employees' pay cannot be lower than the legal minimum wage or the living wage in the country where they work. Additionally, in order to give our social responsibility prominence in remuneration, the Group's responsible banking objectives for employee remuneration include the people financially included metric.
- **Performance-based pay:** Variable remuneration is subject to the achievement of (i) annual objectives (set out in section 6.4.B.ii.B), which reflect customer and profitability strategy, promote proper risk management and cost-effective capital allocation, and discourage short-term management focus; and (ii) long-term objectives (see section 6.4.B.ii.B), which support a sustainable balance sheet, shareholder return, the Group's profitability and sustainability of the Group's activities and the way they are carried out.

Also, as detailed at the beginning of section [6.3 'Remuneration of directors for executive duties'](#), Banco Santander conducts an annual comparative review of executive directors' and top management remuneration. The analysis group in 2026 consists of BBVA, BNP Paribas, Citi, Crédit Agricole, HSBC, ING, Itaú, Scotiabank and Unicredit, based on their market capitalization, global scale, brand recognition, geographical diversification, business model and regulatory framework. The incorporation of US and Brazilian banks is justified by the strong presence of Banco Santander in those countries, where Santander is listed (the New York Stock Exchange and Brazilian Stock Exchange of São Paulo).

Our findings show that Banco Santander does not apply any remuneration elements to its executive directors that deviate from common market practice.

C. Key changes to the 2026 remuneration policy

Banco Santander continued to engage with shareholders and proxy advisors throughout 2025. In this context, investors broadly viewed the amendments to the 2025 remuneration policy as positive and didn't raise the need for additional amendments to the key elements we addressed last year. Thus, the proposed remuneration policy for 2026 centres on further aligning the remuneration framework with the strategic priorities that we presented at the 2026 Investor Day. The Group reviewed the structures of both short and long-term incentives and their associated metrics and weightings to make sure that they properly promote the execution of our strategy and sustainable, long-term shareholder value.

Moreover, and as investor feedback suggests, Banco Santander has made further progress in simplifying the quantitative and qualitative components of the bonus scorecard to increase clarity and understanding.

According to the board, this approach translates into a stable, transparent remuneration framework that aligns well with the new strategy, reinforces pay-for-performance principles, supports long-term performance, and continues to match shareholders' expectations.

Directors' remuneration for 2026

A. Directors' remuneration in their capacity as such

In 2026, directors, in their capacity as such, will receive remuneration for supervisory and collective decision-making duties for a total of up to EUR 6 million (amount that has not been updated since 2012 and was last approved by the 2025 AGM). It consists of:

- annual allocation, and
- attendance fees.

For 2026, the board of directors, on the remuneration committee's recommendation, approved a 5% increase (in respect of 2025) to the annual allotments for the board (Chair and members) and its committees (including the executive committee), as well as to the amount allocated to the role of Lead Independent Director and non-executive Vice Chair and to attendance fees. This increase is below the average remuneration increase of the Grupo Santander's staff in Spain in 2025 vs. 2024 on a like for like basis, which is 6%, and has been approved in accordance with the most recent market benchmarking analysis we conducted alongside an independent expert. The analysis confirmed a broadly competitive positioning, while indicating room to increase remuneration to further strengthen market alignment.

The specific amounts and the form of payment are determined by the board of directors in the manner described in the respective [6.2 'Remuneration of directors for supervisory and collective decision-making duties: policy applied in 2025'](#) section of the Annual report, based on the objective circumstances of each director.

Additionally, as indicated in the description of the director remuneration system, Banco Santander will pay its directors' the corresponding civil liability insurance premium in 2026. The related policy is common to all executives and was taken out under usual market condition, proportionate to Banco Santander's situation.

B. Executive directors' remuneration for the performance of executive duties

This section provides further details concerning the decisions made by the remuneration committee and board of directors in respect of 2026 executive director's compensation for their executive duties, including firmwide performance highlights under their leadership and context for the upcoming cycle:

- **Record results and full delivery of 2025 Investor Day commitments:** 2025 attributable profit of EUR 14,101 million in 2025, a record for the fourth consecutive year, driven by significant revenue growth across global businesses and larger customer base. Under our executive directors' leadership, Group has delivered on all financial and strategic commitments established for 2025 at the previous Investor Day.
- **This sustained financial performance translated into significant shareholder value creation:** total shareholder return (absolute and relative vs. our peer Group) for the period 2025 was of +132% (the best among our group of peers) and +60% respectively, positioning Banco Santander as the largest bank by market capitalization in the Eurozone. Share price performance and market re-rating reflect market confidence in the Grupo Santander's strategy, execution and leadership.

- **Inorganic Strategy:** outstanding execution of the Group's inorganic strategy, exemplified by the sale of Santander Poland and the acquisitions (subject to obtaining the relevant regulatory and corporate approvals) of TSB in UK and Webster in US. These transactions demonstrate disciplined capital allocation, reinforce Santander's leadership in key markets, and clearly reflect Executive Director's ability to reshape the Group's portfolio to enhance profitability and shareholder value.
- **Ambitious targets for the new strategic cycle:** following completion of the 2025 cycle, the 2026 Investor Day set ambitious financial and strategic objectives through 2028. Delivering this next phase will require sustained execution, continued transformation and disciplined capital allocation in an evolving macroeconomic and competitive environment.
- **Evolving international footprint & compensation competitive positioning:** Banco Santander's earnings profile is increasingly international, with a significant proportion of revenues generated in the Americas. While the current peer group reflects Santander's diversified presence, the strengthening of its position in the Americas with the acquisition of Webster reinforces the importance of maintaining appropriate compensation competitive positioning to support leadership stability and sustained performance in the next strategic cycle.

In light of this sustained outperformance, consistent delivery across the completed strategic cycle and the expanded scope and complexity of the next phase, the board of directors, on the remuneration committee's recommendation, determined that a measured increase of + 5% to their gross annual salaries and target bonuses for 2026 was appropriate (this is below the average remuneration increase of the Grupo Santander's staff in Spain in 2025 vs. 2024 on a like for like basis, which is +6%).

i) Fixed remuneration components

A) Gross annual salary

As a result of the aforementioned proposal of increase, the annual salaries for 2026 amount to EUR 3,607 thousand for Ana Botín and EUR 3,308 thousand for Héctor Grisi.

Likewise, their gross annual salary amounts may increase owing to adjustments made to the fixed remuneration mix based on the criteria approved by the remuneration committee, provided this does not entail any cost increase for Banco Santander.

B) Other fixed remuneration components

- **Benefit systems:** defined contribution schemes as set out in section 'Benefit schemes'⁶. And regarding fixed pension contribution (22% of gross annual salary), for 2026 will amount to EUR 793 thousand for Ana Botín and EUR 728 thousand for Héctor Grisi.
- Furthermore, with regard to the supplement to the Executive Chair's fixed remuneration amounting to EUR 525 thousand per year, which was established in 2018 in connection with the elimination of her supplementary death and disability pension schemes and which she received until October 2025, the policy provides for the maintenance of this amount in order to prevent any unintended reduction in the Executive Chair's remuneration. This supplement shall be excluded from the calculation of contributions to the pension scheme in which the Executive Chair

participates and from any other remuneration items linked to her fixed remuneration.

- **Social welfare benefits:** executive directors will also receive social welfare benefits such as life insurance premiums, travel grants, medical insurance and the allocation of remuneration to employee loans, in accordance with Banco Santander's general policy for senior management, and in the same terms as the rest of employees.
- Likewise, Banco Santander makes available to directors the human and material means required or considered appropriate for carrying out their duties (including any travel required for the exercise of their role). Any eventual private use of these means by the executive directors is duly paid by them under the similar terms and conditions that would be applied to third independent party under the supervision of the audit committee. This information can also be found under the 'Benefit plans' section.

ii) Variable remuneration components

The board approved the policy on executive directors' variable remuneration for 2026 on the remuneration committee's recommendation, based on the remuneration policy principles described at the beginning of this section [6.4 'Directors' remuneration policy for 2026, 2027 and 2028'](#).

Executive directors' variable remuneration consists of a single incentive scheme, linked to the achievement of short-and long-term objectives which constitutes the eleventh cycle of the deferred multiyear objectives variable remuneration plan. This incentive shall be governed by the provisions set forth in this policy and, in all matters not regulated herein, to the rules established by the board of directors in the regulations governing the incentive, as well as in the respective contracts and such supplementary documentation as may be necessary or appropriate. It is structured as follows:

- The final amount of variable remuneration will be set at the start of the following year (2027) based on the target bonus amount and subject to compliance with the annual objectives described under section B) below.
- 40% of the incentive will be paid immediately once the final amount has been set, and 60% will be deferred and paid out over five years and subject to long-term metrics:
 - The amount deferred over the first two years (20% of the total) will be paid in 2028 and 2029 on the condition that no malus clauses described under section 6.3 B v) are triggered.
 - The amount deferred over the next three years (40% of the total) will be paid in 2030, 2031 and 2032, on the condition that no malus clauses are triggered and long-term targets – described in section D) Deferred incentive subject to long-term performance objectives– are met.

The Group can clawback incentives already paid in the cases and during the term set out in its malus and clawback policy, described under section 6.3. B) v).

Exceptionally, when a new executive director joins Banco Santander, his/her variable pay may include a sign-on bonus and/or buyouts.

⁶ As indicated in the next section, executive directors contribution to the benefit systems includes both fixed and variable components

Variable components in executive directors' total remuneration for 2026 cannot exceed the limit of 200% of fixed components submitted for approval to the 2026 AGM. However, under EU regulations on remuneration, certain variable components can be excluded.

The proportion of fixed and variable remuneration elements of Banco Santander executive directors is due to the European regulation set out in the CRD V directive. In this sense, the setting of higher fixed amounts than other executive directors of non-EU banks within our peer group is due precisely to the non-requirement of this limit 2:1 of variable/fixed components for non-EU banks.

A. Target bonus

Variable remuneration for executive directors in 2026 will be set, at the beginning of 2027, based on bonus pool results versus items detailed in the scorecard herein, their individual target bonus and the achievement of their individual objectives.

As a result of the aforementioned proposal of increase, the target bonuses for 2026 amount to EUR 6,701 thousand for Ana Botín and EUR 4,631 thousand for Héctor Grisi.

B. Setting of final variable remuneration based on yearly results

During 2025, the board of directors, upon proposal of the remuneration committee, approved an update to the bonus framework applicable from 2026 onwards.

The revised framework enhances alignment with the Group's Investor Day targets and further advances the simplification of the scorecard.

Under this updated framework, executive directors' variable remuneration for 2026 will be based on performance against the following components:

1. A set of **quantitative metrics**, structured around three strategic categories (business transformation - the first two ones-, capital and sustainable profitability) with the following weightings:
 - i. **Active customers (growth): 20%**. Active customers allow sustainable growth and it is a clearest indicator of franchise vitality and competitive relevance. This metric measures quality growth instead of volume expansion and also ensures that short-term incentive does not encourage purely financial optimisation at the expense of commercial momentum. Active customers imply:
 1. Revenue durability and recurring income.
 2. Higher product penetration.
 3. Deposit stability and funding strength.
 4. Long-term earnings growth potential.
 - ii. **Cost metric: 20%**. Cost evolution directly measures management's ability to deliver operational discipline and execute transformation. In a structurally competitive and regulated industry:
 1. Efficiency is a structural advantage.
 2. Scale must translate into productivity gains.
 3. Digitalisation and simplification must convert into measurable savings.

iii. **Capital generation (CET1): 25%**. Capital generation is aligned with investor priorities and capital reality, and has become one of the most scrutinised metrics by investors. In the short term incentive of the scorecard, capital:

1. Aligns management directly with shareholder expectations.
2. Reinforces prudent risk management.
3. Signals credibility in delivering shareholder distributions.

iv. **RoTE metric: 35%**. RoTE remains the most comprehensive metric of profitability within the industry, and ensures that:

1. Growth translates into returns.
2. Capital strength is not achieved at the expense of profitability.
3. Cost discipline feeds directly into shareholder value.

2. A **qualitative assessment**, streamlined from four to two components:

- i. **Risk and Compliance**, with an increased weighting of +/-15%, reinforcing alignment with prudent risk management and regulatory expectations and incorporating relevant E&S risk management indicators.
- ii. **Relative performance versus peers**, maintained at +/-10%, providing an external performance benchmark to support bonus calibration in a competitive market environment.

As part of the simplification of variable remuneration framework, sustainability no longer features as a standalone qualitative component but, in addition to the incorporation of E&S risk management indicators in the risk and compliance qualitative assessment, sustainability-related objectives will continue to be reflected within the long-term incentive framework, consistent with their multi-year time horizon. In addition, from 2026 onwards, the long-term metrics (including these sustainability-related objectives) will apply to a broader population of approximately 250 senior executives across the Group (compared to the Top 38 executives in 2025), further strengthening alignment across senior leadership.

3. An **exceptional adjustment** that must be duly supported and may involve changes owing to control and/or risk deficiencies, negative assessments from supervisors or unexpected material events.



Accordingly, the proposed **quantitative metrics** and weightings are:

Category	Metrics ^A	Weighting
Transformation: Weight: 40%	Active customers (growth)	20%
	Costs	20%
Capital Weight: 25%	Capital generation	25%
Sustainable profitability Weight: 35%	RoTE	35%

A. For this purpose, these metrics may be adjusted upwards or downwards by the board, following a proposal from the remuneration committee, when inorganic transactions, material changes to the Group's composition or size or other extraordinary circumstances (such as impairments, extraordinary impacts of macroeconomic environment, regulatory changes or restructuring processes) have occurred which affect the suitability of the metric and achievement scale established in each case and resulting in an impact not related to the performance of the executive directors and executives being evaluated.

And finally, to the result obtained above, we add or subtract the **qualitative assessment** according to this table:

Qualitative assessment	Weight
Bench vs. peers	+/-10%
Risk and Compliance	+/-15%

Lastly, as additional conditions for determining the incentive, the following circumstances must be confirmed to set variable pay:

- If the Group's ONP for 2026 were 50% less than in 2025, variable pay would in no case exceed 50% of the benchmark incentive for 2026.
- If the Group's ONP were negative, the incentive would be zero.

When setting individual bonuses, the board will also consider restrictions to the dividend policy imposed by supervisors.

C) Forms of payment of the incentive

To strengthen a strategic line that is key to Banco Santander's future, and with the aim of providing a strong alignment with PagoNxt's success, the Executive Chair and the CEO will continue to receive RSU of PagoNxt.

The RSU substitute part of their variable pay instruments in Banco Santander shares without increasing their total pay and will not represent more than 10% of their variable pay.

Specifically, as regards 2026, Ana Botín would receive the equivalent of EUR 500 thousand in RSU, and Héctor Grisi would receive the equivalent of EUR 420 thousand in RSU, in accordance with PagoNxt's long term incentive plan. Each RSU would grant the right to a share in PagoNxt or the holding entity of its group (or its equivalent in cash) at the moment when, according to such plan, a

liquidity event, a repurchase or a liquidation of such instruments takes place.

This plan is subject to the same principles of risk alignment, variable remuneration caps, deferrals and malus and clawback as the incentive which applies to executive directors described herein, but with payment being done in PagoNxt instruments.

Therefore, the variable remuneration of executive directors will be paid 60% in instruments, split as:

- the amount of PagoNxt RSU set for each year (which cannot exceed 10% of their variable pay); and
- the rest, all in shares of Banco Santander.

One portion will be paid in 2027 and the other will be deferred for five years and contingent on long-term metrics:

- 40% of variable remuneration is paid in 2027 net of tax, with 50% in cash and 50% in instruments.
- 60% paid, if applicable, in five parts in 2028, 2029, 2030, 2031 and 2032 (net of tax), in instruments, under the conditions stipulated section E) below, according to the following annual distribution:

	2028	2029	2030	2031	2032
% Variable remuneration	10%	10%	13.33%	13.33 %	13.33 %
In cash	5%	5%	3.33%	3.33 %	3.33 %
In instruments	5%	5%	10%	10%	10%

This distribution will likewise be followed for the payments to be made in the corresponding years under the tenth cycle of the deferred multiyear objectives variable remuneration plan.

The final three payments, weighting 40%, will also be subject to long-term objectives described in section D) below.

Shares shall be subject to a three-years retention period, unless the executive directors already hold shares for an amount equivalent to 200% of their fix annual remuneration -in which case the regulatory one year retention period will apply.

D) Deferred variable pay subject to long-term objectives

The remuneration committee proposed to maintain the current long-term performance metrics and weightings for the 2026-2028 performance cycle, as they remain fully aligned with the Group's commitments presented at Investor Day. The framework continues to prioritise long-term shareholder returns, profitability in the long-term as well as the sustainability of the balance sheet and its activities and how we carry them out.

From 2026 onwards, the long-term metrics will apply to a broader population of approximately 250 senior executives across the Group, including executive directors, compared to the Top 38 executives in 2025. This extension reinforces alignment across senior leadership with the Group's long-term strategic and financial objectives.

Accordingly, the long-term performance metrics and weightings will continue to be:

- Relative performance of Banco Santander's TSR, with a weighting of 50% of the total (unchanged from 2025, when the weighting was increased to reinforce alignment with shareholder returns).
- RoTE with a weighting of 30%, as a measure of sustainable long-term value creation.
- Sustainability metrics, with a weighting of 20% of the total.

Thus, the amounts deferred in 2030, 2031 and 2032 will be paid on the condition that the group achieves these long-term targets for 2026-2028, in addition to the terms described in section B). The long-term specific targets and coefficients are:

A. Relative performance of Banco Santander's TSR in 2026-2028 in respect of the weighted TSR of a peer group comprising 9 credit institutions, with the appropriate TSR ratio based on the group's TSR among its peers.

Ranking of Santander TSR	'TSR Ratio'
The 100 th percentile	1.5
Between the 75 th and 100 th percentiles (not inclusive)	1 - 1.5 ^A
Between the 50 th and 75 th percentiles (not inclusive)	0.5 - 1 ^A
Less than the 50 th percentile	0

A. Proportional increase in TSR coefficient within this bracket of the scale according to the number of positions moved up in the ranking.

TSR⁷ measures the return on shareholders' investment. It is the sum of the change in share price plus dividends and other similar items shareholders can receive during the period.

The peer group comprises BBVA, BNP Paribas, Citi, Credit Agricole, HSBC, ING, Itaú, Scotiabank and Unicredit.

B. Banco Santander's consolidated RoTE target in 2028. The RoTE ratio for this target is obtained as follows:

RoTE in 2028 (%)	'RoTE Ratio'
≥ 22%	1.5
≥ 18% but <22%	0 - 1.5 ^A
< 18%	0

A. Straight-line increase in RoTE coefficient within this bracket of the scale based on the specific percentage of RoTE in 2028.

C. Sustainability metrics.

The sustainability metrics are designed to support delivery of the Group's sustainability goals, while contributing to a simplified and focused long-term incentive structure.

More specifically, for the 2026 incentive, the sustainability portion of the long-term incentive will be determined based on performance in the following metrics and targets, which together determine the final payout of 20% of the portion of variable compensation tied to multi-year goals. Actions lines and associated targets are described below⁸:

1. Women in executive positions by 2028:

In those geographies where regulation or governmental policy does not support establishing specific inclusivity objectives, there will not be specific goals tied to incentive compensation and will not be included in the methodology or formula that determines an element of the total executive payout. In those instances, and to the extent permissible, they will be assessed with other Group's initiatives, factors or projects as aspirational goals that can be a factor considered in making compensation decisions.

Women in executive positions ^B (%)	Coefficient
≥ 39.4%	1.25
≥ 38.8% but < 39.4%	1 - 1.25 ^A
≥ 37.8% but < 38.8%	0 - 1 ^A
< 37.8%	0

A. Increase of the coefficient is proportional to its position on this line of the scale.
B. Executive positions make up 15% of the total workforce.

2. Average annual total number of people that received financial inclusion support in the period 2026 and 2028:

Financial inclusion ^B (millions of people)	Coefficient
≥ 6,5	1.25
≥ 5 but < 6,5	1 - 1.25 ^A
≥ 3.5 but < 5	0 - 1 ^A
< 3.5	0

A. Increase of the coefficient is proportional to its position on this line of the scale.
B. Average annual total number of people unbanked, underbanked, in financial distress or with difficulty to access credit to whom we provide tailored access and finance solutions, aiming to meet local financial inclusion needs in a recurrent, comprehensive, affordable and effective way.
Financial Inclusion thresholds have shifted from accumulative to annual average because it reflects better the performance of these programs.

3. Sustainable business. This goal includes how we support our customers' business through sustainable finance:

Finance raised and facilitated ^B between 2026 and 2028 (EUR bn)	Coefficient
≥ 240	1.25
≥ 192 but < 240	1 - 1.25 ^A
≥ 140 but < 192	0 - 1 ^A
< 140	0

A. Increase of the coefficient is proportional to its position on this line of the scale.
B. Grupo Santander's contribution to our customers' sustainable business: ClB green finance raised and facilitated and Retail & Commercial sustainable finance and Digital Consumer Bank green finance.

Each sustainability goal has a different weighting:

1. Women in executive positions: 20%
2. Financial inclusion: 20%
3. Sustainable business: 60%

$$C = (20\% \text{ Goal 1} + 20\% \text{ Goal 2} + 60\% \text{ Goal 3})$$

⁷TSR refers to the difference (%) between the final and initial values of capital invested in ordinary shares of Banco Santander. The final value is calculated based on the dividends or other similar concepts (such as the Santander Scrip Dividend programme) shareholders receive for this investment during the corresponding period -as if they had invested in more shares of the same type at the first date on which the dividend or similar concept was payable to shareholders- and the weighted average share price at that date. To calculate TSR, the weighted average daily volumes of the weighted average listing prices for the fifteen trading sessions prior to 1 January 2026 (exclusive) is considered (to calculate the initial value) and the fifteen trading sessions prior to 1 January 2029 (exclusive) (to calculate the final value).

⁸ There are thresholds that go beyond current targets, which should not be considered a revision of them, but a way to further motivate our management team, in order to progress beyond targets on sustainability main strategic lines.

Finally, the following formula will be used to set the annual amount of performance-based deferred variable remuneration in 2030, 2031 and 2032 ('final annuity'), without prejudice to any adjustment deriving from the application of the malus policy (see section 6.3 B v):

$$\text{Final annuity} = \text{Amt.} \times (5/10 \times A + 3/10 \times B + 2/10 \times C)$$

where:

- 'Amt.' is one third of variable remuneration deferred conditional on performance (i.e. Amt. will be 13.33% of the total incentive set in early 2027).
- 'A' is the TSR ratio calculated as the scale in the table above, according to the relative performance of Banco Santander's TSR within its peer group in 2026-2028.
- 'B' is the RoTE coefficient according to the scale in the table above, based on RoTE at year-end 2028.
- 'C' is the coefficient resulting from the sum of weighted coefficients for each of the three sustainability targets for 2028 (see section (c) above).
- In any event, if the result of $(5/10 \times A + 3/10 \times B + 2/10 \times C)$ is greater than 1.25, the multiplier will be 1.25.

And the maximum achievement ratio will also remain at 125% so executives have the incentive to exceed their targets; however, the maximum achievement ratio for effectively paid remuneration will not exceed the thresholds approved at the AGM.

Lastly, to verify compliance with these long-term objectives, the board, following a proposal from the remuneration committee, may adjust them to remove the effects of any regulatory change to its calculation rules or any extraordinary circumstances (such as impairments, corporate transactions, share buybacks or restructuring procedures) that have occurred which affect the suitability of the metrics and achievement scales established in each case and resulting in an impact not related to the performance of the executive directors and executives being evaluated.

E) Other terms of the incentive

Payment of the deferred amounts (including those linked to long-term targets) will occur only if they remain in the Group⁹ and none of the circumstances triggering malus clauses arise (as per the ex post adjustments (malus and clawback) section in the Group's remuneration policy) under terms similar to those indicated for 2025 (detailed in section 6.3 B v)). Furthermore, the Group can claw back paid incentives under the scenarios, period and terms and conditions set out in the remuneration policy, expanded in 2023 to adapt it to the new SEC regulation.

Malus and clawback adjustment provisions are triggered in the event of poor financial performance of the institution as a whole or of a specific division or area thereof or of the exposures from staff as a result of an executive(s)'s management of, at least, one of these factors:

- Significant failures in risk management by Banco Risk Santander, or by a business or risk control unit.
- An increase in capital requirements at the Banco Santander or one of its business units not Capital planned at the time that exposure was generated.
- Regulatory penalties or legal convictions for events that might be attributable to the unit or Regulation and staff responsible for them. In addition, failure to internal codes comply with Banco Santander's internal codes of conduct.
- Improper conduct, whether individual or collective. Negative effects deriving from the marketing of unsuitable products and the Conduct liability of persons or bodies making such decisions will be considered especially significant.

And the effect of inflation on the deferred amounts in cash may be offset.

The remuneration committee may propose to the board adjustments in variable remuneration under exceptional circumstances owing to internal or external factors, such as requirements, orders or recommendations issued by regulatory or supervisory bodies. Such adjustments will be described in detail in the report on the remuneration committee and the annual report on directors' remuneration put to a non-binding vote at the AGM.

F) Payments of variable remuneration in instruments

Pursuant to the remuneration policy in force, the maximum number of shares that may, where applicable, be delivered to each executive director under the eleventh cycle of the deferred multiyear objectives variable remuneration plan shall be determined by the board of directors on the basis of the average weighted daily volume of the average weighted listing prices of Santander shares during the thirty trading sessions prior to the Friday (exclusive) preceding the date of the board meeting at which the bonus for the executive directors for financial year 2026 is approved (the '**2027 Listing Price**').

It has been estimated that the maximum amount to be delivered in shares to the executive directors of Banco Santander amounts to EUR 14 million (the 'Maximum Amount Distributable in Shares for Executive Directors' or '**MADSED**'). The maximum number of Santander shares that may be delivered to the executive directors (the 'Limit on Shares for Executive Directors' or '**LSED**') will be determined by applying the following formula:

⁹When termination of the relationship with Banco Santander or another entity of the Santander Group is due to retirement, early retirement or pre-retirement of the executive director, for a termination judicially declared to be improper, unilateral separation for good cause by an employee (which includes, in any case, the situations set forth in section 10.3 of Royal Decree 1382/1985 of 1 August governing the special relationship of senior management, for the persons subject to these rules), permanent disability or death, or as a result of an employer other than Banco Santander ceasing to belong to the Santander Group, as well as in those cases of mandatory redundancy, the right to delivery of the shares and cash amounts that have been deferred, as well as, where appropriate, the amounts derived from the inflationary adjustment of the deferred amounts in cash, shall remain under the same conditions in force as if none of such circumstances had occurred. In the event of death, the right shall pass to the successors of the executive director. In cases of justified temporary leave due to temporary disability, suspension of the contract of employment due to maternity or paternity, or leave to care for children or a relative, there shall be no change in the rights of the executive director. If the executive director goes to another company of the Santander Group (including through international assignment and/or expatriation), there shall be no change in the rights thereof. If the relationship terminates by mutual agreement or because the executive director obtains a leave not referred to in any of the preceding paragraphs, the terms of the termination or temporary leave agreement shall apply. None of the above circumstances shall give the right to receive the deferred amount in advance except where necessary to comply with mandatory regulations or, where appropriate, to avoid a conflict of interest. If the executive director or the successors thereof maintain the right to receive deferred remuneration in cash and shares, as well as, where appropriate, the amounts derived from the inflationary adjustment of the deferred amounts in cash, such remuneration shall be delivered within the periods and upon the terms set forth in the Regulations of the plan.

LSED = MADSED / 2027 Listing price

Hedging transactions in respect of the value of Santander shares received during the retention and deferral periods are expressly prohibited. The sale of such shares during the year following their delivery is likewise prohibited. Additionally, the shares shall be subject to the shareholding policy described below under section 'iii) Shareholding'.

In any event, the final number of shares to be delivered to each executive director shall take into account the amount resulting from the application of the corresponding taxes (withholdings or payments on account) in accordance with the procedure established in the regulations governing the relevant cycle.

The shares to be delivered to the executive directors may be owned by the Banco Santander or any of its subsidiaries, may be newly issued shares, or may be obtained from third parties with whom agreements have been signed to ensure that the commitments made will be met.

G) Other provisions related to the eleventh cycle of the deferred multiyear objectives variable remuneration

The board of directors shall implement the eleventh cycle of the deferred multiyear objectives variable remuneration plan. For such purpose, and without prejudice to any other powers recognised within the scope of its authority, the board of directors may carry out the following actions, which, having been reduced as regards those existing for previous cycles, will only be applied where duly justified:

- a. To interpret, specify and develop, as necessary or appropriate, the terms of the cycle set forth in the policy and to approve the regulations and agreements through which the eleventh cycle is implemented, as well as the rest of cycles of the plan that remain in force.
- b. To approve and carry out such communications and take any action as may be necessary before public or private entities to better implement the cycle.
- c. To implement the cycle in its own terms and, for such purpose, to: (i) determine the number of shares to be received by each executive director, updating such number in the event of changes in the nominal value of the shares or transactions with an equivalent effect, so as to maintain the percentage they represent of the total share capital; (ii) compensate for any dilution effect affecting shares subject to deferred delivery (and not yet delivered) as a result of corporate transactions or shareholder distributions; (iii) extend the deferral period or the deferred amounts in order to adapt them to applicable legal or regulatory requirements; (iv) verify the achievement of the objectives established for the cycle, being allowed to rely on duly qualified third parties to verify the degree of achievement thereof; (v) determine the level of achievement of the objectives and, upon proposal of the remuneration committee and with due justification, adjust such level positively or negatively where (a) regulatory changes, inorganic transactions, material changes in the composition or size of the Group, or other duly justified extraordinary circumstances (such as impairments, legal changes, corporate transactions, share buyback programmes or restructurings) have occurred, and (b) such changes affect the suitability of the metric and achievement

scale established in each case or result in an impact unrelated to the performance of the executive directors assessed.

- d. To adapt the share delivery mechanisms (in all cases subject to the maximum amount approved and to the essential conditions upon which delivery depends), as well as those mechanisms implemented for the payment of taxes.
- e. Where duly justified (including where motivated by legal, regulatory or tax reasons, by criteria of competent authorities, or by inorganic transactions, similar events or extraordinary circumstances), upon proposal of the remuneration committee and, in any event, without altering the basic elements defined by the general shareholders' meeting or exceeding the limits approved thereby, the board may also adjust the provisions of the plan to the circumstances that may arise at any given time, including: (i) adapting the peer group where unforeseen changes or objective circumstances require modification of the comparison rules or of the peer group itself, and, where a mandatory regulation or administrative interpretation prevents the implementation of the cycle on the terms provided, making the necessary adjustments; and (ii) adapting the metrics and the associated achievement scales (including through the adjustment, removal or inclusion of metrics) in order to ensure better alignment of the plan with the objectives pursued thereby, as set forth in the policy.

The board of directors is also authorised to delegate (with the power of substitution when appropriate) to the executive committee or to any director with delegated powers those powers granted under this policy that are delegable, without prejudice to any powers of attorney that may exist or be granted in relation thereto, and to the role of the Group human resources committee in interpreting and implementing the foregoing provisions.

iii. Shareholdings

As described in section 6.3.E, in addition to the regulatory obligation not to sell shares they receive as remuneration for a year since from their award date, in order to comply with recommendation 62 of the Spain's Corporate Governance Code, the policy on shareholdings includes the obligation for executive directors not to sell the shares they receive as variable remuneration for a period of three years from their award date, unless the executive director already holds Banco Santander shares for an amount equivalent to twice his/her annual salary.

Directors' remuneration for 2027 and 2028

A. Directors' remuneration in their capacity as such

For 2027 and 2028, no changes to directors' remuneration are planned in respect of what is foreseen herein for 2026. However, shareholders at the 2027 or 2028 AGMs may approve an amount higher than the six million euros currently in force, or the board may approve an alternative allocation of that amount to directors in accordance with the criteria in article 58.2 of Banco Santander's Bylaws (i.e. duties and responsibilities; positions held on the board; membership and attendance at committee meetings; and other objective circumstances).

B. Directors' remuneration for the performance of executive duties

Executive directors' remuneration will conform to principles similar to those applied in 2026, with the following changes.

i) Fixed components of remuneration

A) Gross annual salary

Executive directors' annual gross fixed pay may be adjusted each year based on the criteria approved by the remuneration committee at any given time.

Otherwise, it must be disclosed in the report on the remuneration committee and the annual report on director's remuneration put to a non-binding vote at AGM.

B) Other fixed remuneration components

No changes planned in respect of the terms for 2026.

ii) Variable remuneration components

The policy on executive directors' variable remuneration for 2027 and 2028 will be based on the same principles as in 2026, following the same single-incentive scheme (by implementing a new cycle for each financial year under the deferred multiyear objectives variable remuneration plan), and subject to the same rules of operation and limitations.

A) Setting variable remuneration

Executive directors' variable remuneration for 2027 and 2028 will be set based on the corporate bonus pool and a benchmark approved for each year which takes into account:

- a set of short-term quantitative metrics measured against annual objectives and aligned with the Group's strategic plan. These metrics will also cover, at least, solvency and customers (the board of directors is entitled, upon proposal of the remuneration committee, to adjust the metrics as necessary to ensure that they reflect the Group's strategy). They can be measured at Group level and, where applicable, at division level, for a specific business division headed by an executive director. The results of each metric can be contrasted with the budget for the financial year, as well as with growth from the previous year.
- a qualitative assessment that cannot raise or lower the result of the quantitative metrics by more than 25%. It will be conducted for the same categories as the quantitative metrics, including relative performance against market and risk and compliance management.
- an exceptional adjustment that must be duly substantiated and may involve changes owing to control and/or risk shortfalls, negative assessments from supervisors or unexpected material events.

The quantitative metrics, the qualitative assessment and potential extraordinary adjustments will allow main objectives are considered from the perspective of the various stakeholders and that the importance of risk and capital management is factored in.

Once the corporate bonus pool is fixed according to the criteria above, the board of directors, further to a proposal from the remunerations committee, decides on the individual bonus, taking into consideration the level of achievement of their individual objectives, which in general terms coincide with the bonus pool metrics, their compliance with corporate values and risk culture.

Lastly, the following circumstances must be confirmed to set variable remuneration:

- If ONP (ordinary net profit, as described in section 6.3) does not reach a certain compliance threshold, the incentive cannot exceed 50% of the year's individual target bonus.

- If the group's ONP were negative, the incentive would be zero.
- When setting individual variable pay, the board will also consider restrictions to the dividend policy imposed by supervisors.

B) Forms of payment of the incentive

The variable remuneration of executive directors for 2027 and 2028, will be paid as follows:

- 40% in cash;
- and 60% in instruments, split as follows:
 - the amount of PagoNxt RSU set for each year (as described below); and
 - the rest, all in shares of Banco Santander.

It is also envisaged that for 2027 and 2028 Ana Botín would receive the equivalent of EUR 500 thousand in RSUs, and Héctor Gris would receive the equivalent of EUR 420 thousand in RSU, in accordance with PagoNxt's long term incentive plan. Each RSU would grant the right to a share in PagoNxt or the holding entity of its group (or its equivalent in cash) at the moment when, according to such plan, a liquidity event, a repurchase or a liquidation of such instruments takes place.

The RSU will substitute part of their Santander variable pay instruments without increasing their total pay and will not represent more than 10% of their variable pay in any event.

C) Deferred variable remuneration subject to long-term objectives

The last three annual payments of each deferred variable remuneration amount will be made in accordance with the terms described under the eleventh cycle of this variable remuneration plan and if the Group fulfils long-term objectives for at least 3 years. This may confirm, reduce or increase payment amounts and the number of deferred instruments.

Long-term metrics will reflect value creation and shareholder returns as well as capital and sustainability over a minimum period of 3 years. They will be aligned with the Group's strategic plan and main priorities towards its stakeholders. They can be measured for the entire Group or by country or business, when appropriate, and subsequently compared to a group of peers. The board of directors, upon proposal of the remuneration committee, shall determine the specific long-term objectives and payout scales that reflect alignment with the Group's strategic plan.

D) Other terms of the incentive

No changes to the continuity, malus and clawback clauses of the remuneration policy for 2026 described in the eleventh cycle of this variable remuneration plan. Furthermore, no changes are planned (in connection with the same cycle) in respect of the clauses on hedging instruments or the deferred amounts in cash adjusted for inflation.

E) Payments of variable remuneration in instruments

The provisions set forth in relation to the eleventh cycle of this deferred multiyear objectives variable remuneration plan shall likewise apply, mutatis mutandis, to the cycles of the incentive to be approved for financial years 2027 and 2028.

In particular, for the purpose of determining the number of shares to be delivered, account shall be taken of the average weighted daily volume of the average weighted listing prices of Santander

shares during the thirty trading sessions prior to the Friday (exclusive) preceding the date of the board meeting at which the bonus for the executive directors for the corresponding financial year is approved.

It has been estimated that the maximum amount to be delivered in shares to the executive directors of Banco Santander in 2027 amounts to EUR 14 million, unless the general shareholders' meeting resolves to amend such limit. The same shall apply in 2028. In any event, the provisions relating to the maximum number of shares to be delivered under the eleventh cycle shall also apply to the twelfth and thirteenth cycles.

G) Other provisions related to the twelfth and thirteenth cycles of the deferred multiyear objectives variable remuneration

The provisions relating to the implementation of the eleventh cycle of the deferred multiyear objectives variable remuneration plan shall apply to the twelfth and thirteenth cycles of such plan.

iii) Shareholdings

The policy on shareholdings approved in 2016, with the amendment introduced in 2020 relating to not selling the shares they receive as variable remuneration for a period of three years detailed in section 6.3.E above will apply in 2027 and 2028, unless the remuneration committee proposes it be amended to the board in light of exceptional circumstances (regulations, orders or recommendations from regulators or supervisors). Such amendments would be described in detail in the report on the remuneration committee and the annual report on director's remuneration put to a non-binding vote at the annual general meeting.

iv) Principle of equal pay

The same principle of equal pay that applies for executive directors and any other Santander employee described in respect of 2026 apply for 2027 and 2028.

Terms and conditions of executive director contracts and other provisions applicable to all directors

Executive directors' terms of service are governed by board-approved contracts they sign with Banco Santander. The basic terms and conditions, besides those relating to the remuneration mentioned above, are the ones described here below.

A. Exclusivity and non-competition

Executive directors may not contract with other companies or entities to perform services, unless expressly authorised by the board of directors. In all cases, they are bound by a duty of non-competition in relation to companies and activities similar in nature to Banco Santander and its consolidated group.

In addition, executive director contracts impose prohibitions on competing and attracting customers, employees and suppliers, which can be enforced for two years after their termination in their executive duties for reasons other than a breach by Banco Santander. In regard to Ana Botín and Héctor Grisi, the compensation to be paid by Banco Santander for this duty of non-competition is twice the amount of the fixed remuneration.

Finally, all directors must comply with the Board Rules and regulations provisions that prevent them from carrying out competing activities and oblige them to communicate any other professional activities, that must be assessed by the nominations

committee in order to check whether there is any conflict of interest or impair director's capacity to discharge his duties as such.

B. General code of conduct

Directors are obliged to adhere strictly to the General Code of Conduct and the Code of Conduct in the Securities Markets, especially in terms of confidentiality, professional ethics and conflicts of interest.

C. Termination

The length of executive directors' contract is indefinite. Contracts do not provide for any severance payment upon termination apart from what the law provides.

If Ana Botín's contract is terminated by Banco Santander, she must remain available to the group for four months in order to ensure proper transition. During this period, she would continue to receive her gross annual salary.

D. Benefit plans

Executive directors participate in the defined contribution pension scheme created in 2012. It covers retirement, disability and death. Banco Santander makes annual contributions to executive directors' benefit plans schemes. Annual contributions are calculated in proportion to executive directors' pensionable bases, and the Group will continue to make them until the executive directors' leave the Group or until their retirement within the Group, their death or disability. The pensionable base of executive directors' annual contributions is their fixed remuneration plus 30% of the average of their last three variable remuneration amounts.

Contributions will be 22% of pensionable bases.

The pension amount that corresponds to contributions linked to variable remuneration will be invested in Santander shares for five years from the earlier of the date of retirement or cessation. It will be paid in cash after the five years have elapsed or on the retirement date (if later). Moreover, the malus and clawback clauses for variable remuneration contributions will apply for the same period as the related bonus or incentive.

This benefit plan is outsourced to Santander Seguros y Reaseguros, Compañía Aseguradora, S.A. Executive directors' economic rights under the scheme belong to them even if they are not active in the group at the time of their retirement, death or disability. Their contracts do not provide for any severance pay upon termination apart from what the law provides.

E. Insurance and other remuneration and benefits in kind

The Group has life and health insurance policies taken out for executive directors. Insurance premiums for 2026 include standard life insurance. In 2027 and 2028, premiums could vary if directors' fixed pay or actuarial circumstances change.

Furthermore, directors are covered by Banco Santander's civil liability insurance policy and may receive other benefits in kind (such as employee loans) pursuant to the group's general policy and subject to the corresponding tax treatment.

Likewise, the Bank makes available to directors the human and material means required or considered appropriate for carrying out their duties (including any travel required for the exercise of their role). Any eventual private use of these means by the directors is duly paid by them under the similar terms and conditions that

would be applied to third independent party under the supervision of the audit committee.

F. Confidentiality and return of documents

Directors are bound to a strict duty of confidentiality during their relationship and subsequent to termination. Directors are required to return any documents and items relating to their activities and in their possession to Banco Santander.

Agreements with non-executive members of the board

José Antonio Álvarez has a contract since 1 January 2023 to represent the bank before supervisors, international bodies, sector organizations and other entities and authorities in institutional and public policy matters as necessary. This is an annual contract which has been renewed for the year 2026. In 2026 he will receive a fixed remuneration of EUR 1,000 thousand.

Luis Isasi has a contract since 4 April 2020 to act as non-executive Chair of the Santander España business unit (for which he receives EUR 925 thousand a year) and to serve as a member of the board of Santander España business unit (for which he receives EUR 75 thousand a year). His contract is for an indefinite term and does not entitle him to any compensation if terminated.

Appointment of new executive directors

The components of remuneration and basic structure of the agreements described in this remunerations policy will apply to any new director that is given executive functions at Banco Santander, notwithstanding the possibility of amending specific terms of agreements so that, overall, they contain conditions similar to those previously described.

Directors' total remuneration for executive duties cannot exceed the highest remuneration received by the group's current executive directors under the remuneration policy approved by shareholders. The same rules apply if a director assumes new duties or becomes an executive director.

If a director takes up executive functions in a specific division or local unit, the board of directors, on the remuneration committee's recommendation, can adapt the metrics for setting and paying incentives to take that division or local unit into account in addition to the Group.

Remuneration paid to directors in that capacity will be included within the maximum amount set by shareholders to be distributed by the board of directors in the terms described above.

A new director coming from an entity outside Grupo Santander could be paid a buyout to offset any variable remuneration foregone for having accepted a contract with the group; and/or a sign-on bonus for leaving to join Banco Santander.

This compensation could be paid fully or partly in shares, subject to the delivery limits approved by the general shareholder's meeting from time to time. In any event, the maximum number of shares that may be delivered shall be a number such that, multiplying the number of shares delivered (or recognised) on each occasion by the average weighted daily volume of the average weighted listing prices of the Santander shares for the thirty trading sessions prior to the date on which they are delivered (or recognised), does not exceed the amount of EUR 40 million. This amount shall be calculated from the 2026 AGM to the 2027 AGM, and so on for

each of the following years (from AGM to AGM) throughout the duration of this policy.

Furthermore, it is envisaged to submit to the approval of the next ordinary AGM the authorisation to deliver a specified maximum number of shares within the framework of potential hirings of executive directors to whom the regulations on buyouts apply, under the terms indicated.

In addition, sign-on bonuses can only be paid once to new executive directors, in cash or in shares, and in each case they will not exceed the sum of the maximum variable remuneration awarded for all executive directors.

Temporary exceptions to the remuneration policy

According to section 6 of Article 529 *novedecies* of the Spain's Companies Act, specific exceptions may apply to components in the remuneration policy, based on particular business needs or macroeconomic context in the Group's geographies, provided that they are required to serve the long-term interests and sustainability of the entity; ensure its viability; and require to be adopted urgently.

Such exceptions include:

- Complex macroeconomic scenarios where the ordinary course of the business is severely impacted.
- The appointment of a new Executive Chair or CEO, or the need to retain an executive director to avoid a vacancy at the head of the Group (*vacatio regis*) during especially complex times for the business.
- The need to adapt to regulatory change.

To apply, exceptions must be supported by:

- a reasoned remuneration committee proposal; and
- board of directors analysis and approval.

Any applied exception will be explained in the *Annual report on directors' remuneration*.

6.5 Preparatory work and decision-making for the remuneration policy; remuneration committee involvement

Section [4.7 'Remuneration committee activities for 2025'](#), (the report on the remuneration committee) states:

- Pursuant to Banco Santander's Bylaws and the Rules and regulations of the board, the duties relating to the remuneration of directors performed by the remuneration committee.
- The composition of the remuneration committee at the date the report is approved.
- The number of meetings held in 2025, including a joint session with the risk supervision, regulation and compliance supervision committee.
- The date of the meeting in which the report was approved.

The 2024 annual report on directors' remuneration was approved by the board of directors and put to consultative vote at the 2025

AGM, with 93.27% of the votes in favour. The tally of the votes was:

Voting results of 2024 annual report on directors' remuneration

	Number	% of total ^A
Votes	10,380,448,441	99.96 %
<hr/>		
	Number	%
Votes for ^B	9,567,416,155	93.27 %
Votes against ^B	689,902,170	6.73 %
Blank ^C	3,636,373	0.04 %
Abstentions ^C	119,493,743	1.15%

A. Percentage on total valid votes and abstentions.

B. Percentage of votes for and against.

C. Percentage of Banco Santander's share capital on the date of the AGM.

Decision process for the development, review and application of the policy

Pursuant to Article 529 *novodecies* of the Spain's Companies Act, the remuneration committee issues the report on the proposed remuneration policy for 2026, 2027 and 2028 herein. The board of directors then submits it to the 2026 AGM as a separate item on the agenda and an integral part of this text. See [6.4 'Directors' remuneration policy for 2026, 2027 and 2028'](#).

Banco Santander's Compensation function prepares the remuneration policy with the suggestions, requests and comments received during the year from the human resources committee, remuneration committee and the board of directors. A first draft of the policy is submitted to the remuneration committee for review every January. The review considers the suggestions, requests and comments the Chair and Lead Independent Director receive through shareholder and stakeholder engagement during the year on our corporate governance and our remuneration structures. Regulators' recommendations and legal requirements that may have come to light since the last time the director remuneration policy was submitted for approval by the AGM are also considered.

The committee also makes sure the policy is consistent with the Group's culture and our Simple, Personal and Fair values.

After the preliminary presentation, incorporating the changes and suggestions of these first revisions, the Compensation function then prepares the final draft for the remuneration committee to submit to the board of directors for approval in February, and will be submitted for approval by the AGM.

Based on the analysis carried out in the context of the 2025 annual remuneration report elaboration and its continued supervision of the remuneration policy, the remuneration committee believes the

director remuneration policy for 2026, 2027 and 2028 which is included in section 6.4 above is consistent with the principles of Banco Santander's remuneration policy and its remuneration scheme set out in the Bylaws.

The policy aims, among other aspects, (i) to maintain a simple executive remuneration scheme, with three categories of quantitative metrics (business transformation, sustainable profitability and capital) to further align with value creation and capital generation; (ii) outperform peers in value creation aspects; and, (iii) regarding metrics linked to multiyear objectives, to prioritize long-term profitability for shareholders and Santander and a sustainable balance sheet (total shareholder return, RoTE and sustainability-related metrics related to our responsible banking targets) in order to follow best market practice and meet our stakeholders' needs.

In 2025, no deviations from, or temporary exceptions to, the application of the remuneration policy occurred.

6.6 Remuneration of non-director members of senior management

2025 variable remuneration was approved by the board of directors on 3 February 2026 in view of the recommendation from the 2 February 2026 remuneration committee. It was set according to Banco Santander's general remuneration policy as well as specific details pertaining to senior management.

The determination of these variable remuneration amounts is based on the application of Banco Santander's general remuneration policy, as well as on the specific provisions applicable to the senior management population. In general, senior management variable remuneration packages were calculated with the quantitative metrics and qualitative assessment used for executive directors (see section 6.3.B) ii).

Some contracts of members of senior management were amended in 2018 in the same manner described under 6.3.D) in respect of Ana Botín, with a pension scheme of 22% of their pensionable bases, the elimination of supplementary benefits, an increase of the insured sum of life insurance and a supplement to fixed remuneration in cash which is included under 'Other remuneration'.

The following table shows the amounts of short term remuneration (immediately payable) and deferred remuneration (not linked to multi year targets) for senior management as of 31 December 2025 and 2024, excluding those of executive directors. This amount has been reduced by 29% compared to that reported in 2014 (EUR 80,792 thousand):

Senior management remuneration

		EUR thousand					
		Short-term and deferred salary remuneration					
Year	Number of people	Fixed	Immediately receivable variable remuneration (50% in instruments) ^A	Deferred variable remuneration (50% in instruments) ^B	Pension contributions	Other remuneration ^C	Total
2025	15	19,255	18,359	8,612	4,910	6,456	57,592
2024	14	16,466	14,753	6,639	4,520	7,153	49,531

A. The amount immediately payable in 2025 was 895 thousand Santander shares (1,612 thousand Santander shares in 2024).

B. The deferred amount for 2025 will be 416 thousand Santander shares a (725 thousand Santander shares in 2024).

C. Includes life insurance premiums, health insurance and relocation packages, other remuneration items and RSU of PagoNxt, as members of board of directors of this entity.

In addition to the amounts reflected in the table, salary remunerations amounting to EUR 4,118 thousand were granted in the form of buyouts and sign-on awards, related to the recruitment of new members who joined this employee group during the year.

The share price for 2025 variable remuneration is EUR 10.261.

This table breaks down remuneration linked to multi-year targets for senior management (excluding executive directors) at 31 December 2025 and 2024, which they will only receive if they meet the terms of continued service; non-applicability of malus clauses; and long-term goals are met during deferral periods.

Total deferred variable remuneration linked to long-term objectives (fair value) of senior management

Thousands of euros

Year	Number of people	Deferred variable remuneration subject to long-term metrics ^A (50% in instruments) ^B
2025	15	9,043
2024	14	6,971

A. In 2025, this corresponds to the fair value of maximum annual payments for 2029, 2030 and 2031 in the tenth cycle of the plan for deferred variable remuneration linked to multi-year targets. In 2024, this corresponds to the estimated fair value of maximum annual payments for 2028, 2029 and 2030 in the ninth cycle of the plan for deferred variable pay linked to multi-year targets. Fair value in the plan was determined on the authorization date based on the valuation report of independent expert Willis Towers Watson. Based on the plan for 2025 and success levels of similar plans at peer entities, the fair value was considered to be 70% of the value linked to long-term metrics.

B. The number of shares in Santander as deferred variable pay subject to long-term metrics shown in the table above was 437 thousand shares in 2025 (762 thousand shares in Santander shares in 2024). The face value of the three aforementioned deferred amounts is EUR 12,919 thousand for 2025.

The long-term goals are the same as those for executive directors. They are described in section 6.3.B) iv).

Additionally, members of senior management who stepped down from their roles in 2025 consolidated salary remuneration and other remuneration for a total amount of EUR 2,905 thousand (12,303 thousand in 2024). In 2025, rights regarding variable pay subject to long-term objectives amounted to EUR 342 thousand (EUR 633 thousand rights were generated in 2024 for this collective).

In 2025, the ratio of variable to fixed pay components was 134% of the total for senior managers group, well within the maximum limit of 200% set by shareholders at the AGM.



See note 5 'Remuneration and other benefits paid to the Bank's directors and senior managers' of the Group's 2025 consolidated financial statements for further details.

6.7 Prudentially significant disclosures document

On the remuneration committee's recommendation, the board approves the key remuneration elements of managers or employees who, while not belonging to senior management, take on risks, carry out control functions (i.e. internal audit, risk management and compliance) or who receive global remuneration that places them in the same remuneration bracket as senior management and employees who take on risk. These are typically those whose professional activities may have an important impact on the Group's risk profile (all of these, together with the senior management and Banco Santander's board of directors form the so called 'Corporate Identified Staff' or 'Corporate Material Risk Takers')

Every year, the remuneration committee reviews and, where applicable, updates Corporate Identified Staff in order to include individuals within the organization who qualify as such. The Remuneration Policies chapter in the 2025 Pillar 3 disclosures report¹⁰ of Banco Santander explains the criteria and regulations followed to identify such staff.

At the end of 2025, 1,336 Group executives (including executive directors and non-director senior managers) were considered corporate identified staff of Grupo Santander (1,246 in 2024), which accounts for 0.67% of the total final workforce (0.60% in 2024).

Corporate Identified Staff have the same remuneration framework as executive directors (see sections 6.1 'Principles of the remuneration policy' and 6.3 'Remuneration of directors for executive duties'), except for:

- Category-based deferral percentages and terms.
- The possibility in 2025 of certain less senior manager categories of only having deferred variable pay subject to malus and clawback clauses.
- The portion of variable remuneration paid or deferred as shares for Group executives in Brazil, Chile and Poland that can be delivered in shares or similar instruments of their own listed entities.

In 2026, the board will maintain its flexibility to determine full or partial payment in shares or similar instruments of Banco Santander and its relevant subsidiaries in the proportion it deems appropriate (according to the maximum number of Banco Santander shares allocated at the general meeting and to any regulatory restrictions in each jurisdiction).

The aggregate amount of variable remuneration for Corporate Identified Staff in 2025, the amounts deferred in cash and instruments, and the ratio of the variable to fixed remuneration components are explained in the remuneration policies chapter of Banco Santander's Pillar 3 disclosures report for 2025.

¹⁰ The 2025 Pillar 3 disclosures report can be found on our corporate website.

7. Group structure and internal governance

7.1 Group structure

We are a unique leading financial group, with all our activities organized under five global businesses: Retail & Commercial Banking (Retail); Digital Consumer Bank (Consumer); Corporate & Investment Banking (CIB); Wealth Management & Insurance (Wealth); and Payments. This enables us to make the most of our global and local scale, network and technology to enhance the service we offer our customers and to be a truly global-local organization that drives profitable growth and creates shareholder value.

In turn, the Group is formed of legally independent subsidiaries that are autonomous in terms of capital and liquidity, with strong local management. This model facilitates efficient financing and limits the systemic risk of contagion when faced with adverse economic conditions, whilst enabling Banco Santander, as parent company, to discharge appropriate oversight and control of the Group as a whole.

The Group has adopted an agile approach in the way we work as a key step towards becoming a global open financial services platform. This approach has been designed to make the organization more efficient and customer-focused through multidisciplinary teams across the Group, all within the existing governance framework and associated reporting lines. Therefore, all governing bodies, both at Group and local level, continue to exercise their respective functions and responsibilities in accordance with applicable legal and regulatory requirements and internal regulation while we shift towards a more collaborative and multidisciplinary way of working.

7.2 Internal governance system

Group-subsidiary governance model and other internal regulation

The Group has a Group Subsidiary Governance Model (GSGM) and good governance guidelines in place that formalizes the relationship between the corporation and its subsidiaries in those geographies where the Group is a major shareholder. We review the GSGM on a regular basis to ensure it adapts to our strategy. Any references to subsidiaries in this section are to the Group's most prominent entities.

The key features of the GSGM are:

- The subsidiaries' governing bodies must ensure their rigorous and prudent management and economic solvency while pursuing the interests of their shareholders and other stakeholders.
- The subsidiaries are managed locally by teams that possess extensive knowledge on, and experience with, their customers

and markets, while benefiting from the synergies and advantages of belonging to the Group.

- The subsidiaries are subject to local authority regulation and supervision, although the ECB supervises the Group on a consolidated basis.
- Customer funds are secured by the deposit guarantee schemes in the subsidiaries' countries and are subject to local laws.

The subsidiaries manage their capital and liquidity autonomously while the Group's capital and liquidity are coordinated by corporate governance bodies. Intra-group risk transactions are limited, transparent and carried out under market conditions. In addition, the Group retains a controlling interest in subsidiaries listed in certain countries.

Each subsidiary has its own recovery plan, limiting the contagion of risk between them and reducing systemic risk.

The GSGM outlines a set of principles that regulate three types of relationships between the Group and its subsidiaries:

- **Presence of Grupo Santander on the subsidiary boards of directors and guidelines for board dynamics and effectiveness:** the subsidiaries' governing bodies are subject to the Group's rules and procedures for structuring, forming and running boards of directors and their committees (audit, nomination, remuneration and risk committees), according to international standards. Guidelines regarding subsidiary board composition align with best international practices and ensure an appropriate Group presence on subsidiary boards with at least two Group nominated directors on each board. The subsidiaries are also subject to local regulations and supervisory standards.
- **Reporting of the CEOs / Country Heads to the Group CEO:** as from January 2025 the local CEOs / Country Heads report directly to the Group CEO, instead of through Regional Heads for Europe, North America and South America. The board agreed to remove the regional management layer in line with its ongoing focus on streamlining our structure to achieve greater agility and increase our profitability through accelerating the roll out of our global business platforms and products.
- **Governance elements for control, management, support functions and global businesses:** the relationship between Group and Subsidiaries control, management and support functions, as well as the interaction between global and local businesses.

The GSGM also applies to the five global businesses. While local CEOs/Country Heads remain ultimately responsible for achieving the budget, execution of the customer and commercial strategy, and financial delivery, global business heads lead common businesses and are responsible for the implementation of the

global operating model and common tech stack, thereby improving local performance. All of this result in a truly global-local organization.

The Group has corporate frameworks for matters considered to have a material impact on its risk profile, such as risk, capital, liquidity, compliance, financial crime compliance, technology, auditing, accounting, finance, strategy, people and culture, outsourcing, cybersecurity, data & AI, special situations management, communications and branding, and responsible banking. These corporate frameworks, which are mandatory and principle-based, specify:

- how the Group should supervise and exert control over its subsidiaries; and
- the Group's involvement in subsidiaries' decision-making (and vice versa).

The internal governance system is composed of the GSGM and corporate frameworks, which the Banco Santander board approves for subsidiary governing bodies to formally adhere to them. They consider subsidiaries' local requirements and are revised every year as required to adapt to new legislation and international best practices.

The corporate functions prepare internal regulatory documents that are given to subsidiaries as a reference for implementing the corporate frameworks effectively, cohesively and in compliance with applicable local laws and supervisory requirements. This approach ensures consistency throughout the Group. Every year, the functions conduct an assessment to ensure that the Group's internal regulations are embedded locally and carry out an annual certification to ensure the internal regulation under their scope is fit for purpose.

We also have a policy on the governance of non-GSGM subsidiaries and investees, which enhances the governance and control system that has been applied to those companies.

While the GSGM also applies to the five global businesses, they each have specific governance arrangements that ensure a robust oversight by the Group as set out in the GSGM. Each global business is responsible for defining the common business and operating model, setting the global ambition and identifying and managing the global technology platforms and product factories.

2025 developments

A Group CDAIO was appointed in March 2025, reporting to the Executive Chair, to set the vision and direction for how we govern, leverage and scale data and AI, and ensure alignment with the Group's business strategy, regulatory obligations and ethical standards. Subsequently, the board approved the data & AI corporate framework to establish the principles, guidelines, roles and responsibilities, processes, and governance that guide the strategy, ethical and responsible use, and management of data and AI across the Group, together with specific changes to the GSGM and appointments procedure to recognize data & AI as a global support function and key position.

In addition, the board approved specific amendments to the GSGM in 2025 to recognize the agile approach in the way we work, as a key step towards becoming a global open financial services platform. We have made significant efforts to ensure a common understanding of this new way of working across the whole

organization in order to become more agile, efficient and customer-focused.

Group and subsidiary board relations

The ongoing strength of the ties between the boards of directors of Banco Santander and its subsidiaries is key to effective oversight of policies, controls and corporate culture. The challenges of the current macroeconomic landscape evidence the need for effective cross-border cooperation within the Group, which our proven GSGM facilitates.

The strength of our governance model is maintained through a number of coordination mechanisms that are in place between the Group and subsidiaries, as follows:

Group nominated directors

A number of Group directors and top managers are also members of the boards of our subsidiaries, which facilitates the management bodies' coordination and the strategic alignment of the local boards.

Group and subsidiary committee relations

In 2025, the audit committee and risk supervision, regulation and compliance committee Chairs attended equivalent subsidiary committee meetings. In turn, they invited their local counterparts to join the respective Banco Santander committee meetings throughout the year. This helped enhance communication and the sharing of topics of common interest and best practices between the parent company and its subsidiaries.

The Chairs of the Group audit committee and risk supervision, regulation and compliance committee also organized several virtual meetings with their local counterparts, which enriched the communication among them and enabled them to share priorities and common matters of interest. Therefore, this practice will continue going forward.

Finally, in 2025 we also held a risk supervision, regulation and compliance committee Chairs convention in Madrid. The aim was to foster further collaboration between the parent company and its main subsidiaries, raise awareness about global initiatives and expectations, collectively discuss topical issues and encourage networking. As on previous occasions, the event was both successful and productive, with positive feedback received from all participants.

Coordinated induction and training plans

We continued to share our training, induction and development methodology and associated content with the subsidiaries to promote best practices and drive a consistent approach on a Group-wide basis. In 2025, we scheduled training sessions for subsidiary board members covering cybersecurity, transformation, AI and our shareholder value creation strategy.

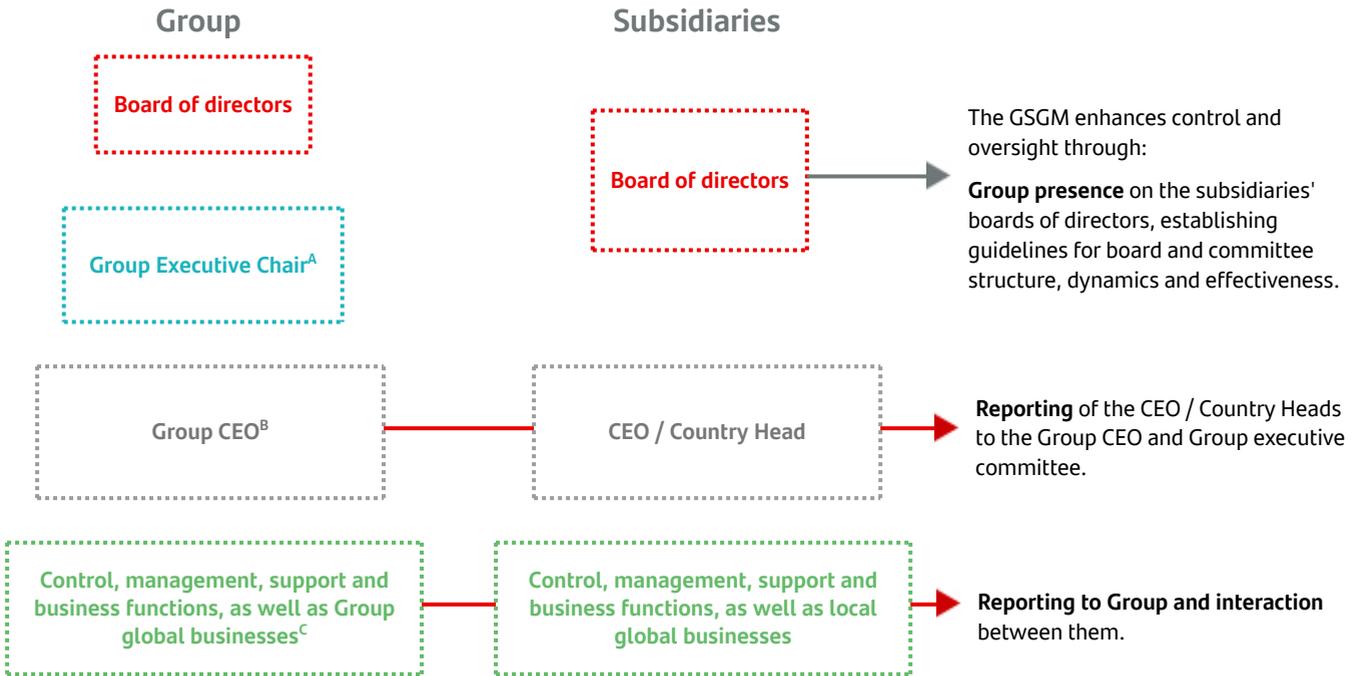
Group and subsidiary board visits

The board holds at least one session in one of the Group's core markets every year. As part of these visits, directors meet top management in the unit in order to better understand the local business. In 2025, the board of directors met in the US, where we also organized meetings with senior management, high potential employees, and customers.

Furthermore, subsidiary boards are encouraged to hold their board meetings at our corporate centre in Boadilla del Monte (Madrid) or in Santander (Cantabria), to foster further collaboration and engagement with the corporate teams. In 2025, the board of

Santander UK held specific meetings at our corporate centre. These practices will continue in 2026 and beyond.

The following charts show the three levels of the GSGM, as well as the main actions to ensure an effective relationship and solid internal governance system for the Group.



A. First executive.

B. Second executive, who reports directly to the board of directors.

C. Audit, risk, compliance, finance, financial accounting & control, T&O, people, culture & organization, general secretariat, marketing, communications, strategy, data & AI, as well as the five global businesses (CIB, Retail, Wealth, Consumer and Payments).

<p>Best practices and talent sharing across the whole Group and between subsidiaries are key to our success.</p>	<p>Multiple point of entry structure that has proved to be a key resilience instrument and is a result of our diversification strategy.</p>	<p>Continuous collaboration and daily interaction between local and corporate teams.</p>
<p>A common set of corporate frameworks and policies across the Group adapted to local market conditions.</p>	<p>Synergies and economies of scale across the Group.</p>	<p>Planning and implementation of new Group-wide and local initiatives to keep developing our management and control model.</p>

8. Internal control over financial reporting (ICFR)

ICFR forms part of, and takes its methodological framework and governance principles from, the Group's Internal control systems (ICS). The ICS applies to both financial and non-financial information and is consistent with the most demanding international standards. In particular, it complies with the principles and guidelines set out in the Committee of Sponsoring Organizations of the Treadway Commission's Internal Control – Integrated Framework, an internationally recognized internal control benchmark.

8.1 Control environment

Governance and control bodies

These bodies are responsible for implementing and overseeing our ICFR:

- **Board of directors.** Approves the financial reports Banco Santander must disclose as a listed company. The board also oversees and guarantees the integrity of the Group's internal information, control, accounting and reporting systems.
- **Audit committee.** Assists the board of directors in overseeing the ICS and in preparing and presenting financial information. The audit committee also works with the external auditor to address matters that have a significant impact on our ICFR identified in the course of the audit, thereby facilitating the issuance of an independent opinion on the ICFR. For more details, see section [4.5 'Audit committee activities in 2025'](#).
- **Risk control committee.** Assists the audit committee in reviewing and overseeing the annual ICS assessment.
- **Corporate accounting, financial and management, and sustainability information committee.** Is responsible for governing and supervising accounting, financial management and control matters.
- **Internal control steering meeting.** Monitors the control environment continuously, as well as the ICS strategy and performance.

Lead functions

The structure of the Group enables us to manage risk effectively and ensure that internal control functions (risk, compliance and internal audit) are independent of business functions and can perform their duties efficiently. The key functions that prepare financial information are:

- **People, culture & organization function.** This function is responsible for setting Grupo Santander's strategic talent agenda and for promoting the Group's human resource-related culture policies (including on diversity and inclusion). It is also responsible for designing and implementing such policies and for managing human resources and the organizational structure.
- **Business and support functions.** They are responsible for identifying and documenting (under their remit) the risks, tasks and controls that make up our ICFR, based on an understanding of their operations and procedures.

- **Financial accounting and control function.** It is responsible for: (i) drawing up the Group's accounting policies and adapting them to local needs; (ii) ensuring that appropriate organizational structures are in place to carry out assigned tasks, as well as a suitable hierarchical-functional structure; (iii) using Group tools and methodologies to implement and run an ICS on the cut-off, consolidation and publication of financial information, including the supervision of the internal controls necessary to ensure that the financial information we report remains liable; and (iv) maintaining the corporate accounting and management information systems and adapting them to the specific needs of local units.

- **Risk and compliance functions.** These functions comprise the second line of defence and are in charge of independently overseeing and challenging the risk management that the first line conducts.

Within the Risk division, the internal control function sets the standards and methodology for, and oversees the implementation, monitoring and reporting of the Group's ICS.

- **Internal audit function.** The third line of defence in overseeing and reporting on our ICFR. It recommends corrective action and areas of improvement for the first and second lines to consider and implement.

General Code of Conduct, Canal Abierto and training

General Code of Conduct (GCC)

Our board-approved GCC, sets out the standards of conduct that govern the actions of all Grupo Santander employees, as well as the rules of conduct relating to financial information and other matters.

All employees, including directors, sign up to the GCC when they join Santander. Some are also subject to the CCSM and other codes of conduct specific to their area or business.

All Santander employees have access to courses on the GCC. The compliance function also answers employees' queries on ethics and rules in the GCC.

If anyone violates the code, the people, culture & organization function adopts disciplinary measures and recommends corrective action (including work sanctions), irrespective of any related civil or criminal sanctions.

 For more details on the GCC's core implementation mechanisms, see 'Conduct standards' in section 4.2 'Ethical conduct' in the 'Sustainability statement' chapter.

Canal Abierto

Canal Abierto is Banco Santander's internal information system that enables the confidential and, if so desired, anonymous reporting of unethical conduct that could be considered illegal acts in the workplace or contrary to the law, irregularities related to sustainability matters, and violations of the GCC and acts that go against the Group's corporate behaviours.

Canal Abierto also enables the reporting of improper practices relating to accounting or auditing, breaches of internal control, or undue influence on external auditors, according to the SOx Act. It also provides a means to report suspicions of infringements of anti-money laundering and terrorism financing, corruption and bribery, and securities market laws.

The board of directors is responsible for implementing Canal Abierto, while the audit committee and the risk supervision, regulation and compliance committee jointly supervise the channel.

 For more details on the functioning of the channel and the number and type of reports received, see section 4.3 'Ethical channels' in the 'Sustainability statement' chapter.

Training

Group employees who help prepare or analyse financial information take part in training programmes and regular refresher courses specifically designed to teach them the concepts and skills they require to discharge their duties properly.

The functions that prepare our ICFR promote these programmes and courses, in collaboration with the people, culture & organization function, which is responsible for delivering and coordinating training across the Group.

Training takes the form of both e-learning and on-site sessions that the people, culture & organization function monitors and oversees to guarantee that employees duly complete them and understand their contents.

Training programmes and refresher courses on financial reporting in 2025 focused on: risk analysis and management; accounting and financial statement analysis; business banking and the financial environment; financial management, costs and budgeting; as well as the strengthening of mathematical skills and competencies (calculations and statistics).

Over 169,000 employees from several entities and markets where Grupo Santander operates undertook the mentioned training programmes, with some 329,000 hours spent on them. Moreover, each subsidiary has its own training plan, based on Banco Santander's.

8.2 Risk assessment in financial reporting

Grupo Santander has a specific process to identify the companies that must be included in its scope of consolidation, which the Financial Accounting and Control division and the General Secretariat division oversee.

This process enables us to assess whether Banco Santander controls an entity by being exposed or having rights to variable returns and the ability to influence the amount of those returns. It also enables an assessment of whether Banco Santander controls a structured entity in accordance with the applicable criteria. Where control exists, we include the entity in the scope of consolidation under the global integration method. In other cases, we analyse whether there is significant influence or joint control. If so, we also include the entity in the scope of consolidation and measure it using the equity method.

 For more details on the criteria we use to determine the scope of consolidation, see section 2.b) 'Principles of consolidation', in the consolidated annual financial statements.

Entities with the greatest impact on the preparation of the consolidated financial information must use a common ICS methodology to include all relevant controls and cover all significant risks to financial reporting.

Risk identification considers all the Group's activities. It covers not only risks that relate directly to the preparation of financial information, but also non-financial risks that may have an accounting or reputational impact. The Group promotes effective coordination between the ICFR and the sustainability information control system to provide an integrated view of risks and consistency between both systems. For more details on the specific ICS controls on non-financial information and sustainability, see 'Risk management and internal controls over sustainability information' in note SN 2. 'Sustainability governance' in the 'Sustainability statement' chapter.

Identifying potential risks that must be covered by the ICS is based on top management's knowledge and understanding of the business and its operations in relation to the importance and qualitative criteria associated with the type, complexity or structure of the business.

Banco Santander ensures that controls are in place to cover the potential risks we identify. This includes risks of errors and fraud in financial reporting and those that cover: (i) the existence of assets, liabilities and transactions at the relevant date; (ii) timely and correct recording and proper valuation of assets, liabilities and transactions; and (iii) the correct application of accounting principles and rules, as well as appropriate breakdowns.

For more details on the identification, documentation and assessment of the ICS risks and controls, see section 1.5 'Internal control system' in the 'Risk management and compliance' chapter.

8.3 Control activities

Revision and approval of financial information

The board of directors and the audit committee oversee the preparation, submission and integrity of the financial information required of Banco Santander and the Group. They also review compliance with regulatory requirements, the scope of consolidation and the correct application of accounting standards, ensuring that financial information remains permanently updated on our corporate website.

The audit committee is responsible for reporting to the board of directors on the financial information that the Group must publish,

ensuring that it is prepared in accordance with the same principles and practices as the financial statements and is as equally reliable.

The most significant aspects we consider when closing accounts and reviewing relevant judgements, estimates, measurements and projections are:

- impairment losses on certain assets;
- the assumptions used in the actuarial calculation for employment benefit liabilities and other obligations;
- the useful life of tangible and intangible fixed assets;
- the valuation of consolidation goodwill;
- the calculation of provisions and contingent liabilities;
- the fair value of certain unquoted assets and liabilities;
- the recoverability of tax assets; and
- the fair value of acquired identifiable assets and the liabilities assumed in business combinations.

 For more details on ICS reporting and governance, see section 1.5 'Internal control system' in the 'Risk management and compliance' chapter.

Internal control policies and procedures for financial IT systems

The Technology and Operations division draws up the Group's corporate policies on IT systems that are used directly or indirectly to prepare financial statements. These systems follow special internal controls to prepare and publish financial information correctly.

The internal control policies on the following aspects are of particular importance:

- Updated and divulged internal policies and procedures for system security and access to applications and computer systems according to the duties assigned to a role, to make sure access rights to information are appropriate and to protect the confidentiality, availability and integrity of financial information from cyber attacks.
- The methodology we use when creating, modifying and maintaining apps follows a cycle of definition, development and testing that ensures we process financial information correctly. We have special development and security controls and data access, testing, vulnerability management, and other mechanisms. For more details on cybersecurity, see section 7. 'Technological innovation: artificial intelligence, cybersecurity and fintech ecosystem' in the 'Economic and Financial Review' chapter.
- We run the complete software testing cycle in a pre-production computerized environment which simulates real situations before they are rolled out. Testing includes technical and functional tests, performance tests, user-acceptance tests and pilot and prototype tests, which the entities draw up before the apps become available to end users.
- Business continuity and technological contingency plans based on corporate methodology for key functions in disasters or other

events that could suspend or disrupt operations, as well as highly automated back-up systems that support critical systems and require little manual intervention owing to redundant systems and communication lines, high availability systems and data back-up.

Internal control policies and procedures for outsourced activities and valuation services from independent experts

Grupo Santander has a corporate outsourcing and third-party agreement framework and third-party approval policies and procedures to cover outsourcing risks properly. The Group must adhere to this framework (and the models and policies that build on it), which meets the EBA's requirements for outsourcing and risk management with third parties and complies with DORA Regulation.

Key processes include:

- tasks to initiate, record, process, settle, report and account for transactions and asset valuations;
- IT support in terms of software development, infrastructure maintenance, incident management, security and information processing; and
- other material support services that are not directly related to financial reporting, such as vendor management, property management, HR management and others.

Key control procedures to ensure appropriate coverage of risks in these processes are:

- relationships between Group entities are formalized through detailed service level agreements;
- external suppliers undergoing an approval process to ensure that the relevant risks associated with the services they provide remain within acceptable levels (according to the Group's risk appetite) and to encourage them to prove the effectiveness of their internal controls through external certifications; and
- Group entities that receive the services must ensure that external service providers maintain complete and up-to-date documentation of the processes and controls associated with the services they provide, and that such controls are subject to periodic validation.

Grupo Santander reviews its estimates internally according to its control model guidelines. Where certain cases require the services of a third party, it follows procedures that help confirm their expertise and independence and approve their methods and the reasonableness of any assumptions made.

In particular, we have controls in place to ensure the integrity and quality of information on external suppliers of key services that could affect the financial statements. These controls are comprehensively detailed in the service level agreements that form part of the respective contracts with third parties.

 For more details, see 'Supplier risk management' in the section 5.2. 'Operational risk management' in the 'Risk management and compliance' chapter.

8.4 Information and communication

Group accounting policies

The corporate accounting, financial management and sustainability information framework sets out the principles and guidelines to prepare accounting, financial and management information that must apply to all Grupo Santander entities as a key element of their good governance.

The Group's structure makes it necessary for these principles and guidelines to be common for their application across our footprint, and for each of the Group entities to have effective consolidation methods and employ homogeneous accounting policies. The framework's principles are reflected appropriately in the Group's accounting policies. Against this backdrop, the accounting policies cover the operational aspects of the framework, by capturing and implementing the principles set out therein.

Accounting policies should be understood as a complement to local financial and accounting rules. Their overarching aims are (i) for statements and financial information to be made available to management bodies, supervisors and the market to provide accurate and reliable information for decision-making in relation to the Group; and (ii) for all Group entities (due to their accounting ties to Banco Santander) to meet their legal requirements in a timely manner.

Accounting policies are revised at least once a year and on the back of key regulatory amendments. Moreover, every month, the Accounting Regulation area publishes an internal bulletin on new accounting regulation and their most significant interpretations.

The Accounting Regulation area of the Financial Accounting and Control division is responsible for:

- setting the general framework for the treatment of the transactions that constitute Banco Santander's activity, in accordance with their economic nature and the regulations governing the financial system;
- drafting up and keeping up to date the Group's accounting policies and resolving any queries or conflicts arising from their interpretation; and
- enhancing and standardizing the Group's accounting practices.

The Group entities, through their operations or accounting heads, maintain open communication with the Accounting Regulation area and the rest of the Financial Accounting and Control division, as well as other divisions when appropriate.

Mechanisms for the preparation of financial information

We base financial statement consolidation on technology-based tools that ensure the traceability and consistency of the accounting data that our units report, which helps minimize operational risks and enhance information quality. These tools channel the flow of information between the units and the Financial Accounting and Control division, which leads consolidation on the basis of the information provided.

This process covers automated validation, reconciliation and review controls to detect incidents during consolidation and ensure the reliability of the consolidated financial information. Moreover, the Financial Accounting and Control division exercises further

supervisory and analytical control, which it sets out in formal documents and reviews under set time frames.

8.5 Monitoring of system functioning

2025 ICFR monitoring activities and results

Our board-approved internal audit corporate framework sets out the definition, objectives and principles that govern the function's operations. Its mission is to provide the board of directors and senior management with independent assurance on the quality and effectiveness of internal control processes and systems, risk management (both current and emerging) and governance, thereby contributing to the protection of the Group's value, solvency and reputation.

The internal audit function reports directly to the audit committee and, at least twice a year, to the board of directors, maintaining functional independence at all times and direct access to the board when required.

Internal audit assesses:

- the efficiency and effectiveness of the ICFR;
- compliance with applicable regulations and supervisory requirements;
- the reliability and integrity of financial and operational information; and
- asset integrity.

Its scope of action includes:

- all Group entities over which effective control is exercised;
- separated assets (for example, mutual funds) managed by the entities mentioned in the previous section; and
- any entity (or separated assets) not included in the above points with which the Group has entered into an express agreement to provide internal audits.

This subjective scope includes our activities, businesses and processes (performed internally or through outsourcing), the organization and, where applicable, branch networks. Internal audit may also conduct audits for other investees that are not included in the preceding points when the Group has reserved this right as a shareholder, as well as on outsourced activities in accordance with the established agreements.

The audit committee regularly assesses the functioning and effectiveness of the internal audit function, as well as the performance of its head, ensuring that it has the appropriate resources. For more details, see section [4.5 'Audit committee activities in 2025'](#).

As at 2025 year-end, the Internal Audit division had 1,272 employees, all exclusively dedicated to this service. Of these, 304 were based at the Corporate Centre and 968 in the local units located in the Group's core markets.

The internal audit function prepares an annual audit plan based on its own risk assessment, which determines and prioritizes the

reviews to be carried out during the year. This plan constitutes the framework for the execution of audit activities.

At its meeting on 20 February 2025, the audit committee gave the green light to the internal audit plan for 2025, which the board of directors subsequently approved at its meeting on 25 February 2025.

Reviews may give rise to recommendations, which we prioritize according to their relative importance and are subject to ongoing follow-up until their full implementation.

The internal audit function reports on the ICFR have mainly aimed to:

- verify compliance with the provisions contained in sections 302, 404, 406, 407 and 806 of the SOx Act;
- check corporate governance with regard to information relating to the ICFR, including risk culture;
- review the functions performed by the internal control departments and by other departments, areas and divisions that work to ensure compliance with the SOx Act;
- make sure the supporting documentation relating to the SOx Act is up to date;
- confirm the effectiveness of a sample of controls based on an internal audit risk assessment methodology;
- assess the accuracy of the unit's certifications, especially their consistency with respect to the observations and recommendations made by internal audit, the external auditors of the annual accounts and supervisors; and
- ratify the implementation of recommendations made in the audit plan.

In 2025, the audit committee and the board of directors were regularly informed of the internal audit function's work in accordance with its annual plan, as well as of other related matters. For more details, see section [4.5 'Audit committee activities in 2025'](#).

Detection and management of deficiencies

As part of its remit to supervise financial reporting and ICS, the audit committee is responsible for maintaining continuous dialogue with the external auditor regarding any significant weaknesses detected in the audit.

It also assesses the results of the work carried out by internal audit and, where appropriate, adopts the necessary measures to address any deficiencies identified in the financial information that could affect the reliability and accuracy of the annual accounts. For this purpose, it may liaise with the various Group areas involved to obtain the necessary information and clarification. It also assesses the potential impact of any error identified in the financial information.

During 2025, the audit committee was informed of the results of the assessment and certification of the ICS corresponding to the 2024 financial year. No material weaknesses or significant deficiencies were identified in the ICFR at Group level. For more details, see section [4.5 'Audit committee activities in 2025'](#).

8.6 External auditor report

The external auditor issued an independent reasonable assurance report on the design and effectiveness of our ICFR, which is included on the following pages.



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 reasonable assurance report on the design and effectiveness of Internal Control over Financial Reporting (ICFR)

To the board of directors of Banco Santander, S.A.

We have carried out a reasonable assurance engagement of the design and effectiveness of Internal Control over Financial Reporting (hereinafter, ICFR) and the accompanying description thereof included in the attached Report that forms part of the corresponding section of the Annual Corporate Governance Report of Banco Santander, S.A. (hereinafter, Banco Santander or the Parent Company) and its subsidiaries (hereinafter, the Group or Grupo Santander) as at December 31, 2025. This internal control system is based on the criteria and policies defined by Banco Santander, S.A. in accordance with the guidelines established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its "Internal Control-Integrated Framework" report, in its most recent framework published in 2013.

Internal Control over Financial Reporting is a process designed to provide reasonable assurance on the reliability of financial information in accordance with the applicable financial reporting framework and includes those policies and procedures that: (i) permit the maintenance, in reasonable detail, of records that accurately reflect the transactions that have taken place; (ii) provide reasonable assurance that the transactions are appropriately recorded to permit the preparation of financial information, in accordance with the applicable financial reporting framework, and that these transactions only take place pursuant to the pertinent authorisation; and (iii) provide reasonable assurance in relation to the prevention or timely detection of unauthorised acquisitions, use or disposal of assets which could have a material effect on the financial information.

Inherent limitations

In this regard, it should be borne in mind that, given the inherent limitations of Internal Control over Financial Reporting, regardless of the quality of its design and operation, such internal control system only permits the provision of reasonable, but not absolute, assurance in relation to the objectives pursued, such that errors, irregularities or fraud may occur which may not be detected. In addition, projections of the evaluation of internal control to future periods are subject to risks such as that internal control may become inadequate as a result of future changes in applicable conditions, or that in the future, the degree of compliance with established policies or procedures may be reduced.

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Directors' responsibility

The Parent Company's directors of Banco Santander, S.A. are responsible for adopting the necessary measures to reasonably ensure the implementation, maintenance and supervision of appropriate Internal Control over Financial Reporting, as well as for the evaluation of its effectiveness, the development of improvements to that system and for the preparation and establishment of the content of the accompanying information relating to ICFR.

Our responsibility

Our responsibility is to issue a reasonable assurance report on the design and effectiveness of Banco Santander's Internal Control over Financial Reporting, based on the work we have performed and on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with International Standard on Assurance Engagements 3000 (ISAE 3000) (Revised), "Assurance Engagements other than Audits or Reviews of Historical Financial Information", issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC).

A reasonable assurance engagement includes understanding Internal Control over Financial Reporting, assessing the risk that material weaknesses in internal control may exist, that controls are not properly designed or do not operate effectively, the execution of tests and evaluations of the design and effective application of the aforementioned internal control system, based on our professional judgement, and the performance of such other procedures as may be deemed necessary.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our independence and quality management

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Opinion

In our opinion, Banco Santander maintained, as at December 31, 2025, in all material respects, effective Internal Control over Financial Reporting for the financial year ended December 31, 2025, which is based on the criteria and policies defined by Banco Santander, S.A.'s management in accordance with the guidelines established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its "Internal Control-Integrated Framework" report in its most recent framework published in 2013.

Similarly, the accompanying description of ICFR included in the corresponding section of the Annual Corporate Governance Report of Banco Santander as at December 31, 2025 has been prepared, in all material respects, in accordance with the requirements established by article 540 of the consolidated text of the Companies Act and Circular 5/2013 of June 12, 2013 of the *Comisión Nacional del Mercado de Valores* (CNMV), and subsequent amendments, the most recent being Circular 3/2021, of September 28 of the CNMV, for the purposes of the description of ICFR in Annual Corporate Governance Reports.

Our work does not constitute an audit nor is it subject to the regulations governing the audit activity in force in Spain, and as a result we do not express an audit opinion in the terms provided in the aforementioned regulations. However, we have audited under separate engagement, in accordance with the regulations governing the audit activity in force in Spain, the consolidated financial statements of Grupo Santander prepared by the Parent Company's Directors in accordance with the International Financial Reporting Standards adopted by the European Union and other provisions of the financial reporting standards applicable to the Group, and our report dated February 24, 2026 expresses a favorable opinion on those consolidated annual accounts.

PricewaterhouseCoopers Auditores, S.L.


Julián González Gómez
February 24, 2026

9. Other corporate governance information

Since 12 June 2018, CNMV allows the annual corporate governance and directors' remuneration reports Spanish listed companies must submit to be drafted in a free format, which is what we selected for our corporate governance and directors' remuneration reports since 2018.

The CNMV requires any issuer opting for a free format to provide certain information in a format it dictates so that it can be aggregated for statistical purposes. This information is included (i) for corporate governance matters, under section [9.2 'Statistical information on corporate governance required by the CNMV'](#), which also covers the section 'Degree of compliance with corporate governance recommendations', and (ii) for remuneration matters, under section [9.5 'Statistical information on remuneration required by the CNMV'](#).

Some shareholders or other stakeholders may be used to the formats of the corporate governance and directors' remuneration

reports set the by the CNMV. Therefore, each section under this format in sections [9.1 'Reconciliation with the CNMV's corporate governance report model'](#) and [9.4 'Reconciliation to the CNMV's remuneration report model'](#) include a cross reference indicating where this information may be found in the 2025 annual corporate governance report (drafted in a free format) and elsewhere in this annual report.

In section [9.3 'References on compliance with recommendations of Spain's Corporate Governance Code'](#), we have included a chart with cross-references showing where the information supporting each response can be found in this corporate governance chapter and elsewhere in the annual report, evidencing the compliance indicated in the above-mentioned section 'Degree of compliance with corporate governance recommendations'.

9.1 Reconciliation with the CNMV's corporate governance report model

Section in the CNMV model	Included in statistical report	Comments
A. OWNERSHIP STRUCTURE		
A.1	Yes	See sections 2.1 'Share capital' , 3.2 'Shareholder rights' and 9.2 'Statistical information on corporate governance required by the CNMV' .
A.2	Yes	See sections 2.3 'Significant shareholders' and 9.2 'Statistical information on corporate governance required by the CNMV' .
A.3	Yes	See 'Tenure and equity ownership' in section 4.2 and section 9.2 'Statistical information on corporate governance required by the CNMV' .
A.4	No	See section 2.3 'Significant shareholders' where we explain there are no significant shareholders on their own account so this section does not apply.
A.5	No	See section 2.3 'Significant shareholders' where we explain there are no significant shareholders on their own account so this section does not apply.
A.6	No	See section 2.3 'Significant shareholders' where we explain there are no significant shareholders on their own account so this section does not apply.
A.7	Yes	See sections 2.4 'Shareholders' agreements' and 9.2 'Statistical information on corporate governance required by the CNMV' .
A.8	Yes	Not applicable. See section 9.2 'Statistical information on corporate governance required by the CNMV' .
A.9	Yes	See section 2.5 'Treasury shares' and 9.2 'Statistical information on corporate governance required by the CNMV' .
A.10	No	See sections 2.2 'Authority to increase capital' and 2.5 'Treasury shares' .
A.11	Yes	See section 9.2 'Statistical information on corporate governance as required by the CNMV' .
A.12	No	See section 'Voting rights and unrestricted share transfers' in section 3.2.
A.13	No	See section 3.2 'Shareholder rights' .
A.14	Yes	See sections 2.6 'Stock market information' and 9.2 'Statistical information on corporate governance as required by the CNMV' .

Section in the CNMV model	Included in statistical report	Comments
B. GENERAL SHAREHOLDERS' MEETING		
B.1	No	See 'Quorum and majorities for passing resolutions at general meeting' in section 3.2.
B.2	No	See 'Quorum and majorities for passing resolutions at general meeting' in section 3.2.
B.3	No	See 'Rules for amending our Bylaws' in section 3.2.
B.4	Yes	See 'Quorum' in section 3.4, in relation to financial year 2025, and section 9.2 'Statistical information on corporate governance required by the CNMV' , in relation to the financial 2023, 2024 and 2025 year.
B.5	Yes	See 'Approved resolutions and voting results' in section 3.4.
B.6	Yes	See 'Participation at general meetings' in section 3.2 and section 9.2 'Statistical information on corporate governance required by the CNMV' .
B.7	No	See 'Quorum and majorities for passing resolutions at general meeting' in section 3.2.
B.8	No	See 'Corporate website' in section 3.1.
C. MANAGEMENT STRUCTURE		
C.1 Board of directors		
C.1.1	Yes	See 'Size' in section 4.2 and section 3.4 '2025 AGM' .
C.1.2	Yes	See sections 1.1 'Our board of directors' , 4.1 'Our directors, 'Tenure and equity ownership' in section 4.2, and section 9.2 'Statistical information on corporate governance required by the CNMV' .
C.1.3	Yes	See sections 2.4 'Shareholders' agreements' , 4.1 'Our directors' , 'Composition by director type' in section 4.2, section 4.6 'Nomination committee activities in 2025' and section 9.2 'Statistical information on corporate governance required by the CNMV' .
C.1.4	Yes	See 'Board skills and diversity matrix' in section 4.2, in relation to financial year 2025, and section 9.2 'Statistical information on corporate governance required by the CNMV' , in relation to the remaining financial years.
C.1.5	No	See 'Diversity and skills' and 'Board skills and diversity matrix' in section 4.2 and section 4.6 'Nomination committee activities in 2025' .
C.1.6	No	See section 1.3 'Achievement of our 2025 priorities' , 'Diversity and skills' in section 4.2 and section 4.6 'Nomination committee activities in 2025' and also section 3.1.3 'Inclusive culture' in 'Sustainability statement' chapter.
C.1.7	No	See section 4.6 'Nomination committee activities in 2025' .
C.1.8	No	Not applicable, since there are no proprietary directors. See 'Composition by type of director' in section 4.2.
C.1.9	No	See 'Functions' in section 4.4.
C.1.10	No	See section 4.1 'Our directors' .
C.1.11	Yes	See sections 4.1 'Our directors' and 9.2 'Statistical information on corporate governance required by the CNMV' .
C.1.12	Yes	See 'Attendance at board and committee meetings and dedication to the performance of duties' in section 4.3 and section 9.2 'Statistical information on corporate governance required by the CNMV' .
C.1.13	Yes	See sections 6. 'Remuneration' and 9.2 'Statistical information on corporate governance required by the CNMV' . Additionally, see note '5. Remuneration and other benefits paid to the Bank's directors and senior managers' in the 'Notes to the consolidated financial statements'.
C.1.14	Yes	See sections 5. 'Senior management team' , 6.6 'Remuneration of non-director members of senior management' and 9.2 'Statistical information on corporate governance required by the CNMV' . Additionally, see note '5. Remuneration and other benefits paid to the Bank's directors and senior managers' in the 'Notes to the consolidated financial statements'.
C.1.15	Yes	See 'Board regulation' in section 4.3.
C.1.16	No	See 'Election, appointment, re-election and succession of directors' in section 4.2.
C.1.17	No	See 'Effectiveness' in section 1.1 and 'Attendance at board and committee meetings and dedication to the performance of duties' and 'Board effectiveness review in 2025' in section 4.3.
C.1.18	No	Not applicable as it was not carried out with the help of an independent external advisor. See 'Effectiveness' in section 1.1 and 'Attendance at board and committee meetings and dedication to the performance of duties' and 'Board effectiveness review in 2025' in section 4.3.
C.1.19	No	See 'Election, appointment, re-election and succession of directors' in section 4.2.
C.1.20	No	See 'Board operation' in section 4.3.
C.1.21	Yes	Not applicable since there are no specific requirements, other than those applying to directors generally, to be appointed chair. See section 9.2 'Statistical information on corporate governance required by the CNMV' .
C.1.22	No	See 'Diversity and skills' in section 4.2.
C.1.23	Yes	See 'Election, appointment, re-election and succession of directors' in section 4.2 and section 9.2 'Statistical information on corporate governance required by the CNMV' .
C.1.24	No	See 'Board operation' in section 4.3.

Section in the CNMV model	Included in statistical report	Comments
C.1.25	Yes	See 'Lead Independent Director' and 'Attendance at board and committee meetings and dedication to the performance of duties' in section 4.3, 'Duties and activities in 2025' in sections 4.4 'Executive committee activities in 2025' , 4.5 'Audit committee activities in 2025' , 4.6 'Nomination committee activities in 2025' , 4.7 'Remuneration committee activities in 2025' , 4.8 'Risk supervision, regulation and compliance committee activities in 2025' , 4.9 'Responsible banking, sustainability and culture committee activities in 2025' and 4.10 'Innovation and technology committee activities in 2025' and section 9.2 'Statistical information on corporate governance required by the CNMV' .
C.1.26	Yes	See 'Attendance at board and committee meetings and dedication to the performance of duties' in section 4.3, 4.6 'Nomination committee activities in 2025' , and section 9.2 'Statistical information on corporate governance required by the CNMV' .
C.1.27	Yes	See section 9.2 'Statistical information on corporate governance required by the CNMV' .
C.1.28	No	See sections 4.5 'Audit committee activities in 2025' and 8.4 'Information and communication' .
C.1.29	Yes	See section 4.1 'Our directors' , 'Secretary of the board' in section 4.3 and section 9.2 'Statistical information on corporate governance as required by the CNMV' .
C.1.30	No	See section 3.1 'Shareholder communication and engagement' and 'External auditor independence' in section 4.5.
C.1.31	Yes	See 'Re-election of the auditor' in section 4.5 and section 9.2 'Statistical information on corporate governance required by the CNMV' .
C.1.32	Yes	In accordance with the CNMV's instructions, see 'External auditor independence' in section 4.5 and sub-section C.1.32 of section 9.2 'Statistical information on corporate governance required by the CNMV' . Per the CNMV's instructions on preparing annual reports on corporate governance, sub-section C.1.32 provides the fee ratios of non-audit services to total audit services, with these differences in the ratio set out in Regulation (EU) No 537/2014 that is included in section 4.5 'Audit committee activities in 2025' : (a) the ratios in sub-section C.1.32 have two perimeters to the one established by Regulation (EU) No 537/2014: fees for the approved services to be performed by PricewaterhouseCoopers Auditores, S.L. (PwC) for Banco Santander and fees for the approved services to be performed by PwC and other firms in its network for all other Grupo Santander entities, in and outside Spain; and (b) the ratios' denominator is the fees amount for audit services in 2025 and not the average fee value from the past three consecutive years that Regulation (EU) No 537/2014 dictates.
C.1.33	Yes	See section 9.2 'Statistical information on corporate governance required by the CNMV' .
C.1.34	Yes	See section 9.2 'Statistical information on corporate governance required by the CNMV' .
C.1.35	Yes	See 'Board operation' and 'Committee operation' in section 4.3, and section 9.2 'Statistical information on corporate governance required by the CNMV' .
C.1.36	No	See 'Election, appointment, re-election and succession of directors' in section 4.2.
C.1.37	No	Not applicable.
C.1.38	No	Not applicable.
C.1.39	Yes	See sections 6.4 'Directors' remuneration policy for 2026, 2027 and 2028' , 6.7 'Prudentially significant disclosures document' and 9.2 'Statistical information on corporate governance required by the CNMV' .
C.2 Board committees		
C.2.1	Yes	See 'Board committees' and 'Committee operation' in section 4.3, 'Duties and activities in 2025' in sections 4.4 'Executive committee activities in 2025' , 4.5 'Audit committee activities in 2025' , 4.6 'Nomination committee activities in 2025' , 4.7 'Remuneration committee activities in 2025' , 4.8 'Risk supervision, regulation and compliance committee activities in 2025' , 4.9 'Responsible banking, sustainability and culture committee activities in 2025' , 4.10 'Innovation and technology committee activities in 2025' and 9.2 'Statistical information on corporate governance required by the CNMV' .
C.2.2	Yes	See section 9.2 'Statistical information on corporate governance required by the CNMV' .
C.2.3	No	See 'Board regulation' and 'Board committees' , 'Committee operation' in section 4.3 and sections 4.4 'Executive committee activities in 2025' , 4.5 'Audit committee activities in 2025' , 4.6 'Nomination committee activities in 2025' , 4.7 'Remuneration committee activities in 2025' , 4.8 'Risk supervision, regulation and compliance committee activities in 2025' , 4.9 'Responsible banking, sustainability and culture committee activities in 2025' and 4.10 'Innovation and technology committee activities in 2025' .
D. RELATED PARTY AND INTRAGROUP TRANSACTIONS		
D.1	No	See 'Related-party transactions' in section 4.12.
D.2	Yes	Not applicable. See 'Related-party transactions' in section 4.12.
D.3	Yes	Not applicable. See 'Related-party transactions' in section 4.12.
D.4	Yes	See section 9.2 'Statistical information on corporate governance required by the CNMV' .
D.5	Yes	Not applicable. See 'Related-party transactions' in section 4.12.
D.6	No	See 'Other conflicts of interest' in section 4.12.
D.7	No	Not applicable. See section 2.3 'Significant shareholders' and 'Other conflicts of interest' in section 4.12.
E. CONTROL AND RISK MANAGEMENT SYSTEMS		
E.1	No	See chapter 'Risk management and compliance' , in particular section 1. 'Risk management and control model' and sections 1.2 'Materiality assessment' , 2.3 'Embedding ESG factors in risk management' and 4.2.2. 'Responsible taxation' in 'Sustainability statement' chapter.

Section in the CNMV model	Included in statistical report	Comments
E.2	No	See note 54 'Risk management' to the 'Notes to the consolidated financial statements', section 1.3 'Risk and compliance governance' in the 'Risk management and compliance' chapter. See also sections 1.2 'Materiality assessment', 1.4 'Sustainability governance' and 4.2.2. 'Responsible taxation' in 'Sustainability statement' chapter.
E.3	No	See sections 1.2 'Key risk types', 2. 'Credit risk', 3. 'Market, structural and liquidity risk', 4. 'Capital risk', 5. 'Operational risk', 6. 'Compliance risk', 7. 'Model risk' and 8. 'Strategic risk' in 'Risk management and compliance' chapter. See also section 2.3 'Embedding ESG factors in risk management' in 'Sustainability statement' chapter and, for our capital needs, see section 4.5 'Capital management and adequacy. Solvency ratios' of 'Economic and financial review' chapter.
E.4	No	See section 1.4. 'Risk management processes and tools' in the 'Risk management and compliance' chapter and sections 1.2 'Materiality assessment', 2.3 'Embedding ESG factors in risk management' and 4.2.2. 'Responsible taxation' in 'Sustainability statement' chapter.
E.5	No	See sections 2. 'Credit risk', 3. 'Market, structural and liquidity risk', 4. 'Capital risk', 5. 'Operational risk', 6 'Compliance risk', 7. 'Model risk' and 8. 'Strategic risk' in the 'Risk management' chapter. Additionally, see note 25e) in the 'Notes to the consolidated financial statements'.
E.6	No	See sections 1. 'Risk management and control model', 2. 'Credit risk', 3. 'Market, structural and liquidity risk', 4. 'Capital risk', 5. 'Operational risk', 6. 'Compliance risk', 7. 'Model risk' and 8. 'Strategic risk' in 'Risk management' and compliance chapter. See also 1.4 'Sustainability governance' and 2.3 'Embedding ESG factors in risk management' in 'Sustainability statement' chapter.
F. ICFRS		
F.1	No	See section 8.1 'Control environment'.
F.2	No	See section 8.2 'Risk assessment in financial reporting'.
F.3	No	See section 8.3 'Control activities'.
F.4	No	See section 8.4 'Information and communication'.
F.5	No	See section 8.5 'Monitoring of system functioning'.
F.6	No	Not applicable.
F7	No	See section 8.6 'External auditor report'.
G. DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS		
G	Yes	See 'G. Degree of compliance with the corporate governance recommendations' in section 9.2 and section 9.3 'References on compliance with recommendations of Spain's Corporate Governance Code'.
H. OTHER INFORMATION OF INTEREST		
H	No	<ul style="list-style-type: none"> See 'Board regulation' in section 4.3, as well as section 1.4 'Sustainability governance' in the 'Sustainability statement' chapter. Banco Santander also complies with the Polish Code of Best Practices, except in areas where regulation is different in Spain and Poland. In addition, see sections 1.4 'Sustainability governance' and 4. 'Business conduct (Governance information)' in the 'Sustainability statement' chapter. Banco Santander has voluntarily signed up to the Code of Best Tax Practices in Spain, see section 4.2.2. 'Responsible taxation' in the 'Sustainability statement' chapter and note 27g) of the 'Notes to the consolidated financial statements'. Banco Santander also voluntarily signed up to the Code of Good Practices for the viable restructuring of debts secured by mortgages on primary residences and the Code of Good Practices for mortgage debtors at risk of vulnerability, see note 54 Risk Management' to the 'Notes to the consolidated financial statements'.

9.2 Statistical information on corporate governance required by the CNMV

Unless otherwise indicated all data as of 31 December 2025.

A. OWNERSHIP STRUCTURE

A.1 Complete the following table on share capital and the attributed voting rights, including those corresponding to shares with a loyalty vote as of the closing date of the year, where appropriate:

Indicate whether company Bylaws contain the provision of double loyalty voting:

Yes No

Date of last modification	Share capital (euros)	Number of shares	Number of voting rights
30/12/2025	7,344,659,751	14,689,319,502	14,689,319,502

Indicate whether different types of shares exist with different associated rights:

Yes No

A.2 List the direct and indirect holders of significant ownership interests at year-end, including directors with a significant shareholding:

Name or corporate name of shareholder	% of voting rights attributed to shares		% of voting rights through financial instruments		Total % of voting rights
	Direct	Indirect	Direct	Indirect	
BlackRock Inc.	0.00	6.85	0.00	0.01	6.86

Details of the indirect shares:

Name or corporate name of the indirect shareholder	Name or corporate name of the direct shareholder	% of voting rights attributed to shares	% of voting rights through financial instruments	Total % of voting rights
BlackRock Inc.	Subsidiaries of BlackRock Inc.	6.85	0.01	6.86

A.3 Give details of the participation at the close of the fiscal year of the members of the board of directors who are holders of voting rights attributed to shares of the company or through financial instruments, whatever the percentage, excluding the directors who have been identified in Section A.2 above:

Name or corporate name of director	% of voting rights attributed to shares (including loyalty votes)		% of voting rights through financial instruments		Total % of voting rights	From the total % of voting rights attributed to the shares, indicate, where appropriate, the % of the additional votes attributed corresponding to the shares with a loyalty vote		
	Direct	Indirect	Direct	Indirect		Direct	Indirect	
Ana Botín-Sanz de Sautuola y O'Shea	0.02	0.21	0.00	0.00	0.23	0.00	0.00	
Héctor Grisi Checa	0.02	0.00	0.00	0.00	0.02	0.00	0.00	
Glenn H. Hutchins	0.01	0.00	0.00	0.00	0.01	0.00	0.00	
José Antonio Álvarez Álvarez	0.02	0.00	0.00	0.00	0.02	0.00	0.00	
Homaira Akbari	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Juan Carlos Barrabés Cónsul	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Javier Botín-Sanz de Sautuola y O'Shea	0.04	0.17	0.00	0.00	0.21	0.00	0.00	
Sol Daurella Comadrán	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Henrique de Castro	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Germán de la Fuente Escamilla	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Gina Díez Barroso Azcárraga	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Luis Isasi Fernández de Bobadilla	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Belén Romana García	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Pamela Walkden	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Antonio Francesco Weiss	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
% total voting rights held by the board of directors						0.49		
% total voting rights represented on the board of directors						0.84		

Details of the indirect holding:

Name or corporate name of director	Name or corporate name of direct owner	% of voting rights attributed to shares	% of voting rights through financial instruments	Total % of voting rights	From the total % of voting rights attributed to the shares, indicate, where appropriate, the % of the additional votes attributed corresponding to the shares with a loyalty vote
—	—	—	—	—	—

A.7 Indicate whether the company has been notified of any shareholders' agreements that may affect it, in accordance with the provisions of Articles 530 and 531 of the Spanish Companies Act (LSC). If so, provide a brief description and list the shareholders bound by the agreement, as applicable:

Yes No

Parties to the shareholders' agreement	% of share capital affected	Brief description of agreement	Expiry date, if applicable
Javier Botín-Sanz de Sautuola y O'Shea (directly and indirectly through Agropecuaria El Castaño, S.L.U. and Agropecuaria El Castaño Ibérica, S.L.U.) Emilio Botín-Sanz de Sautuola y O'Shea, Puente San Miguel, S.L.U. (directly and through Puente San Miguel DB, S.L.U., Puente San Miguel HB, S.L.U., Puente San Miguel LB, S.L.U. and Puente San Miguel EB, S.L.U.) Ana Botín-Sanz de Sautuola y O'Shea, CRONJE, S.L.U. Nueva Azil, S.L.U. (through Nueva Azil Horizonte, S.L.U.) Carmen Botín-Sanz de Sautuola y O'Shea Paloma Botín-Sanz de Sautuola y O'Shea Bright Sky 2012, S.L.U. (through Alina 38, S.L.U.)	0.75	Transfer restrictions and syndication of voting rights as described under section 2.4 'Shareholders' agreements' of the 'Corporate governance' chapter in the annual report. The communications to CNMV relating to this shareholders' agreement can be found in material facts with entry numbers 64179, 171949, 177432, 194069, 211556, 218392, 223703, 226968 and 285567 filed in CNMV on 17 February 2006, 3 August 2012, 19 November 2012, 17 October, 2013, 3 October 2014, 6 February 2015, 29 May 2015, 29 July 2015 and 31 December 2019, respectively.	01/01/2056

Indicate whether the company is aware of the existence of any concerted actions among its shareholders. If so, give a brief description as applicable:

Yes No

Participants in the concerted action	% of share capital affected	Brief description of concerted action	Expiry date, if applicable
Javier Botín-Sanz de Sautuola y O'Shea (directly and indirectly through Agropecuaria El Castaño, S.L.U. and Agropecuaria El Castaño Ibérica, S.L.U.) Emilio Botín-Sanz de Sautuola y O'Shea, Puente San Miguel, S.L.U. (directly and through Puente San Miguel DB, S.L.U., Puente San Miguel HB, S.L.U., Puente San Miguel LB, S.L.U. and Puente San Miguel EB, S.L.U.) Ana Botín-Sanz de Sautuola y O'Shea, CRONJE, S.L.U. Nueva Azil, S.L.U. (through Nueva Azil Horizonte, S.L.U.) Carmen Botín-Sanz de Sautuola y O'Shea Paloma Botín-Sanz de Sautuola y O'Shea Bright Sky 2012, S.L.U. (through Alina 38, S.L.U.)	0.75	Transfer restrictions and syndication of voting rights as described under section 2.4 'Shareholders' agreements' of the 'Corporate governance' chapter in the annual report. The communications to CNMV relating to this shareholders' agreement can be found in material facts with entry numbers 64179, 171949, 177432, 194069, 211556, 218392, 223703, 226968 and 285567 filed in CNMV on 17 February 2006, 3 August 2012, 19 November 2012, 17 October, 2013, 3 October 2014, 6 February 2015, 29 May 2015, 29 July 2015 and 31 December 2019, respectively.	01/01/2056

A.8 Indicate whether any individual or entity currently exercises control or could exercise control over the company in accordance with article 5 of the Spanish Securities Market Act. If so, identify them:

Yes No

A.9 Complete the following tables on the company's treasury shares:

At year end:

Number of shares held directly	Number of shares held indirectly (*)	% of total share capital
0	11,077,291	0.08%

(*) Through:

Name or corporate name of the direct shareholder	Number of shares held directly
Pereda Gestión, S.A.	9,750,000
Banco Santander Argentina, S.A.	444,527
Banco Santander México, S.A.	882,764
Total:	11,077,291

A.11 Estimated free float:

	%
Estimated free float	91.73

A.14 Indicate whether the company has issued securities not traded in a regulated market of the European Union.

Yes No

B. GENERAL SHAREHOLDERS' MEETING

B.4 Indicate the attendance figures for the general shareholders' meetings held during the financial year to which this report relates and in the two preceding financial years:

Date of General Meeting	Attendance data				
	% attending in person	% by proxy	% remote voting		Total
			Electronic means	Other	
31/03/2023	0.72	64.20	2.22	0.42	67.56
Of which free float:	0.06	63.73	2.22	0.42	66.43

Date of General Meeting	Attendance data				
	% attending in person	% by proxy	% remote voting		Total
			Electronic means	Other	
22/03/2024	0.82	62.48	2.83	0.52	66.65
Of which free float:	0.08	61.99	2.83	0.52	65.42

Date of General Meeting	Attendance data				
	% attending in person	% by proxy	% remote voting		Total
			Electronic means	Other	
04/04/2025	0.80	64.59	2.57	0.55	68.51
Of which free float:	0.02	64.08	2.57	0.55	67.22

Observations

Our 2025 AGM was held in a completely virtual format, with no physical attendance by shareholders. However, as there is no specific column for the inclusion of the % attending virtually, this information has been included in the column % attending in person.

B.5 Indicate whether in the general shareholders' meetings held during the financial year to which this report relates there has been any matter submitted to them which has not been approved by the shareholders:

Yes No

B.6 Indicate whether the Bylaws require a minimum holding of shares to attend to or to vote remotely in the general shareholders' meeting:

Yes No

C. MANAGEMENT STRUCTURE

C.1 Board of directors

C.1.1 Maximum and minimum number of directors provided for in the Bylaws:

Maximum number of directors	17
Minimum number of directors	12
Number of directors set by the General Meeting	15

C.1.2 Complete the following table with the directors' details:

Name or corporate name of director	Representative	Category of director	Position in the board	Date of first appointment	Date of last appointment	Election procedure
Ana Botín-Sanz de Sautuola y O'Shea	N/A	Executive	Chair	04/02/1989	04/04/2025	Vote in general shareholders' meeting
Héctor Grisi Checa	N/A	Executive	Chief Executive Officer	01/01/2023	04/04/2025	Vote in general shareholders' meeting
Glenn H. Hutchins	N/A	Independent	Lead Independent Director	20/12/2022	04/04/2025	Vote in general shareholders' meeting
José Antonio Álvarez Álvarez	N/A	Other external	Vice Chair	13/01/2015	22/03/2024	Vote in general shareholders' meeting
Homaira Akbari	N/A	Independent	Director	27/09/2016	31/03/2023	Vote in general shareholders' meeting
Juan Carlos Barrabés Cónsul	N/A	Independent	Director	27/06/2024	27/06/2024	Vote in general shareholders' meeting
Javier Botín-Sanz de Sautuola y O'Shea	N/A	Other external	Director	25/07/2004	22/03/2024	Vote in general shareholders' meeting
Sol Daurella Comadrán	N/A	Independent	Director	18/02/2015	31/03/2023	Vote in general shareholders' meeting
Henrique de Castro	N/A	Independent	Director	17/07/2019	22/03/2024	Vote in general shareholders' meeting
Germán de la Fuente Escamilla	N/A	Independent	Director	21/04/2022	22/03/2024	Vote in general shareholders' meeting
Gina Díez Barroso Azcárraga	N/A	Independent	Director	22/12/2020	31/03/2023	Vote in general shareholders' meeting
Luis Isasi Fernández de Bobadilla	N/A	Other external	Director	19/05/2020	04/04/2025	Vote in general shareholders' meeting
Belén Romana García	N/A	Independent	Director	22/12/2015	22/03/2024	Vote in general shareholders' meeting
Pamela Walkden	N/A	Independent	Director	29/10/2019	04/04/2025	Vote in general shareholders' meeting
Antonio Francesco Weiss	N/A	Independent	Director	27/06/2024	27/06/2024	Vote in general shareholders' meeting
Total number of directors	15					

Indicate any directors who have left during the financial year to which this report relates, regardless of the reason (whether for resignation or by agreement of the general meeting or any other):

Name or corporate name of director	Category of director at the time he/her left	Date of last appointment	Date of leave	Board committees he or she was a member of	Indicate whether he or she has left before the expiry of his or her term
N/A	N/A	N/A	N/A	N/A	N/A

C.1.3 Complete the following tables for the directors in each relevant category:

Executive directors

Name or corporate name of director	Position held in the company	Profile
Ana Botín-Sanz de Sautuola y O'Shea	Executive Chair	See section 4.1 'Our directors' in the 'Corporate governance' chapter in the annual report.
Héctor Grisi Checa	CEO	See section 4.1 'Our directors' in the 'Corporate governance' chapter in the annual report.
Total number of executive directors		2
% of the Board		13.33

Proprietary non-executive directors

Name or corporate name of director	Name or corporate name of significant shareholder represented or having proposed his or her appointment	Profile
N/A	N/A	N/A
Total number of proprietary non-executive directors		0
% of the Board		0

Independent directors

Name or corporate name of director	Profile	
Glenn H. Hutchins	See section 4.1 'Our directors' in the 'Corporate governance' chapter in the annual report.	
Homaira Akbari	See section 4.1 'Our directors' in the 'Corporate governance' chapter in the annual report.	
Juan Carlos Barrabés Cónsul	See section 4.1 'Our directors' in the 'Corporate governance' chapter in the annual report.	
Sol Daurella Comadrán	See section 4.1 'Our directors' in the 'Corporate governance' chapter in the annual report.	
Henrique de Castro	See section 4.1 'Our directors' in the 'Corporate governance' chapter in the annual report.	
Germán de la Fuente Escamilla	See section 4.1 'Our directors' in the 'Corporate governance' chapter in the annual report.	
Gina Díez Barroso Azcárraga	See section 4.1 'Our directors' in the 'Corporate governance' chapter in the annual report.	
Belén Romana Garcia	See section 4.1 'Our directors' in the 'Corporate governance' chapter in the annual report.	
Pamela Walkden	See section 4.1 'Our directors' in the 'Corporate governance' chapter in the annual report.	
Antonio Francesco Weiss	See section 4.1 'Our directors' in the 'Corporate governance' chapter in the annual report.	
Total number of independent directors		10
% of the Board		66.67

Identify any independent director who receives from the company or its group any amount or perk other than his or her director remuneration, as a director, or who maintain or have maintained during the financial year covered in this report a business relationship with the company or any group company, whether in his or her own name or as a principal shareholder, director or senior manager of an entity which maintains or has maintained such a relationship.

In such a case, a reasoned statement from the Board on why the relevant director(s) is able to carry on their duties as independent director(s) will be included.

Name or corporate name of director	Description of the relationship	Reasoned statement
Sol Daurella Comadrán	Financing	<p>When conducting the annual verification of the independence of directors classified as independent, the nomination committee analysed the business relationships between Grupo Santander and such directors and/or the companies in which they are or have previously been principal shareholders, directors or senior managers.</p> <p>The committee concluded that the funding Grupo Santander granted to companies in which Sol Daurella was a principal shareholder or director in 2025 were not significant because, among other reasons: (i) they did not generate economic dependence on the companies involved in view of the substitutability of this funding by other sources, whether banks or others; (ii) they were consistent with Grupo Santander's share in the corresponding market; and (iii) they did not reach certain comparable materiality thresholds used in other jurisdictions (e.g. NYSE, Nasdaq and the Canadian Bank Act).</p>
Henrique de Castro	Business	<p>When conducting the annual verification of the independence of directors classified as independent, the nomination committee analysed the business relationships between Grupo Santander and such directors and/or the companies in which they are or have previously been principal shareholders, directors or senior managers.</p> <p>The committee concluded that the business relationships maintained between Grupo Santander and the company in which Henrique de Castro was a director in 2025 were not significant because, among other reasons they did not reach certain comparable materiality thresholds used in other jurisdictions (e.g. NYSE and Nasdaq).</p>
Gina Díez Barroso Azcárraga	Business/Financing	<p>When conducting the annual verification of the independence of directors classified as independent, the nomination committee analysed the business relationships between Grupo Santander and such directors and/or the companies in which they are or have previously been principal shareholders, directors or senior managers.</p> <p>The committee concluded that the business relationships maintained and the funding Grupo Santander granted to companies in which Gina Díez Barroso was a principal shareholder and director in 2025 were not significant because, among other reasons: (i) they did not generate a situation of economic dependence on the company involved in view of the substitutability of this funding by other sources, whether banks or others; (ii) they were consistent with Grupo Santander's share in the corresponding market; and (iii) they did not reach certain comparable materiality thresholds used in other jurisdictions (e.g. NYSE, Nasdaq and the Canadian Bank Act).</p>
Belén Romana García	Business/Financing	<p>When conducting the annual verification of the independence of directors classified as independent, the nomination committee analysed the business relationships between Grupo Santander and such directors and/or the companies in which they are or have previously been principal shareholders, directors or senior managers.</p> <p>The committee concluded that the business relationships maintained and the funding Grupo Santander granted to companies in which Belén Romana was a director in 2025 were not significant because, among other reasons: (i) they did not generate economic dependence on the companies involved in view of the substitutability of this funding by other sources, whether banks or others; (ii) they were consistent with Grupo Santander's share in the corresponding market; and (iii) they did not reach certain comparable materiality thresholds used in other jurisdictions (e.g. NYSE, Nasdaq and the Canadian Bank Act).</p>
Juan Carlos Barrabés Cónsul	Financing	<p>When conducting the annual verification of the independence of directors classified as independent, the nomination committee analysed the business relationships between Grupo Santander and such directors and/or the companies in which they are or have previously been principal shareholders, directors or senior managers.</p> <p>The committee concluded that the funding Grupo Santander granted to Juan Carlos Barrabés and the companies in which he was a principal shareholder or director in 2025 were not significant because, among other reasons: (i) it did not generate economic dependence in view of the substitutability of this funding by other sources, whether banks or others; (ii) it was consistent with Grupo Santander's share in the corresponding market; and (iii) it did not reach certain comparable materiality thresholds used in other jurisdictions (e.g. NYSE, Nasdaq and the Canadian Bank Act).</p>
Antonio Francesco Weiss	Business	<p>When conducting the annual verification of the independence of directors classified as independent, the nomination committee analysed the business relationships between Grupo Santander and such directors and/or the companies in which they are or have previously been principal shareholders, directors or senior managers.</p> <p>The committee concluded that the business relationships maintained between Grupo Santander and the company in which Antonio Weiss was a principal shareholder in 2025 were not significant because, among other reasons they did not reach certain comparable materiality thresholds used in other jurisdictions (e.g. NYSE and Nasdaq).</p>

Other external directors

Identify all other external directors and explain why these cannot be considered proprietary or independent directors and detail their relationships with the company, its executives or shareholders:

Name or corporate name of director	Reasons	Company, manager or shareholder to which or to whom the director is related	Profile
José Antonio Álvarez Álvarez	Mr Álvarez was the former CEO of Banco Santander until 31 December 2022, pursuant to sub-section 4.a) of article 529 <i>duodecies</i> of the Spain's Companies Act.	Banco Santander, S.A.	See section 4.1 'Our directors' in the Corporate governance chapter in the annual report.
Javier Botín-Sanz de Sautuola y O'Shea	Mr Botín has been director for over 12 years, pursuant to sub-section 4. i) of article 529 <i>duodecies</i> of the Spain's Companies Act.	Banco Santander, S.A.	See section 4.1 'Our directors' in the Corporate governance chapter in the annual report.
Luis Isasi Fernández de Bobadilla	Under prudent criteria given his remuneration as non-executive Chair of Santander España's body as supervisor, business unit without its own corporate identity separate to Banco Santander, pursuant to sub-sections 2 to 4 of article 529 <i>duodecies</i> of the Spain's Companies Act.	Banco Santander, S.A.	See section 4.1 'Our directors' in the Corporate governance chapter in the annual report.
Total number of other external directors			3
% of the Board			20.00

List any changes in the category of a director which have occurred during the period covered in this report.

Name or corporate name of director	Date of change	Previous category	Current category
—	—	—	—

C.1.4 Complete the following table on the number of female directors at the end of each the past four years and their category:

Number of female directors					% of total directors of each category			
	FY 2025	FY 2024	FY 2023	FY 2022	FY 2025	FY 2024	FY 2023	FY 2022
Executive	1	1	1	1	50.00	50.00	50.00	50.00
Proprietary	—	—	—	—	0.00	0.00	0.00	0.00
Independent	5	5	5	5	50.00	50.00	50.00	50.00
Other external	—	—	—	—	0.00	0.00	0.00	0.00
Total:	6	6	6	6	40.00	40.00	40.00	40.00

C.1.11 List the positions of director, administrator or representative thereof, held by directors or representatives of directors who are members of the company's board of directors in other entities, whether or not they are listed companies:

Identity of the director or representative	Company name of the listed or non-listed entity	Position	Remunerated YES/NO
Ana Botín-Sanz de Sautuola y O'Shea	The Coca-Cola Company	Director	YES
Héctor Grisi Checa	Cogrimex, S.A. de C.V.	Chair	NO
	Galve Investments, S.L.	Sole director	NO
Glenn H. Hutchins	CoreWeave, Inc.	Director	YES
	North Island, LLC	Chair	NO
	North Island Ventures, LLC	Chair	NO
José Antonio Álvarez Álvarez	Aon plc	Director	YES
Homaira Akbari	Landstar System, Inc.	Director	YES
	AKnowledge Partners, LLC	Chief Executive Officer	YES
Juan Carlos Barrabés Cónsul	Grupo Barrabés Cónsul, S.L.	Chair-Chief Executive Officer	NO
	Barrabés Internet, S.L.U.	Chief Executive Officer	NO
	Barrabés Ski Montaña, S.L.U.	Director	NO
	Action & Lifestyle, S.L.U.	Director	NO
	Tuca del Mont, S.L.	Chief Executive Officer	NO
	Ediciones Montañas y Hombres, S.L.U.	Director	NO
	Llitarrada Innova, S.L.	Representative of sole director	NO
	Innova Next, S.L.U.	Representative of joint and several director	NO
	Step One Ventures, S.L.	Representative of joint and several director	NO
Javier Botín-Sanz de Sautuola y O'Shea	Agencia Certificadora Autónoma, S.L.U.	Representative of joint and several director	NO
	JB Capital Markets, S. V., S.A.U.	Chair	YES
	Inversiones Zulú, S.L.	Chair-Chief Executive Officer	NO
	Agropecuaria El Castaño, S.L.U.	Joint director	NO
	Agropecuaria El Castaño Ibérica, S.L.U.	Joint director	NO
Sol Daurella Comadrán	Inversiones Peña Cabarga, S.L.	Joint and several director	NO
	Coca-Cola Europacific Partners plc	Chair	YES
	Cobega, S.A.	Representative of director	NO
	Equatorial Coca Cola Bottling Company, S.L.	Director	YES
	Cobega Invest S.L.	Joint director	NO
	Olive Partners, S.A.	Representative of director	NO
Henrique de Castro	Indau, s.à.r.l.	Director	YES
	Fiserv Inc.	Director	YES
Gina Díez Barroso Azcárraga	Stakecorp Capital, s.à.r.l.	Director	NO
	Grupo Axo, S.A.P.I. de C.V.	Director	YES
	Centro de Diseño y Comunicación, S.C.	Chair	NO
Luis Isasi Fernández de Bobadilla	Bolsa Mexicana de Valores, S.A.B. de C.V.	Director	YES
	Logista Integral, S.A.	Chair	YES
	Balcón del Parque, S.L.	Sole director	NO
Belén Romana García	Santa Clara de C. Activos, S.L.	Joint and several director	NO
	Werfen, S.A.	Director	YES
	SIX Group AG	Director	YES
	SIX Digital Exchange AG	Chair	YES
	SDX Trading AG	Chair	YES
	Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.	Director	YES
Antonio Francesco Weiss	Industria de Diseño Textil, S.A. (Inditex)	Director	YES
	Société Familiale d'Investissements S.A.	Director	YES

Indicate, where appropriate, the other remunerated activities of the directors or directors' representatives, whatever their nature, other than those indicated in the previous table.

Identity of the director or representative	Other paid activities
Glenn H. Hutchins	Member of the international advisory board Government of Singapore Investment Corporation
Homaira Akbari	Member of the Security Advisory Board of Telefónica Soluciones de Criptografía, S.A.U.
Luis Isasi Fernández de Bobadilla	Senior advisor of I Squared Capital Advisors (UK) LLP
Belén Romana García	Senior advisor of Artá Capital, S.G.E.I.C., S.A. Academic director of the IE Leadership & Foresight Hub Programme
Pamela Walkden	Member of the advisory board of JD Haspel Ltd
Antonio Francesco Weiss	Partner of SSW Partners LP Associate of AFWCo LP Senior advisor of JAB Holdings

C.1.12 Indicate and, if applicable explain, if the company has established rules on the maximum number of directorships its directors may hold and, if so, where they are regulated:

Yes No

The maximum number of directorships is established, as provided for in article 30 of the Rules and regulations of the board, in article 26 of Spain's Law 10/2014 on the ordering, supervision and solvency of credit institutions. This rule is further developed by articles 29 and subsequent of Royal Decree 84/2015 and by Rules 30 and subsequent of Bank of Spain Circular 2/2016.

C.1.13 Identify the following items of the total remuneration of the board of directors:

Board remuneration accrued in the fiscal year (EUR thousand)	29,462
Funds accumulated by current directors for long-term savings systems with consolidated economic rights (EUR thousand)	90,238
Funds accumulated by current directors for long-term savings systems with unconsolidated economic rights (EUR thousand)	0
Pension rights accumulated by former directors (EUR thousand)	42,506

C.1.14 Identify the members of the company's senior management who are non executive directors and indicate total remuneration they have accrued during the financial year:

Name or corporate name	Position (s)
Mahesh Chatta Aditya	Group Chief Risk Officer
Daniel Barriuso Rojo	Global Head of Retail & Commercial Banking and Group Chief Transformation Officer
Julia Bayón Pedraza	Group Chief Audit Executive
Juan Manuel Cendoya Méndez de Vigo	Group Head of Communications, Corporate Marketing and Research
Manuel Preto	Group Chief Accounting Officer
José Antonio García Cantera	Group Chief Financial Officer
Francisco Javier García-Carranza Benjumea	Global Head of Wealth Management & Insurance
David Hazell	Group Chief Compliance Officer
José María Linares Perou	Global Head of Corporate & Investment Banking
Mónica Lopez-Monís Gallego	Group Head of Supervisory and Regulatory Relations
Juan María Olaizola Bartolomé	Group Chief Operating & Technology Officer
José Luis de Mora Gil-Gallardo	Group Head of Corporate Development and Financial Planning
Jaime Pérez Renovales	Group General Counsel
Nitin Prabhu	Global Head of Digital Consumer Bank
Javier Roglá Puig	Group Head of People, Culture & Organization
Number of women in senior management	2
Percentage of total senior management	13.33%
Total remuneration accrued by the senior management (EUR thousand)	57,592

C.1.15 Indicate whether any changes have been made to the board's regulations during the financial year:

Yes No

C.1.21 Indicate whether there are any specific requirements, other than those applying to directors generally, to be appointed Chair:

Yes No

C.1.23 Indicate whether the Bylaws or the board's regulations set a limited term of office (or other requirements which are stricter than those provided for in the law) for independent directors different than the one provided for in the law.

Yes No

C.1.25 Indicate the number of board meetings held during the financial year and how many times the board has met without the Chair's attendance. Attendance also includes proxies appointed with specific instructions:

Number of board meetings	13
Number of board meetings held without the Chair's attendance	0

Indicate the number of meetings held by the Lead Independent Director with the rest of directors without the attendance or representation of any executive director.

Number of meetings	5
---------------------------	---

Indicate the number of meetings of the various board committees held during the financial year.

Number of meetings of the audit committee	15
Number of meetings of the responsible banking, sustainability and culture committee	4
Number of meetings of the innovation and technology committee	4
Number of meetings of the nomination committee	9
Number of meetings of the remuneration committee	9
Number of meetings of the risk supervision, regulation and compliance committee	14
Number of meetings of the executive committee	23

C.1.26 Indicate the number of board meetings held during the financial year and data about the attendance of the directors:

Number of meetings with at least 80% of directors being present	13
% of votes cast by members present over total votes in the financial year	99
Number of board meetings with all directors being present (or represented having given specific instructions)	12
% of votes cast by members present at the meeting or represented with specific instructions over total votes in the financial year	99.48

C.1.27 Indicate whether the company's consolidated and individual financial statements are certified before they are submitted to the board for their formulation.

Yes No

Identify, where applicable, the person(s) who certified the company's individual and consolidated financial statements prior to their formulation by the board:

Name	Position
Manuel Preto	Group Chief Accounting Officer

C.1.29 Is the secretary of the board also a director?

Yes No

If the secretary of the board is not a director fill in the following table:

Name or corporate name of the secretary	Representative
Jaime Pérez Renovalés	N/A

C.1.31 Indicate whether the company has changed its external audit firm during the financial year. If so, identify the incoming audit firm and the outgoing audit firm:

Yes No

C.1.32 Indicate whether the audit firm performs non-audit work for the company and/or its group. If so, state the amount of fees paid for such work and express this amount as a percentage they represent of all fees invoiced to the company and/or its group.

Yes No

	Company	Group companies	Total
Amount of non-audit work (EUR thousand)	8,599	7,328	15,927
Amount of non-audit work as a % of amount of audit work	28.85	9.75	15.18

C.1.33 Indicate whether the audit report on the previous year's financial statements contains a qualified opinion or reservations. Indicate the reasons given by the Chair of the audit committee to the shareholders in the general shareholders meeting to explain the content and scope of those qualified opinion or reservations.

Yes No

C.1.34 Indicate the number of consecutive years during which the current audit firm has been auditing the financial statements of the company and/or its group. Likewise, indicate for how many years the current firm has been auditing the financial statements as a percentage of the total number of years over which the financial statements have been audited:

	Individual financial statements	Consolidated financial statements
Number of consecutive years	10	10

	Company	Group
Number of years audited by current audit firm/Number of years the company's or its Group financial statements have been audited (%)	22.73	23.26

C.1.35 Indicate and if applicable explain whether there are procedures for directors to receive the information they need in sufficient time to prepare for meetings of the governing bodies:

Yes No

Procedures

Our Rules and regulations of the board foresees that members of the board and committees are provided with the relevant documentation for each meeting sufficiently in advance of the meeting date.

C.1.39 Identify, individually in the case of directors, and in the aggregate in all other cases, and provide detailed information on, agreements between the company and its directors, executives and employees that provide indemnification, guarantee or golden parachute clause in the event of resignation, unfair dismissal or termination as a result of a takeover bid or other type of transaction.

Number of beneficiaries	25
Type of beneficiary	Description of the agreement:
Employees	The Bank has no commitments to provide severance pay to directors. A number of employees have a right to compensation equivalent to one to two years of their basic salary in the event of their contracts being terminated by the Bank in the first two years of their contract in the event of dismissal on grounds other than their own will, retirement, disability or serious dereliction of duties. In addition, for the purposes of legal compensation, in the event of redundancy a number of employees are entitled to recognition of length of service including services provided prior to being contracted by the Bank; this would entitle them to higher compensation than they would be due based on their actual length of service with the Bank itself.

Indicate whether these agreements must be reported to and/or authorised by the governing bodies of the company or its group beyond the procedures provided for in applicable law. If applicable, specify the process applied, the situations in which they apply, and the bodies responsible for approving or communicating those agreements:

	Board of directors	General Shareholders' Meeting
Body authorising clauses	√	
Is the general shareholders' meeting informed of such clauses?	YES	NO
	√	

C.2 Board committees

C.2.1 Give details of all the board committees, their members and the proportion of executive, independent and other external directors.

Executive committee

Name	Position	Type	
Ana Botín-Sanz de Sautuola y O'Shea	Chair	Executive	
Héctor Grisi Checa	Member	Executive	
José Antonio Álvarez Álvarez	Member	Other external	
Luis Isasi Fernández de Bobadilla	Member	Other external	
Belén Romana García	Member	Independent	
% of executive directors			40.00
% of proprietary directors			0.00
% of independent directors			20.00
% of other external directors			40.00

Audit committee

Name	Position	Type	
Germán de la Fuente Escamilla	Chair	Independent	
Homaira Akbari	Member	Independent	
Henrique de Castro	Member	Independent	
Belén Romana García	Member	Independent	
Pamela Walkden	Member	Independent	
% of executive directors			0
% of proprietary directors			0
% of independent directors			100
% of other external directors			0

Identify those directors in the audit committee who have been appointed on the basis of their knowledge and experience in accounting, audit or both and indicate the date of appointment of the committee chair.

Name of directors with accounting or audit experience	Germán de la Fuente Homaira Akbari Henrique de Castro Belén Romana García Pamela Walkden
Date of appointment of the committee chair for that position	23 March 2024

Nomination committee

Name	Position	Type	
Belén Romana García	Chair	Independent	
Juan Carlos Barrabés Cónsul	Member	Independent	
Sol Daurella Comadrán	Member	Independent	
Gina Díez Barroso	Member	Independent	
Glenn H. Hutchins	Member	Independent	
% of executive directors			0
% of proprietary directors			0
% of independent directors			100
% of other external directors			0

Remuneration committee

Name	Position	Type
Glenn H. Hutchins	Chair	Independent
Sol Daurella Comadrán	Member	Independent
Henrique de Castro	Member	Independent
Luis Isasi Fernández de Bobadilla	Member	Other external
Antonio Francesco Weiss	Member	Independent
% of executive directors		0
% of proprietary directors		0
% of independent directors		80.00
% of other external directors		20.00

Risk supervision, regulation and compliance committee

Name	Position	Type
Pamela Walkden	Chair	Independent
José Antonio Álvarez Álvarez	Member	Other external
Germán de la Fuente Escamilla	Member	Independent
Luis Isasi Fernández de Bobadilla	Member	Other external
Belén Romana García	Member	Independent
% of executive directors		0
% of proprietary directors		0
% of independent directors		60.00
% of other external directors		40.00

Responsible banking, sustainability and culture committee

Name	Position	Type
Sol Daurella Comadrán	Chair	Independent
Homaira Akbari	Member	Independent
Juan Carlos Barrabés Cónsul	Member	Independent
Gina Díez Barroso Azcárraga	Member	Independent
Belén Romana García	Member	Independent
% of executive directors		0
% of proprietary directors		0
% of independent directors		100
% of other external directors		0

Innovation and technology committee

Name	Position	Type
Glenn H. Hutchins	Chair	Independent
Ana Botín-Sanz de Sautuola y O'Shea	Member	Executive
Homaira Akbari	Member	Independent
José Antonio Álvarez Álvarez	Member	Other external
Juan Carlos Barrabés Cónsul	Member	Independent
Henrique de Castro	Member	Independent
Héctor Grisi Checa	Member	Executive
Belén Romana García	Member	Independent
% of executive directors		25.00
% of proprietary directors		0.00
% of independent directors		62.50
% of other external directors		12.50

C.2.2 Complete the following table on the number of female directors on the various board committees over the past four years.

	Number of female directors							
	FY 2025		FY 2024		FY 2023		FY 2022	
	Number	%	Number	%	Number	%	Number	%
Audit committee	3	60.00	3	50.00	3	50.00	3	50.00
Responsible banking, sustainability and culture committee	4	80.00	4	80.00	4	80.00	3	75.00
Innovation and technology committee	3	37.50	3	37.50	3	42.86	3	42.86
Nomination committee	3	60.00	3	60.00	2	50.00	2	50.00
Remuneration committee	1	20.00	1	25.00	1	20.00	1	20.00
Risk supervision, regulation and compliance committee	2	40.00	2	50.00	2	40.00	2	50.00
Executive committee	2	40.00	2	40.00	2	33.33	2	33.33

D. RELATED-PARTY AND INTRAGROUP TRANSACTIONS

D.2 Give individual details of operations that are significant due to their amount or of importance due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or who are represented on the board of directors of the company, indicating which has been the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

Not applicable.

D.3 Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company, including those operations carried out with entities that the administrator or manager controls or controls jointly, indicating the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

Not applicable.

D.4 Report individually on intra-group transactions that are significant due to their amount or relevant due to their subject matter that have been undertaken by the company with its parent company or with other entities belonging to the parent's group, including subsidiaries of the listed company, except where no other related party of the listed company has interests in these subsidiaries or that they are fully owned, directly or indirectly, by the listed company.

In any case, report any intragroup transactions carried out with entities in countries or territories considered to be tax havens.

Corporate name of the group company	Brief description of the transaction and any other information necessary for its evaluation	Amount (EUR thousand)
	<p>The information included in this chart shows the transactions carried out and the results obtained by Banco Santander, S.A. in Spain and its foreign branches as of 31 December 2025, with Group entities resident in countries or territories that, as of that date, were considered non-cooperative jurisdictions in accordance with the applicable Spanish legislation (Law 11/2021, of 9 July, on measures to prevent and fight against tax fraud).</p> <p>Such results, as well as the balances shown below, have been eliminated in the consolidation process. See note 3.c) of the 'Consolidated financial statements' for further information on offshore entities.</p>	
	<p>The amount shown on the right corresponds to net negative results (including foreign exchange differences) associated with derivatives transactions.</p> <p>These derivatives had a net negative market value of EUR 520 million and comprised the following transactions:</p> <ul style="list-style-type: none"> - 140 Non-Delivery Forwards. - 377 Swaps. - 103 Cross Currency Swaps. - 37 Options. - 151 Forex. 	265,061
Banco Santander (Brasil) S.A. (Cayman Islands Branch)	<p>The amount shown on the right corresponds to negative interest results associated with deposits (liabilities). Such deposits had a nominal value of EUR 1,476 million as of 31 December 2025.</p>	29,521
	<p>The amount shown on the right relates to negative results from interest and fees associated with correspondent accounts (liabilities). These correspondent accounts had a credit balance of EUR 4 million as of 31 December 2025.</p>	156
	<p>The amount shown on the right corresponds to interest results associated with loans and advances (assets). Such loans and advances had a credit balance of EUR 26 thousand as of 31 December 2025, which was offset by a deposit of the same amount.</p>	0
	<p>The amount shown on the right corresponds to interest results associated with other assets (rest). Such assets had a debit balance of EUR 25 thousand as of 31 December 2025.</p>	0
	<p>The amount shown on the right corresponds to positive results from fees and commissions received.</p>	225

D.5 Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties pursuant to the international accounting standards adopted by the EU, which have not been reported in previous sections.

Not applicable.

G. DEGREE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE RECOMMENDATIONS

Indicate the degree of the company's compliance with the recommendations of the good governance code for listed companies.

Should the company not comply with any of the recommendations or comply only in part, include a detailed explanation of the reasons so that shareholders, investors and the market in general have enough information to assess the company's behaviour. General explanations are not acceptable.

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

2. When the listed company is controlled, pursuant to the meaning established in Article 42 of the Commercial Code, by another listed or non-listed entity, and has, directly or through its subsidiaries, business relationships with that entity or any of its subsidiaries (other than those of the listed company) or carries out activities related to the activities of any of them, this is reported publicly, with specific information about:

a) The respective areas of activity and possible business relationships between, on the one hand, the listed company or its subsidiaries and, on the other, the parent company or its subsidiaries.

b) The mechanisms established to resolve any conflicts of interest that may arise.

Not applicable

3. During the AGM the chair of the board should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. In particular:

a) Changes taking place since the previous annual general meeting.

b) The specific reasons for the company not following a given Good Governance Code recommendation, and any alternative procedures followed in its stead.

Complies

4. The company should define and promote a policy for communication and contact with shareholders and institutional investors within the framework of their involvement in the company, as well as with proxy advisors, that complies in full with the rules on market abuse and gives equal treatment to shareholders who are in the same position. The company should make said policy public through its website, including information regarding the way in which it has been implemented and the parties involved or those responsible its implementation.

Further, without prejudice to the legal obligations of disclosure of inside information and other regulated information, the company should also have a general policy for the communication of economic-financial, non-financial and corporate information through the channels it considers appropriate (media, social media or other channels) that helps maximise the dissemination and quality of the information available to the market, investors and other stakeholders.

Complies

5. The board of directors should not make a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20% of capital at the time of such delegation.

And that whenever the board of directors approves an issuance of shares or convertible securities without pre-emptive rights the company immediately publishes reports on its web page regarding said exclusions as referenced in applicable mercantile law.

Complies

6. Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the AGM, even if their distribution is not obligatory:

a) Report on auditor independence.

b) Reviews of the operation of the audit committee and the nomination and remuneration committees.

c) Audit committee report on third-party transactions.

Complies

7. The company should broadcast its general meetings live on the corporate website.

The company should have mechanisms that allow the delegation and exercise of votes by electronic means and even, in the case of large-cap companies and, to the extent that it is proportionate, attendance and active participation in the general shareholders' meeting.

Complies

8. The audit committee should strive to ensure that the financial statements that the board of directors presents to the general shareholders' meeting are drawn up in accordance to accounting legislation. And in those cases where the auditors includes any qualification in its report, the chair of the audit committee should give a clear explanation at the general meeting of their opinion regarding the scope and content, making a summary of that opinion available to the shareholders at the time of the publication of the notice of the meeting, along with the rest of proposals and reports of the board.

Complies

9. The company should disclose its conditions and procedures for admitting 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

10. When a shareholder so entitled 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) Disclose the standard attendance card or proxy appointment or remote voting form, duly modified 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

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.

Not applicable

12. The board of directors should perform its duties with unity of purpose and independent judgement, according the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interest, 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

13. The board of directors should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is accordingly between five and fifteen members.

Complies

14. The board of directors should approve a policy aimed at promoting an appropriate composition of the board that:

- a) is concrete and verifiable;
- b) ensures that appointment or re-election proposals are based on a prior analysis of the competences required by the board; and
- c) favours diversity of knowledge, experience, age and gender. Therefore, measures that encourage the company to have a significant number of female senior managers are considered to favour gender diversity.

The results of the prior analysis of competences required by the board should be written up in the nomination committee's explanatory report, to be published when the general shareholders' meeting is convened that will ratify the appointment and re-election of each director.

The nomination committee should run an annual check on compliance with this policy and set out its findings in the annual corporate governance report.

Complies

15. Proprietary and independent directors should constitute an ample majority on the board of directors, while the number of executive directors should be the minimum practical bearing in mind the complexity of the corporate group and the ownership interests they control.

Further, the number of female directors should account for at least 40% of the members of the board of directors before the end of 2022 and thereafter, and not less than 30% previous to that.

Complies

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

17. Independent directors should be 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

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 whatever nature.
- c) Statement of the director class 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

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 applying successfully for a proprietary directorship.

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

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 disqualifying grounds for classification as independent enumerated in the applicable legislation.

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 ensue from the proportionality criterion set out in recommendation 16.

Complies

22. Companies should establish rules obliging directors to disclose any circumstance that might harm the organisation's name or reputation, related or not to their actions within the company, and tendering their resignation as the case may be, and, in particular, to inform the board of any criminal charges brought against them and the progress of any subsequent trial.

When the board is informed or becomes aware of any of the situations mentioned in the previous paragraph, the board of directors should examine the case as soon as possible and, attending to the particular circumstances, decide, based on a report from the nomination and remuneration committee, whether or not to adopt any measures such as opening of an internal investigation, calling on the director to resign or proposing his or her dismissal. The board should give a reasoned account of all such determinations in the annual corporate governance report, unless there are special circumstances that justify otherwise, which must be recorded in the minutes. This is without prejudice to the information that the company must disclose, if appropriate, at the time it adopts the corresponding measures.

Complies

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

24. Directors who give up their position before their tenure expires, through resignation or resolution of the general meeting, should state the reasons for this decision, or in the case of non-executive directors, their opinion of the reasons for the general meeting resolution, in a letter to be sent to all members of the board.

This should all be reported in the annual corporate governance report, and if it is relevant for investors, the company should publish an announcement of the departure as rapidly as possible, with sufficient reference to the reasons or circumstances provided by the director.

Complies

25. The nomination committee should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively.

The board rules and regulations should lay down the maximum number of company boards on which directors can serve.

Complies

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

27. Director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.

Complies

28. When directors or the secretary express concerns about some proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minutes book if the person expressing them so requests.

Complies

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

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

31. The agendas of board meetings should clearly indicate on which points directors must arrive at a decision, so they can study the matter beforehand or obtain the information they consider appropriate.

For reasons of urgency, the chair 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

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

33. The chair, as the person responsible for 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, of 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

34. When a lead independent director has been appointed, the bylaws or the Rules and regulations of the board of directors should grant him or her the following powers over and above those conferred by law: to chair the board of directors in the absence of the chair or vice chair; to give voice to the concerns of non-executive directors; to maintain contact 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 to coordinate the chair's succession plan.

Complies

35. The board secretary should strive to ensure that the board's actions and decisions are informed by the governance recommendations of the Good Governance Code of relevance to the company.

Complies

36. The board in full should conduct an annual evaluation, 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 competencies.
- d) The performance of the chair of the board of directors and the company's chief executive.
- e) The performance and contribution of individual directors, with particular attention to the chair 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

37. When there is an executive committee, there should be at least two non-executive members, at least one of whom should be independent; and its secretary should be the secretary of the board of directors.

Complies

38. The board should be kept fully informed of the matters discussed and decisions made by the executive committee. To this end, all board members should receive a copy of the committee's minutes.

Complies

39. All members of the audit committee, particularly its chair, should be appointed with regard to their knowledge and experience in accounting, auditing and risk management matters, both financial and non-financial.

Complies

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 chair or the chair of the audit committee.

Complies

41. The head of the unit handling the internal audit function should present an annual work programme to the audit committee, for approval by this committee or the board, inform it directly of any incidents or scope limitations arising during its implementation, the results and monitoring of its recommendations, and submit an activities report at the end of each year.

Complies

42. The audit committee should have the following functions over and above those legally assigned:

1. With respect to internal control and reporting systems:

a) Monitor and evaluate the preparation process and the integrity of the financial and non-financial information, as well as the control and management systems for financial and non-financial risks related to the company and, where appropriate, to the group – including operating, technological, legal, social, environmental, political and reputational risks or those related to corruption – reviewing compliance with regulatory requirements, 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 and removal of the head of the internal audit service; propose the service's budget; approve or make a proposal for approval to the board of the priorities and annual work programme of the internal audit unit, ensuring that it focuses primarily on the main risks the company is exposed to (including reputational risk); 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 that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report irregularities of potential significance, including financial and accounting irregularities, or those of any other nature, related to the company, that they notice within the company or its group. This mechanism must guarantee confidentiality and enable communications to be made anonymously, respecting the rights of both the complainant and the accused party.

d) In general, ensure that the internal control policies and systems established are applied effectively in practice.

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 through the CNMV, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.

d) Ensure that the external auditor has a yearly meeting with the board in full to inform it of the work undertaken and developments in the company's risk and accounting positions.

e) Ensure that the company and the external auditor adhere to current regulations on the provisions of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.

Complies

43. The audit committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another manager.

Complies

44. The audit committee should be informed of any structural changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.

Complies

45. Risk control and management policy should identify or establish 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, and risks relating to corruption), with the inclusion under financial or economic risks of con-tingent liabilities and other off-balance-sheet risks.
- b) A risk control and management model based on different levels, of which a specialised risk committee will form part when sector regula-tions provide or the company deems it appropriate.
- c) The level of risk that the company considers acceptable.
- d) The measures in place to mitigate the impact of identified risk events should they occur.
- e) 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

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 specialised board committee. This internal department or unit 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

47. Members of the nomination and remuneration committee-or of the nomination committee and remuneration committee, if separately constituted - should be chosen procuring they 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

48. Large cap companies should have formed separate nomination and remuneration committees.

Complies

49. The nomination committee should consult with the company's chair 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

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' pay contained in corporate documents, including the annual directors' remuneration statement.

Complies

51. The remuneration committee should consult with the company's chair and chief executive, especially on matters relating to executive directors and senior officers.

Complies

52. The rules regarding composition and functioning of supervision and control committees should be set out in the regulations of the board of directors 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) They should be chaired by independent directors.
- c) The board should appoint the members of such committees with regard to the knowledge, skills and experience of its directors 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

53. The task of supervising compliance with the policies and rules of the company in the environmental, social and corporate governance areas, and internal rules of conduct, should be assigned to one board committee or split between several, which could be the audit committee, the nomination committee, a committee specialised in sustainability or corporate social responsibility, or a dedicated committee established by the board under its powers of self-organisation. Such a committee should be made up solely of non-executive directors, the majority being independent and specifically assigned the following minimum functions.

Complies

54. The minimum functions referred to in the previous recommendation are as follows:

- a) Monitor compliance with the company's internal codes of conduct and corporate governance rules, and ensure that the corporate culture is aligned with its purpose and values.
- b) Monitor the implementation of the general policy regarding the disclosure of economic-financial, non-financial and corporate information, as well as communication with shareholders and investors, proxy advisors and other stakeholders. Similarly, the way in which the entity communicates and relates with small and medium-sized shareholders should be monitored.
- c) Periodically evaluate the effectiveness of the company's corporate governance system and environmental and social policy, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders.
- d) Ensure the company's environmental and social practices are in accordance with the established strategy and policy.
- e) Monitor and evaluate the company's interaction with its stakeholder groups.

Complies

55. Environmental and social sustainability policies should identify and include at least:

- a) The principles, commitments, objectives and strategy regarding shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of corruption and other illegal conducts.
- b) The methods or systems for monitoring compliance with policies, associated risks and their management.
- c) The mechanisms for supervising non-financial risk, including that related to ethical aspects and business conduct.
- d) Channels for stakeholder communication, participation and dialogue.
- e) Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.

Complies

56. Director remuneration should be sufficient to attract and retain directors with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of non-executive directors.

Complies

57. Variable remuneration linked to the company 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, retirement accounts or any other retirement plan should be confined to executive directors.

The company may consider the share-based remuneration of non-executive directors provided they 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

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 sector, 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 achievement of short, medium and long-term targets, 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

59. The payment of the variable components of remuneration is subject to sufficient verification that previously established performance, or other, conditions have been effectively met. Entities should include in their annual directors' remuneration report the criteria relating to the time required and methods for such verification, depending on the nature and characteristics of each variable component.

Additionally, entities should consider establishing a reduction clause ('malus') based on deferral for a sufficient period of the payment of part of the variable components that implies total or partial loss of this remuneration in the event that prior to the time of payment an event occurs that makes this advisable.

Complies

60. Remuneration linked to company earnings should bear in mind any qualifications stated in the external auditor's report that reduce their amount.

Complies

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

62. Following the award of shares, options or financial instruments corresponding to the remuneration schemes, executive directors should not be able to transfer their ownership or exercise them until a period of at least three years has elapsed.

Except for the case in which the director maintains, at the time of the transfer or exercise, a net economic exposure to the variation in the price of the shares for a market value equivalent to an amount of at least twice his or her fixed annual remuneration through the ownership of shares, options or other financial instruments.

The foregoing shall not apply to the shares that the director needs to dispose of to meet the costs related to their acquisition or, upon favourable assessment of the nomination and remuneration committee to address an extraordinary situation.

Complies

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

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.

For the purposes of this recommendation, payments for contractual termination include any payments whose accrual or payment obligation arises as a consequence of or on the occasion of the termination of the contractual relationship that linked the director with the company, including previously unconsolidated amounts for long-term savings schemes and the amounts paid under post-contractual non-compete agreements.

Complies

List whether any directors voted against or abstained from voting on the approval of this Report.

Yes No

I declare that the information included in this statistical annex are the same and are consistent with the descriptions and information included in the annual corporate governance report published by the company.

9.3 References on compliance with recommendations of Spain's Corporate Governance Code

Recommendation	Comply / Explain	Information
1	Comply	See section 3.2 'Shareholder rights' .
2	Not applicable	See 'Other conflicts of interest' in section 4.12 and section 2.3 'Significant shareholders' .
3	Comply	See section 3.1 'Shareholder communication and engagement' .
4	Comply	See section 3.1 'Shareholder communication and engagement' .
5	Comply	See section 2.2 'Authority to increase capital' .
6	Comply	See sections 4.5 'Audit committee activities in 2025' , 4.6 'Nomination committee activities in 2025' , 4.7 'Remuneration committee activities in 2025' , 4.8 'Risk supervision, regulation and compliance committee activities in 2025' , 4.9 'Responsible banking, sustainability and culture committee activities in 2025' , 4.10 'Innovation and technology committee activities in 2025' and 4.12 'Related-party transactions and conflicts of interest' .
7	Comply	See 'Shareholder engagement in 2025' in section 3.1, 'Participation at general meetings' in section 3.2 and section 3.5 'Our next AGM in 2026' .
8	Comply	See 'Board regulation' in section 4.3 and sections 4.5 'Audit committee activities in 2025' and 8.5 'Monitoring of system functioning' .
9	Comply	See 'Participation at general meetings' in section 3.2.
10	Comply	See 'Supplement to the notice and proposals resolutions' in section 3.2.
11	Not applicable	See section 3.5 'Our next AGM in 2026' .
12	Comply	See section 4.3 'Board functioning and effectiveness' .
13	Comply	See 'Size' in section 4.2.
14	Comply	See 'Diversity and skills' and 'Election, appointment, re-election and succession of directors' in section 4.2, 'Board regulation' in section 4.3, 4.6 'Nomination committee activities in 2025' and 'Sustainability statement' chapter.
15	Comply	See section 4.2 'Board composition' .
16	Comply	See 'Composition by type of director' in section 4.2.
17	Comply	See 'Composition by type of director' and 'Election, appointment, re-election and succession of directors' in section 4.2.
18	Comply	See 'Corporate website' in section 3.1, section 4.1 'Our directors' and 'Tenure and equity ownership' in section 4.2.
19	Not applicable	See 'Composition by type of director' in section 4.2.
20	Comply	See 'Election, appointment, re-election and succession of directors' in section 4.2.
21	Comply	See 'Election, appointment, re-election and succession of directors' in section 4.2.
22	Comply	See 'Election, appointment, re-election and succession of directors' in section 4.2, 'Board regulation' in section 4.3 and 4.6 'Nomination committee activities in 2025' .
23	Comply	See 'Election, appointment, re-election and succession of directors' in section 4.2.
24	Comply	See 'Election, appointment, re-election and succession of directors' in section 4.2 and 'Board regulation' in section 4.3.
25	Comply	See 'Attendance at board and committee meetings and dedication to the performance of duties' in section 4.3 and 4.6 'Nomination committee activities in 2025' .
26	Comply	See 'Board operation' and 'Attendance at board and committee meetings and dedication to the performance of duties' in section 4.3.
27	Comply	See 'Board operation' , 'Committee operation' and 'Attendance at board and committee meetings and dedication to the performance of duties' in section 4.3.
28	Comply	See 'Board regulation' and 'Board operation' in section 4.3.
29	Comply	See 'Board operation' and 'Committee operation' in section 4.3.
30	Comply	See 'Director training and induction programmes' in section 4.3.
31	Comply	See 'Board regulation' and 'Board operation' in section 4.3.
32	Comply	See section 3.1 'Shareholder communication and engagement' and 4.6 'Nomination committee activities in 2025' .
33	Comply	See section 4.3 'Board functioning and effectiveness' .
34	Comply	See 'Lead Independent Director' in section 4.3.
35	Comply	See 'Secretary of the board' in section 4.3.
36	Comply	See 'Board effectiveness review in 2025' in section 4.3.
37	Comply	See 'Board regulation' in section 4.3 and 'Composition' in section 4.4.
38	Comply	See 'Committee operation' in section 4.3 and section 4.4 'Executive committee activities in 2025' .
39	Comply	See 'Board regulation' in section 4.3 and 'Composition' in section 4.5.
40	Comply	See sections 4.5 'Audit committee activities in 2025' , 8.1 'Control environment' and 8.5 'Monitoring of system functioning' .

Recommendation	Comply / Explain	Information
41	Comply	See 'Board regulation' in section 4.3, 4.5 'Audit committee activities in 2025' and section 8.5 'Monitoring of system functioning' .
42	Comply	See 'Board regulation' in section 4.3 and 4.5 'Audit committee activities in 2025' .
43	Comply	See 'Committee operation' in section 4.3.
44	Comply	See 4.5 'Audit committee activities in 2025' .
45	Comply	See 'Board regulation' in section 4.3, 4.5 'Audit committee activities in 2025' , 4.8 'Risk supervision, regulation and compliance committee activities in 2025' and the 'Risk management and compliance' chapter.
46	Comply	See section 4.5 'Audit committee activities in 2025' , 4.8 'Risk supervision, regulation and compliance committee activities in 2025' and the 'Risk management and compliance' chapter.
47	Comply	See 'Composition' in section 4.6 and 'Composition' in section 4.7.
48	Comply	See 'Board committees' in section 4.3.
49	Comply	See 4.6 'Nomination committee activities in 2025' .
50	Comply	See sections 4.6 'Nomination committee activities in 2025' and 4.7 'Remuneration committee activities in 2025' .
51	Comply	See 4.7 'Remuneration committee activities in 2025' .
52	Comply	See 'Board regulation' and 'Committee operation' in section 4.3 and sections 4.8 'Risk supervision, regulation and compliance committee activities in 2025' and 4.9 'Responsible banking, sustainability and culture committee activities in 2025' .
53	Comply	See 'Board regulation' in section 4.3, 4.6 'Nomination committee activities in 2025' , 4.8 'Risk supervision, regulation and compliance committee activities in 2025' and 4.9 'Responsible banking, sustainability and culture committee activities in 2025' .
54	Comply	See 'Board regulation' in section 4.3, 4.6 'Nomination committee activities in 2025' , 4.8 'Risk supervision, regulation and compliance committee activities in 2025' and 4.9 'Responsible banking, sustainability and culture committee activities in 2025' .
55	Comply	See 4.9 'Responsible banking, sustainability and culture committee activities in 2025' and 'Sustainability statement' chapter.
56	Comply	See sections 6.2 'Remuneration of directors for supervisory and collective decision-making duties: policy applied in 2025' , 6.3 'Remuneration of directors for executive duties' and 6.4 'Directors' remuneration policy for 2026, 2027 and 2028' .
57	Comply	See sections 6.2 'Remuneration of directors for supervisory and collective decision-making duties: policy applied in 2025' , 6.3 'Remuneration of directors for executive duties' and 6.4 'Directors' remuneration policy for 2026, 2027 and 2028' .
58	Comply	See sections 6.3 'Remuneration of directors for executive duties' and 6.4 'Directors' remuneration policy for 2026, 2027 and 2028' .
59	Comply	See section 6.3 'Remuneration of directors for executive duties' .
60	Comply	See section 6.3 'Remuneration of directors for executive duties' .
61	Comply	See sections 6.3 'Remuneration of directors for executive duties' and 6.4 'Directors' remuneration policy for 2026, 2027 and 2028' .
62	Comply	See sections 4.7 'Remuneration committee activities in 2025' , 6.3 'Remuneration of directors for executive duties' and 6.4 'Directors' remuneration policy for 2026, 2027 and 2028' .
63	Comply	See sections 6.3 'Remuneration of directors for executive duties' and 6.4 'Directors' remuneration policy for 2026, 2027 and 2028' .
64	Comply	See sections 6.1 'Principles of the remuneration policy' and 6.3 'Remuneration of directors for executive duties' and 6.4 'Directors' remuneration policy for 2026, 2027 and 2028' .

9.4 Reconciliation to the CNMV's remuneration report model

Section in the CNMV model	Included in statistical report	Further information elsewhere and comments
A. Remuneration policy for the present fiscal year		
A.1	No	See section 6.4 'Directors' remuneration policy for 2026, 2027 and 2028' : A.1.1, A.1.2, A.1.3, A.1.4, A.1.5, A.1.6, A.1.7, A.1.8, A.1.9, A.1.10, A.1.11 (Note '5. Remuneration and other benefits paid to the Bank's directors and senior managers' to the consolidated financial statements), A.1.12. See also sections 4.7 'Remuneration committee activities in 2025' and 6.5 'Preparatory work and decision-making for the remuneration policy; remuneration committee involvement' for A.1.1 y A.1.6. See 'L. Summary of link between risk, performance and remuneration' in section 6.3.
A.2	No	See section 6.4 'Directors' remuneration policy for 2026, 2027 and 2028' .
A.3	No	See section 6.4 'Directors' remuneration policy for 2026, 2027 and 2028' . See introduction.
A.4	No	See section 6.5 'Preparatory work and decision-making for the remuneration policy; remuneration committee involvement' .
B. Overall summary of application of the remuneration policy over the last fiscal year		
B.1	No	For B.1.1, see sections 6.1 'Principles of the remuneration policy' , 6.2 'Remuneration of directors for supervisory and collective decision-making duties: policy applied in 2025' and 6.3 'Remuneration of directors for executive duties' . For B.1.2 y B.1.3 (not applicable) see section 6.5 'Preparatory work and decision-making for the remuneration policy; remuneration committee involvement' .
B.2	No	See 'L. Summary of link between risk, performance and remuneration' in section 6.3.
B.3	No	See sections 6.1 'Principles of the remuneration policy' , 6.2 'Remuneration of directors for supervisory and collective decision-making duties: policy applied in 2025' and 6.3 'Remuneration of directors for executive duties' .
B.4	No	See section 6.5 'Preparatory work and decision-making for the remuneration policy; remuneration committee involvement' .
B.5	No	See section 6.2 'Remuneration of directors for supervisory and collective decision-making duties: policy applied in 2025' and 6.3 'Remuneration of directors for executive duties' .
B.6	No	See 'A. Gross annual salary' in section 6.3.
B.7	No	See 'B. Variable remuneration' in section 6.1, as well as sections 6.2 'Remuneration of directors for supervisory and collective decision-making duties: policy applied in 2025' and 6.3 'Remuneration of directors for executive duties' .
B.8	No	Not applicable.
B.9	No	See 'C. Main features of the benefit plans' in section 6.3.
B.10	No	See 'D. Other remuneration' in section 6.3.
B.11	No	See 'Terms and conditions of executive director contracts and other provisions applicable to all directors' in section 6.4.
B.12	No	See 'F. Remuneration of board members as representatives of the Bank' in section 6.3.
B.13	No	See note '5. Remuneration and other benefits paid to the Bank's directors and senior managers' to the consolidated financial statements.
B.14	No	See 'E. Insurance and other remuneration and benefits in kind' in section 6.4.
B.15	No	See 'F. Remuneration of board members as representatives of the Bank' in section 6.3.
B.16	No	No remuneration for this component.
C. Breakdown of the individual remuneration of directors		
C	Yes	See section 9.5 'Statistical information on remuneration required by the CNMV' .
C.1 a) i)	Yes	See section 9.5 'Statistical information on remuneration required by the CNMV' .
C.1 a) ii)	Yes	See section 9.5 'Statistical information on remuneration required by the CNMV' .
C.1 a) iii)	Yes	See section 9.5 'Statistical information on remuneration required by the CNMV' .
C.1 a) iii)	Yes	See section 9.5 'Statistical information on remuneration required by the CNMV' .
C.1 b) i)	Yes	See section 9.5 'Statistical information on remuneration required by the CNMV' .
C.1 b) ii)	No	No remuneration for this component.
C.1 b) iii)	No	No remuneration for this component.
C.1 b) iv)	No	No remuneration for this component.
C.1 c)	Yes	See section 9.5 'Statistical information on remuneration required by the CNMV' .
C.2	Yes	See section 9.5 'Statistical information on remuneration required by the CNMV' .
D. Other information of interest		
D	No	See section 4.7 'Remuneration committee activities in 2025'

9.5 Statistical information on remuneration required by the CNMV

B. OVERALL SUMMARY OF HOW REMUNERATION POLICY WAS APPLIED DURING THE YEAR ENDED

B.4 Report on the result of the consultative vote at the general shareholders' meeting on remuneration in the previous year, indicating the number of votes in favour, votes against, abstentions and blank ballots:

	Number	% of total
Votes cast	10,380,448,441	100.00 %

	Number	% of votes cast
Votes in favour	9,567,416,155	92.17 %
Votes against	689,902,170	6.65 %
Blank	3,636,373	0.04 %
Abstentions	119,493,743	1.15 %

C. ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

Directors	Type	Period of accrual in year 2025
Ana Botín-Sanz de Sautuola y O'Shea	Executive Chair	From 01/01/2025 to 31/12/2025
Héctor Grisi Checa	CEO	From 01/01/2025 to 31/12/2025
José Antonio Álvarez Álvarez	Vice-Chair	From 01/01/2025 to 31/12/2025
Glenn H. Hutchins	Lead independent director	From 01/01/2025 to 31/12/2025
Homaira Akbari	Independent	From 01/01/2025 to 31/12/2025
Javier Botín-Sanz de Sautuola y O'Shea	Other external	From 01/01/2025 to 31/12/2025
Sol Daurella Comadrán	Independent	From 01/01/2025 to 31/12/2025
Henrique de Castro	Independent	From 01/01/2025 to 31/12/2025
Gina Díez Barroso	Independent	From 01/01/2025 to 31/12/2025
Luis Isasi Fernández de Bobadilla	Other External	From 01/01/2025 to 31/12/2025
Belén Romana García	Independent	From 01/01/2025 to 31/12/2025
Pamela Walkden	Independent	From 01/01/2025 to 31/12/2025
Germán de la Fuente	Independent	From 01/01/2025 to 31/12/2025
Juan Carlos Barrabés Cónsul	Independent	From 01/01/2025 to 31/12/2025
Antonio Francesco Weiss	Independent	From 01/01/2025 to 31/12/2025

C.1 Complete the following tables on individual remuneration of each director (including the remuneration for exercising executive functions) accrued during the year.

a) Remuneration from the reporting company:

i) Remuneration in cash (thousand euros)

Name	Fixed remuneration	Per diem allowances	Remuneration for membership of Board's committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Severance pay	Other grounds	Total year 2025	Total year 2024
Ana Botín-Sanz de Sautuola y O'Shea	101	44	204	3,435	3,092	1,172	—	399	8,447	7,938
Héctor Grisi Checa	101	44	204	3,150	2,134	—	—	—	5,633	5,147
José Antonio Álvarez Álvarez	132	67	248	—	—	780	—	1,762	2,989	3,657
Glenn H. Hutchins	412	78	210	—	—	—	—	—	700	700
Homaira Akbari	101	81	102	—	—	—	—	—	284	285
Javier Botín-Sanz de Sautuola y O'Shea	101	36	—	—	—	—	—	—	137	144
Sol Daurella Comadrán	101	75	138	—	—	—	—	—	314	292
Henrique de Castro	101	80	102	—	—	—	—	—	283	300
Gina Díez Barroso	101	63	58	—	—	—	—	—	222	225
Luis Isasi Fernández de Bobadilla	101	74	248	—	—	—	—	1,000	1,423	1,440
Belén Romana García	101	107	373	—	—	—	—	—	581	599
Pamela Walkden	101	93	189	—	—	—	—	—	383	381
Germán de la Fuente	101	83	160	—	—	—	—	—	344	338
Juan Carlos Barrabés Cónsul	101	71	87	—	—	—	—	—	259	128
Antonio Francesco Weiss	101	50	29	—	—	—	—	—	180	72

Comments (Not included in the electronic submission to the CNMV)

The remuneration of Luis Isasi includes EUR 1,000 thousand for his role as non-executive Chair of the Santander España business unit and for attending its board and committee meetings.

The variable remuneration only includes amounts related to the position of executive director of Banco Santander S.A.

ii) Table of changes in share-based remuneration schemes and gross profit from consolidated shares or financial instruments

Name	Name of Plan	Financial instruments at start of year 2025		Financial instruments granted during 2025 year		Financial instruments consolidated during 2025				Instruments matured but not exercised	Financial instruments at end of year 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares / handed over	Price of the consolidated shares	Gross profit from shares handed over or consolidated financial instruments (EUR thousand)	No. of instruments	No. of instruments	No. of equivalent shares
Ana Botín-Sanz de Sautuola y O'Shea	5th cycle of deferred variable remuneration plan linked to multi-year targets (2020) in shares	37,273	37,273	—	—	31,048	31,048	10.261	319	6,225	—	—
	6th cycle of deferred variable remuneration plan linked to multi-year targets (2021) in shares	355,348	355,348	—	—	162,750	162,750	10.261	1,670	14,925	177,673	177,673
	7th cycle of deferred variable remuneration plan linked to multi-year targets (2022) in shares	187,001	187,001	—	—	71,809	71,809	10.261	737	—	143,617	143,617
	7th cycle (Bis) of deferred variable remuneration plan linked to multi-year targets (2022) in share options.	503,504	187,001	—	—	193,346	71,809	10.261	1,387	—	386,691	143,617
	8th cycle of deferred variable remuneration plan linked to multi-year targets (2023) in shares	457,686	457,686	—	—	114,421	114,421	10.261	1,174	—	343,265	343,265
	9th cycle of deferred variable remuneration plan linked to multi-year targets (2024) in shares	497,405	497,405	—	—	99,481	99,481	10.261	1,021	—	397,924	397,924
	10th cycle of deferred variable remuneration plan linked to multi-year targets (2025) in shares	—	—	536,857	536,857	195,195	195,195	10.261	2,003	—	341,662	341,662
Variable remuneration awarded in PagoNxt RSU (2022-2025 Plan)	30,167	—	8,187	—	—	—	61.070	—	—	38,354	38,354	

Name	Name of Plan	Financial instruments at start of year 2025		Financial instruments granted during 2025 year		Financial instruments consolidated during 2025				Instruments matured but not exercised	Financial instruments at end of year 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares / handed over	Price of the consolidated shares	Gross profit from shares handed over or consolidated financial instruments (EUR thousand)	No. of instruments	No. of instruments	No. of equivalent shares
Héctor Grisi Checa	8th cycle of deferred variable remuneration plan linked to multi-year targets (2023) in shares	297,390	297,390	—	—	74,347	74,347	10.261	763	—	223,043	223,043
	9th cycle of deferred variable remuneration plan linked to multi-year targets (2024) in shares	327,437	327,437	—	—	65,487	65,487	10.261	672	—	261,950	261,950
	10th cycle of deferred variable remuneration plan linked to multi-year targets (2025) in shares	—	—	363,717	363,717	134,883	134,883	10.261	1,384	—	228,834	228,834
	Variable remuneration awarded in PagoNxt RSU (2023-2025 Plan)	14,719	—	6,877	—	—	—	61.070	—	—	21,596	21,596

Name	Name of Plan	Financial instruments at start of year 2025		Financial instruments granted during 2025 year		Financial instruments consolidated during 2025				Instruments matured but not exercised	Financial instruments at end of year 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares / handed over	Price of the consolidated shares	Gross profit from shares handed over or consolidated financial instruments (EUR thousand)	No. of instruments	No. of instruments	No. of equivalent shares
José Antonio Álvarez Álvarez	5th cycle of deferred variable remuneration plan linked to multi-year targets (2020) in shares	20,245	20,245	—	—	16,864	16,864	10.261	173	3,381	—	—
	6th cycle of deferred variable remuneration plan linked to multi-year targets (2021) in shares	239,822	239,822	—	—	109,838	109,838	10.261	1,127	10,073	119,911	119,911
	7th cycle of deferred variable remuneration plan linked to multi-year targets (2022) in shares	126,237	126,237	—	—	48,475	48,475	10.261	497	—	96,950	96,950
	7th cycle (Bis) of deferred variable remuneration plan linked to multi-year targets (2022) in share options.	339,896	126,237	—	—	130,519	48,475	10.261	936	—	261,041	96,951
	Variable remuneration awarded in PagoNxt RSU (2022 Plan)	8,527	—	—	—	—	—	61.070	—	—	8,527	8,527

Comments (Not included in the electronic submission to the CNMV)

■ The variable remuneration only includes the amounts related to the position of executive director of Banco Santander S.A. For the construction of 'short-term variable remuneration' and 'long-term variable remuneration' information has been used the consolidation criteria of CNMV. In 2025 there was no application of malus clauses.

■ The **variable remuneration consolidated** as of the date of this report corresponds to the following plans:

1) Short-term variable remuneration:

- a. 40% immediate payment of variable remuneration of the tenth cycle of the deferred multi-year objectives variable remuneration plan (2025).
- b. First fifth deferred (12%) of variable remuneration of the ninth cycle of the deferred multi-year objectives variable remuneration plan (2024).
- c. Second fifth deferred (12%) of variable remuneration of the eighth cycle of the deferred multi-year objectives variable remuneration plan (2023).

2) Long-term variable remuneration:

- a. Third deferred (first fifth subject to multi-year metrics) of variable remuneration of the seventh cycle of the deferred multi-year objectives variable remuneration plan (2022).
- b. Fourth deferred (second fifth subject to multiyear metrics) of variable remuneration of the sixth cycle of the deferred multi-year objectives variable remuneration plan (2021).
- c. Fifth deferred (third fifth subject to multiyear metrics) of variable remuneration of the fifth cycle of the deferred multi-year objectives variable remuneration plan (2020).

For the purpose of calculating the hypothetical current cash value of *Gross profit from shares handed over or consolidated financial instruments*, the same share price used for variable remuneration 2025 has been taken, calculated with the weighted average daily volume of weighted average listing prices of Santander shares in the 30 trading sessions prior to the Friday (not inclusive) before 3 February 2026 (the date on which the board approved the 2025 bonus for executive directors), which was EUR 10.261 per share.

In the case of the 2022 variable remuneration share options, the gross profit of the hypothetical consolidated instruments has been calculated as the difference between the EUR 10.261 and the exercise price of the option in that remuneration plan (EUR 3.088).

■ And below are the **levels of achievement of the multi-year metrics** of the long-term variable remuneration plans:

1) Seventh cycle of the deferred multi-year objectives variable remuneration plan (2022): 115.2% of achievement for the period 2022-2024.

- a. RoTE metric for 2024 year-end period at 150% of achievement. Weight of 40%.
- b. Relative TSR metric in 2022-2024 period at 83% of achievement. Weight of 40%.
- c. Sustainability metrics at 110% of achievement. Weight of 20%.

2) Sixth cycle of the deferred multi-year objectives variable remuneration plan (2021): 91.6% of achievement for the period 2021-2023.

- a. CET1 metric at 100% of achievement for 2023 year-end period (target 12.00%). Weight of 33.3%.
- b. Underlying BPA growth at 150% of achievement (target growth of 100%). Weight of 33.3%.
- c. TSR metric at 25% of achievement (target of 33-66 percentile). Weight of 33.3%.

3) Fifth cycle of the deferred multi-year objectives variable remuneration plan (2020): 83.3% of achievement for the period 2020-2022.

- a. CET1 metric at 100% of achievement for 2022 year-end period (target 12.00%). Weight of 33.3%.
- b. Underlying BPA growth at 150% of achievement (target growth of 10%). Weight of 33.3%.
- c. TSR metric at 0% of achievement (minimum target of 33% not reached). Weight of 33.3%.

iii) Long-term saving systems (thousand EUR)

Name	Remuneration from consolidation of rights to savings system
Ana Botín-Sanz de Sautuola y O'Shea	1,341
Héctor Grisi Checa	1,120

Name	Contribution over the year from the company (EUR thousand)				Amount of accumulated funds (EUR thousand)			
	Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights		2025		2024	
	2025	2024	2025	2024	Systems with consolidated economic rights	Systems with unconsolidated economic rights	Systems with consolidated economic rights	Systems with unconsolidated economic rights
	Ana Botín-Sanz de Sautuola y O'Shea	1,341	1,339	—	—	65,027	—	54,731
Héctor Grisi Checa	1,120	1,105	—	—	2,033	—	1,299	—
José Antonio Álvarez Álvarez	—	—	—	—	23,178	—	20,326	—

iv) Details of other items (thousands of EUR)

Name	Item	Amount remunerated in 2025
Ana Botín-Sanz de Sautuola y O'Shea	Life insurance and complement	411
	Other remuneration	33

Name	Item	Amount remunerated in 2025
Héctor Grisi Checa	Life insurance and complement	666
	Other remuneration	51

Name	Item	Amount remunerated in 2025
José Antonio Álvarez Álvarez	Life insurance and complement	671
	Other remuneration	8

b) Remuneration of the company directors for seats on the boards of other group companies:

i) Remuneration in cash (thousands of EUR)

Name	Fixed remuneration	Per diem allowances	Remuneration for membership of Board's committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Severance pay	Other grounds	Total year 2025	Total year 2024
Homaira Akbari	285	—	—	—	—	—	—	—	285	296
Henrique de Castro	200	—	15	—	—	—	—	—	215	200
Pamela Walkden	115	—	—	—	—	—	—	—	115	129
Belén Romana García	157	—	—	—	—	—	—	—	157	—
José Antonio Álvarez Álvarez	200	—	—	—	—	—	—	—	200	383

Comments (Not included in the electronic submission to the CNMV)

The variable remuneration only includes the amounts related to the position of executive director of Banco Santander S.A.

ii) Table of changes in share/based remunerations schemes and gross profit from consolidated shares of financial instruments

Not applicable

iii) Long term saving systems (thousand EUR)

Not applicable

iv) Detail of other items (thousands of EUR)

Not applicable

c) Summary of remuneration (thousands of EUR)

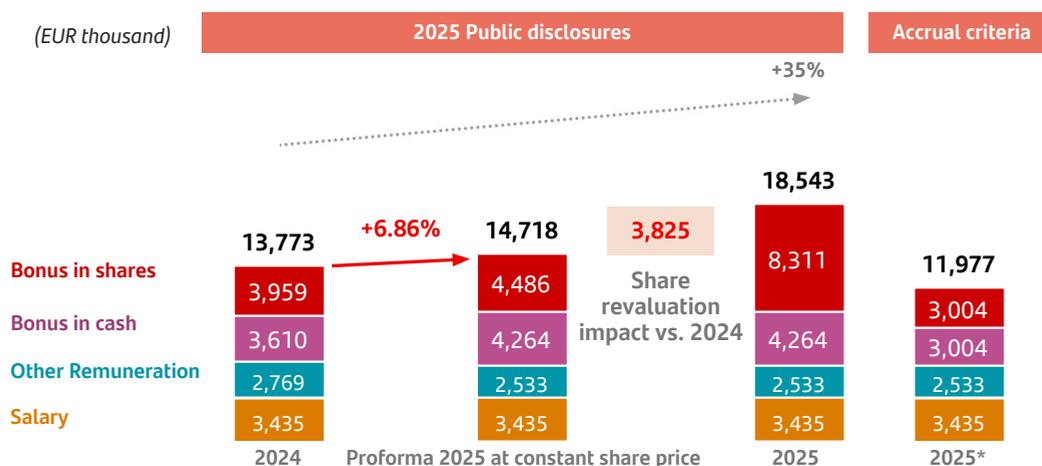
The summary should include the amounts corresponding to all the items of remuneration included in this report that have been accrued by the director, in thousand euros.

Name	Remuneration accrued in the company					Remuneration accrued in group companies					Total 2025 Company + group companies
	Total cash remuneration	Gross profit on consolidated shares or financial instruments	Contributi ons to the long-term savings plan	Remunerati on for other items	Total 2025	Total cash remuneration	Gross profit on consolidated shares or financial instruments	Contributi ons to the long-term savings plan	Remunerati on for other items	Total 2025	
Ana Botín-Sanz de Sautuola y O'Shea	8,447	8,311	1,341	444	18,543	—	—	—	—	—	18,543
Héctor Grisi Checa	5,633	2,819	1,120	717	10,289	—	—	—	—	—	10,289
José Antonio Álvarez Álvarez	2,989	2,733	—	679	6,401	200	—	—	—	200	6,601
Glenn H. Hutchins	700	—	—	—	700	—	—	—	—	—	700
Homaira Akbari	284	—	—	—	284	285	—	—	—	285	569
Javier Botín-Sanz de Sautuola y O'Shea	137	—	—	—	137	—	—	—	—	—	137
Sol Daurella Comadrán	314	—	—	—	314	—	—	—	—	—	314
Henrique de Castro	283	—	—	—	283	215	—	—	—	215	498
Gina Díez Barroso	222	—	—	—	222	—	—	—	—	—	222
Luis Isasi Fernández de Bobadilla	1,423	—	—	—	1,423	—	—	—	—	—	1,423
Belén Romana García	581	—	—	—	581	157	—	—	—	157	738
Pamela Walkden	383	—	—	—	383	115	—	—	—	115	498
Germán de la Fuente	344	—	—	—	344	—	—	—	—	—	344
Juan Carlos Barrabés Cónsul	259	—	—	—	259	—	—	—	—	—	259
Antonio Francesco Weiss	180	—	—	—	180	—	—	—	—	—	180
Total	22,179	13,863	2,461	1,840	40,343	972	—	—	—	972	41,315

→ CNMV disclosures follow 'consolidation criteria' of executive compensation, i.e. amounts to which the executive director is entitled to receive in cash and in shares during the financial period (2025 fixed pay, plus 2025 variable upfront pay -40% of the 2025 bonus- and past deferrals from 2024, 2023, 2022, 2021 and 2020 received). The 'accrual criterion' in chapter 6.3 shows pay awarded in 2025 and is more accurately aligned with the actual compensation for the 2025 period, and is, therefore, what is used within the sector to follow and compare pay vs. peers.

→ For 2025, no increase was applied to either the director's fixed salary or target bonus. However, in 2025, the disclosed current value of total remuneration for the Executive Chair shows an increase (+35% year-on-year), driven by three factors:

- Due to the strong revaluation of Santander shares** (EUR 10.261 in 2025 vs. EUR 4.576 in 2024, EUR 3.793 in 2023, EUR 3.088 in 2022, EUR 3.104 in 2021 and EUR 2.685 in 2020), reflecting CNMV disclosure requirements to value deferred share-based awards from prior cycles at the current Santander share price. Had the share price remained stable at 2024's EUR 4.576, the increase in total value of Executive Chair remuneration would have been limited to +6.86%, broadly in line with the like-for-like average increase in the total workforce in Spain (+6%). Total pay accrued, which reflects more accurately 2025's actual pay, would amount to EUR 11.98* mn for 2025, which would compare to EUR 12.13 mn in 2024 (-1%). Also, shares received in 2025 (675 thousand) are lower than the ones received in 2024 (810 thousand). See section 6.3 for more detail.
- The excellent Group's results achieved in 2025, delivering on all our financial targets.** Attributable profit reached a historical record (EUR 14,101 million), and TSR reached 132% in the year. In 2025, quantitative and qualitative objectives defining the bonus pool for the executive directors were met, resulting in a scorecard outcome of 145.5% for 2025, which is applied to the target bonus. It is also worth to note that the ratio of executive director's total remuneration to underlying attributable profit has consistently decreased every year, from 0.48% in 2013 to 0.17% in 2025 (-65%).
- And a higher level of long-term metrics performance.** 2022–2024 long-term cycle was at 115.2%, compared with the 2019–2021 low-paying cycle at 33.3% concluded in 2024.



*Deferred variable remuneration linked to long-term objectives (at fair value) are not included as they are subject to achievement to the long term metrics for the period 2025-2027. More detail in section 6.3.

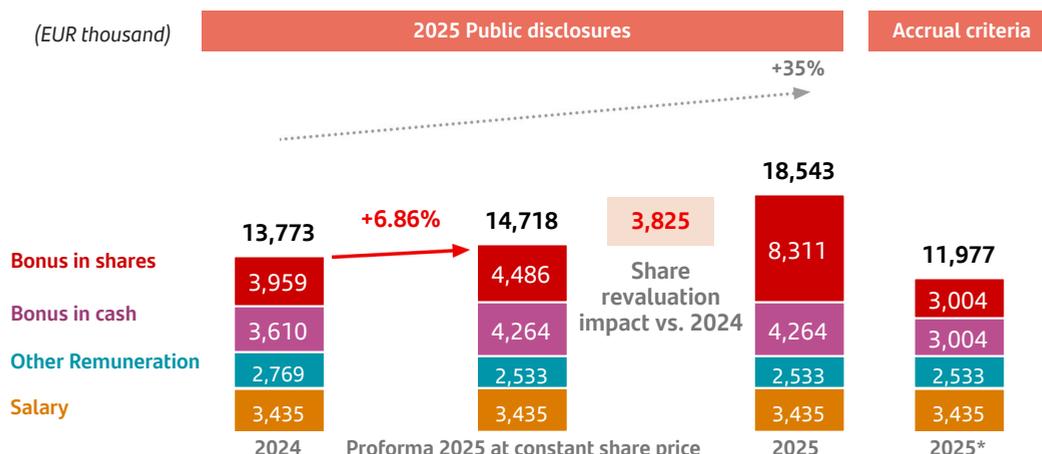
C.2 Indicate the evolution in the last five years of the amount and percentage variation of the remuneration accrued by each of the directors of the listed company who have held this position during the year, the consolidated results the company and the average remuneration on an equivalent basis with regard to full-time employees of the company and its subsidiaries that are not directors of the listed company.

Directors' remuneration (EUR thousand)	2025	% var. 25/24	2024	% var. 24/23	2023	% var. 23/22	2022	% var. 22/21	2021
• Executive Directors									
Ana Botín-Sanz de Sautuola y O'Shea	18,543	35%	13,773	13%	12,239	4%	11,735	(5)%	12,288
Héctor Grisi Checa	10,289	24%	8,308	22%	6,793	—	—	—	—
• External Directors¹									
José Antonio Álvarez Álvarez	6,601	11%	5,946	3%	5,775	(40)%	9,575	(2)%	9,728
Glenn H. Hutchins	700	—	700	88%	372	—	10	—	—
Homaira Akbari	569	(2)%	581	1%	576	(5)%	605	31%	461
Javier Botín-Sanz de Sautuola y O'Shea	137	(5)%	144	5%	137	6%	129	—	129
Sol Daurella Comadrán	314	8%	292	17%	249	8%	230	(4)%	239
Henrique de Castro	498	—	500	3%	484	5%	461	45%	319
Gina Díez Barroso	222	(1)%	225	7%	211	23%	172	32%	130
Luis Isasi Fernández de Bobadilla ²	1,423	(1)%	1,440	2%	1,417	—	1,412	—	1,406
Belén Romana García	738	23%	599	5%	572	4%	549	3%	533
Pamela Walkden	498	(2)%	510	3%	493	5%	470	38%	339
Germán de la Fuente	344	2%	338	25%	271	—	137	—	—
Juan Carlos Barrabés Cónsul	259	102%	128	—	—	—	—	—	—
Antonio Francesco Weiss	180	150%	72	—	—	—	—	—	—
Company's performance									
Consolidated results of the Group ³ (EUR mn)	20,867	10%	19,027	16%	16,459	8%	15,250	5%	14,547
Group employees' average remuneration ⁴ (EUR thousand)	62	1%	61	5%	58	3%	56	1%	56
Annual increase of employees' average remuneration in Spain on a like for like basis	—	6%	—	—	—	—	—	—	—

→ CNMV disclosures follow 'consolidation criteria' of executive compensation, i.e. amounts to which the executive director is entitled to receive in cash and in shares during the financial period (2025 fixed pay, plus 2025 variable upfront pay -40% of the 2025 bonus- and past deferrals from 2024, 2023, 2022, 2021 and 2020 received). The 'accrual criterion' in chapter 6.3 shows pay awarded in 2025 and is more accurately aligned with the actual compensation for the 2025 period, and is, therefore, what is used within the sector to follow and compare pay vs. peers.

→ For 2025, no increase was applied to either the director's fixed salary or target bonus. However, in 2025, the disclosed current value of total remuneration for the Executive Chair shows an increase (+35% year-on-year), driven by three factors:

- Due to the strong revaluation of Santander shares** (EUR 10.261 in 2025 vs. EUR 4.576 in 2024, EUR 3.793 in 2023, EUR 3.088 in 2022, EUR 3.104 in 2021 and EUR 2.685 in 2020), reflecting CNMV disclosure requirements to value deferred share-based awards from prior cycles at the current Santander share price. Had the share price remained stable at 2024's EUR 4.576, the increase in total value of Executive Chair remuneration would have been limited to +6.86%, broadly in line with the like-for-like average increase in the total workforce in Spain (+6%). Total pay accrued, which reflects more accurately 2025's actual pay, would amount to EUR 11.98* mn for 2025, which would compare to EUR 12.13 mn in 2024 (-1%). Also, shares received in 2025 (675 thousand) are lower than the ones received in 2024 (810 thousand). See section 6.3 for more detail.
- The excellent Group's results achieved in 2025, delivering on all our financial targets.** Attributable profit reached a historical record (EUR 14,101 million), and TSR reached 132% in the year. In 2025, quantitative and qualitative objectives defining the bonus pool for the executive directors were met, resulting in a scorecard outcome of 145.5% for 2025, which is applied to the target bonus. It is also worth to note that the ratio of executive director's total remuneration to underlying attributable profit has consistently decreased every year, from 0.48% in 2013 to 0.17% in 2025 (-65%).
- And a higher level of long-term metrics performance.** 2022–2024 long-term cycle was at 115.2%, compared with the 2019–2021 low-paying cycle at 33.3% concluded in 2024.



*Deferred variable remuneration linked to long-term objectives (at fair value) are not included as they are subject to achievement to the long term metrics for the period 2025-2027. More detail in section 6.3.

Directors' remuneration (accrued criteria)	2025	% var. 25/24	2024	% var. 24/23	2023	% var. 23/22	2022	% var. 22/21	2021
Ana Botín-Sanz de Sautuola y O'Shea	11,977	(1)%	12,127	5%	11,544	5%	11,001	(4)%	11,435
Héctor Grisi Checa	9,489	4%	9,137	11%	8,257	—	—	—	—

 Comments (Not included in the electronic submission to the CNMV)

- Notes on evolutive table: 1. *Non-executive directors' remuneration fluctuations are caused by joining or leaving the board of directors and the difference in the amount of meetings they assist during the year. Hence there is no correlation between their remuneration and the company performance.* 2. *The remuneration of Luis Isasi includes EUR 1,000 thousand for his role as non-executive Chair of the Santander España business unit and for attending its board and committee meetings.* 3. *Group operating profit/(loss) before tax.* 4. *Group employee's average remuneration includes all concepts. Full-time equivalent data. Variable remuneration data accrued in the current year.*
- The variable remuneration only includes the amounts related to the position of executive director of Banco Santander S.A. For the construction of 'short-term variable remuneration' and 'long-term variable remuneration' information has been used the consolidation criteria of CNMV. In 2025 there was no application of malus clauses.
- **Total remuneration of executive directors is impacted by the excellent evolution of Santander share price.** In 2025, the revaluation of the Santander share price used to set the 2025 variable remuneration (EUR 10.261) was +124%, so the *Gross profit from shares handed over or consolidated financial instruments* (Price x Volume) increased due to such revaluation. If it had remained stable in EUR 4.576 (share price of variable remuneration 2024), the increase in the total remuneration of the Executive Chair would have been +6.86% compared to the figure released in 2024 report (EUR 13,773 thousand).
- And regarding the **average remuneration of employees (EUR 62 thousand)**, to highlight the following ideas:
 - a. Normally the increases or decreases in remuneration are greater for the executive directors, depending on the results of the entity, because the percentage of variable remuneration over fixed remuneration is lower in the average employee than in the executive directors.
 - b. Our local presence and global scale, based on three regions and ten core markets, and our vast branch network (c.7,000), have a direct impact on this figure: more than a half of our employees are based in Mexico and South America (mainly in Brazil). The salaries of these employees are adapted to the local cost of living. Therefore, the comparison with the remuneration of executive directors (which remuneration was set for living in a mature country) is also impacted by the difference between both costs of living. Developing countries have a lower cost of living than the country where both directors carried out their functions.
 - c. The different annual exchange rates have also an impact on this calculation where all local wages and salaries are translated into euros at the average year-end exchange rate.
 - d. Finally, the average remuneration figure of Banco Santander is impacted by the different departures (retirements and early retirements) and annual new hires, with the average cost of the former (a more senior profile) being higher than the latter (a more junior profile).

This annual report on remuneration has been approved by the board of directors of the company, at its meeting on 24 February 2026.

State if any directors have voted against or abstained from approving this report.

Yes No