

**Banco Santander, S.A.** (“**Banco Santander**” or the “**Bank**”), in compliance with the Securities Market legislation, hereby communicates the following:

### **INSIDE INFORMATION**

#### **Execution of the 2023 shareholder remuneration policy**

In line with the 2023 shareholder remuneration policy, the board of directors has resolved to:

- submit to the 2024 Annual Shareholders’ Meeting, whose call is being published today, the approval of a **final gross cash dividend of €9.50 cents per share** entitled to receive dividends. Subject to the approval of the 2024 Annual Shareholders’ Meeting, the dividend would be payable from 2 May 2024. Thus, the last day to trade shares with a right to receive the dividend would be 26 April, the ex-dividend date would be 29 April and the record date would be 30 April; and
- implement a **new share buy-back programme, to which the Bank will allocate an amount of 1,459 million euros** (the “**Buy-Back Programme**” or the “**Programme**”). The appropriate regulatory authorization for the new programme has already been obtained and its execution will therefore commence from tomorrow as detailed below.

Once the abovementioned actions are completed, the Bank’s shareholder remuneration for the 2023 results will total 5,538 million euros (c. 50% of the Group reported profit in 2023) split in approximately equal parts in cash dividends (2,769 million euros) and share buybacks (2,769 million euros)<sup>1</sup>.

#### **Second Buy-Back Programme for 2023 results**

The Buy-Back Programme will be executed pursuant to the resolutions adopted by the 2023 Annual Shareholders’ Meeting held on 31 March 2023, as well as in accordance with the provisions of Article 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the “**Market Abuse Regulation**”) and in Commission Delegated Regulation (EU) 2016/1052 (the “**Delegated Regulation**”), and will have the following characteristics:

- **Purpose of the Buy-Back Programme:** to reduce the Bank’s share capital through the redemption of the shares acquired under the Programme in the share capital reduction which will be submitted for approval by the 2024 Annual Shareholders’ Meeting under item 5<sup>o</sup>B of the agenda.
- **Maximum investment:** the Buy-Back Programme will have a maximum monetary amount of 1,459 million euros.
- **Maximum price:** Banco Santander intends to implement the Buy-Back Programme in a way that causes the average purchase price of shares not to exceed 4.76 euro, corresponding to the tangible book value per share at 31 December 2023.

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<sup>1</sup> The Bank’s shareholder remuneration policy is approximately 50% payout of the group net attributable profit (excluding non-cash, non-capital ratios impacts items). The above-mentioned amounts have been estimated assuming that, with the partial execution of the share buy-back programme described above, the number of outstanding shares entitled to receive the final dividend will be 15,483,617,874. Therefore, the total dividend will be higher if fewer shares than planned are acquired in the buy-back programme and will be lower in the opposite scenario.

- Maximum number of shares: The maximum number of shares that may be acquired pursuant to the Programme will depend on the average price at which they are acquired, but will not exceed 1,566,857,857 shares. Assuming that the average purchase price at which shares are acquired pursuant to the Programme were 3.95 euros, the maximum number of shares that would be acquired would be 369,367,088 (2.33% of the Bank's share capital as of today).
- Other conditions: shares will be purchased at market price, subject to the following restrictions:
  - Maximum price per share may not exceed the higher of the price of the last independent purchase or the highest independent offer at that time at the trading venue where the purchase is made.
  - The Bank may not purchase on any trading day more than 25% of the average daily volume of the Bank's shares on the trading venue on which the purchase is carried out. For the purposes of the above computation, the average daily volume will be based on the average daily volume traded in the twenty (20) business days preceding the date of each purchase.
- Indicative duration of the Buy-Back Programme: from 20 February 2024 to 21 June 2024. However, the Bank reserves the right to terminate the Buy-Back Programme if, prior to its expiry date, the maximum monetary amount is reached or if any other circumstances so advise.
- Execution of the Buy-Back Programme: the Programme will be executed by the team that, in accordance with the Bank's treasury stock policy, is responsible for the execution of treasury shares transactions. Acquisitions under the Buy-Back Programme may be made in the Spanish Automated Quotation System (*Mercado Continuo*), as well as in Turquoise Europe, DXE Europe and Aquis Exchange Europe.

The interruption, termination or modification of the Buy-Back Programme will be duly communicated to the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*). Transactions under the Buy-Back Programme will be publicly disclosed within 7 daily market sessions following the date of their execution.

Boadilla del Monte (Madrid), 19 February 2024

## IMPORTANT INFORMATION

### Non-IFRS and alternative performance measures

This document contains financial information prepared according to International Financial Reporting Standards (IFRS) and taken from our consolidated financial statements, as well as alternative performance measures (APMs) as defined in the Guidelines on Alternative Performance Measures issued by the European Securities and Markets Authority (ESMA) on 5 October 2015, and other non-IFRS measures. The APMs and non-IFRS measures were calculated with information from Grupo Santander; however, they are neither defined or detailed in the applicable financial reporting framework nor audited or reviewed by our auditors. We use these APMs and non-IFRS measures when planning, monitoring and evaluating our performance. We consider them to be useful metrics for our management and investors to compare operating performance between periods. APMs we use are presented unless otherwise specified on a constant FX basis, which is computed by adjusting comparative period reported data for the effects of foreign currency translation differences, which distort period-on-period comparisons. Nonetheless, the APMs and non-IFRS measures are supplemental information; their purpose is not to substitute IFRS measures. Furthermore, companies in our industry and others may calculate or use APMs and non-IFRS measures differently, thus making them less useful for comparison purposes. APMs using ESG labels have not been calculated in accordance with the Taxonomy Regulation or with the indicators for principal adverse impact in SFDR. For further details on APMs and Non-IFRS Measures, including their definition or a reconciliation between any applicable management indicators and the financial data presented in the consolidated financial statements prepared under IFRS, please see the 2022 Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission (the SEC) on 1 March 2023 (<https://www.santander.com/content/dam/santander-com/en/documentos/informacion-sobre-resultados-semestrales-y-anales-suministrada-a-la-sec/2023/sec-2022-annual-20-f-2022-en.pdf>), as well as the section "Alternative performance measures" of Banco Santander, S.A. (Santander) Q4 2023 Financial Report, published on 31 January 2024 (<https://www.santander.com/en/shareholders-and-investors/financial-and-economic-information#quarterly-results>). Underlying measures, which are included in this document, are non-IFRS measures.

The businesses included in each of our geographic segments and the accounting principles under which their results are presented here may differ from the businesses included and local applicable accounting principles of our public subsidiaries in such geographies. Accordingly, the results of operations and trends shown for our geographic segments may differ materially from those of such subsidiaries.

### Forward-looking statements

Santander hereby warns that this document contains "forward-looking statements" as per the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Such statements can be understood through words and expressions like "expect", "project", "anticipate", "should", "intend", "probability", "risk", "VaR", "RoRAC", "RoRWA", "TNAV", "target", "goal", "objective", "estimate", "future", "commitment", "commit", "focus", "pledge" and similar expressions. They include (but are not limited to) statements on future business development, shareholder remuneration policy and NFI.

While these forward-looking statements represent our judgement and future expectations concerning our business developments and results may differ materially from those anticipated, expected, projected or assumed in forward-looking statements.

In particular, forward looking statements are based on current expectations and future estimates about Santander's and third-parties' operations and businesses and address matters that are uncertain to varying degrees and may change, including, but not limited to (a) expectations, targets, objectives, strategies and goals relating to environmental, social, safety and governance performance, including expectations regarding future execution of Santander's and third-parties' (including governments and other public actors) energy and climate strategies, and the underlying assumptions and estimated impacts on Santander's and third-parties' businesses related thereto; (b) Santander's and third-parties' approach, plans and expectations in relation to carbon use and targeted reductions of emissions, which may be affected

by conflicting interests such as energy security; (c) changes in operations or investments under existing or future environmental laws and regulations; (d) changes in rules and regulations, regulatory requirements and internal policies, including those related to climate-related initiatives; (e) our own decisions and actions including those affecting or changing our practices, operations, priorities, strategies, policies or procedures; and (f) the uncertainty over the scope of actions that may be required by us, governments and others to achieve goals relating to climate, environmental and social matters, as well as the evolving nature of underlying science and industry and governmental standards and regulations.

In addition, the important factors described in this document and other risk factors, uncertainties or contingencies detailed in our most recent Form 20-F and subsequent 6-Ks filed with, or furnished to, the SEC, as well as other unknown or unpredictable factors, could affect our future development and results and could lead to outcomes materially different from what our forward-looking statements anticipate, expect, project or assume.

Forward-looking statements are therefore aspirational, should be regarded as indicative, preliminary and for illustrative purposes only, speak only as of the date of this document, are informed by the knowledge, information and views available on such date and are subject to change without notice. Santander is not required to update or revise any forward-looking statements, regardless of new information, future events or otherwise, except as required by applicable law. Santander does not accept any liability in connection with forward-looking statements except where such liability cannot be limited under overriding provisions of applicable law.

**Not a securities offer**

This document and the information it contains does not constitute an offer to sell nor the solicitation of an offer to buy any securities.

**Past performance does not indicate future outcomes**

Statements about historical performance or growth rates must not be construed as suggesting that future performance, share price or results (including earnings per share) will necessarily be the same or higher than in a previous period. Nothing in this document should be taken as a profit and loss forecast.