



POST-CLOSE TRANSACTION RESEARCH

SAN / WBS

U.S. Banking Transaction Review

BANCO SANTANDER (NYSE: SAN) / WEBSTER FINANCIAL (FORMER NYSE: WBS)

Deal structure, valuation, earnings accretion, purchase accounting and execution risk

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POST-CLOSE CASE STUDY / NOT LIVE COVERAGE

Markets change. Our principles don't.

Strategic logic is clear; the earnings bridge is not

Santander acquired a strategically attractive U.S. banking franchise at a full but supportable valuation. Riverson Arc estimates 4.1% base-case and 4.8% full disclosed cost-save 2028 EPS accretion, versus management guidance of 7-8%, leaving a material bridge still to be evidenced.

60-SECOND CONCLUSION

Webster adds core deposits, commercial-banking scale and differentiated healthcare financial services. The \$75 headline consideration carries a 14% announced premium, while Riverson Arc's equal-weight valuation is \$70.20. The transaction can work without reaching guidance, but the unquantified benefit gap and integration quality remain decisive.

HEADLINE VALUE / SHARE \$75.00 COMPANY FACT [1]	SELECTED VALUE / SHARE \$70.20 RA OUTPUT: VALUATION!D31	ACTUAL TRANSACTION PREMIUM 14% 3-DAY VWAP [1]
BASE EPS ACCRETION 4.1% RA OUTPUT: EPS ACCRETION!E30	FULL DISCLOSED COST-SAVE 4.8% RA OUTPUT: EPS ACCRETION!E39	MANAGEMENT EPS GUIDE 7-8% 2028 TARGET [1]

Question	Investment-committee answer
What was bought?	A \$69.0bn-deposit, \$57.2bn-loan franchise with 90.4% core deposits and HSA / Ametros capabilities. [13, Q1 2026 release]
What remains unexplained?	2.2-3.2 percentage points, equal to an estimated \$617-\$898mm pre-tax benefit or forecast difference. [RA output: EPS Accretion!E48:E52]
What is the capital cost?	Estimated 5.6% pre-cost and 6.3% all-in TBV dilution; mixed-period mechanical estimates, not acquisition-date GAAP. [RA output: Capital & TBV!C16:C17]
What is the close capital anchor?	12.8% CET1, management estimate at closing. [1, transaction announcement]

THREE THINGS THAT MUST GO RIGHT

- \$800mm pre-tax cost saves reach full run-rate by year-end 2028 without damaging the franchise. [1]
- Deposit, commercial-relationship and healthcare-platform retention remain intact through integration.
- Management identifies recurring earnings benefits that credibly bridge beyond disclosed cost saves.

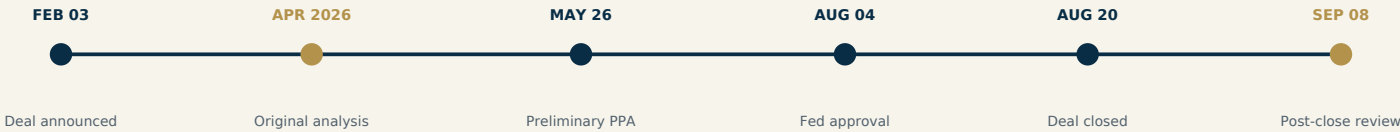
THREE THESIS DISCONFIRMERS

- Persistent deposit or HSA attrition, weaker mix, or relationship-manager departures.
- Integration costs or execution disruption materially exceed the public framework.
- Final PPA, RWA or capital deductions worsen the modeled EPS, TBV or CET1 profile.

Next evidence: first full combined-company operating disclosure, final closing purchase-price allocation and a quantified reconciliation of management's 7-8% accretion guide. Timing is presented on an event basis because exact disclosure dates were not publicly established.

The April framework survived closing; the burden of proof changed

This page distinguishes analytical continuity from new post-close evidence. Completion validates neither the transaction price nor management guidance; it converts deal risk into integration, accounting and delivery risk.



Analytical question	April 2026 view	Post-close evidence	Current interpretation
Strategic fit	Compelling	Transaction completed; U.S. platform enlarged	Thesis intact; execution now observable
Independent valuation	\$70.08 / share	\$70.20 refreshed estimate	Only \$0.12 change; method remained stable
Ownership mechanics	Provisional issuance	329.846mm shares; 2.1962% former-WBS ownership [6]	Actual denominator now used
Purchase accounting	Unavailable	Preliminary May 26 allocation [4]	Useful, but final closing PPA remains pending
2028 accretion	Scenario-led	3.4% / 4.1% / 4.8% adjusted [RA model]	Still below 7-8% management guidance [1]

WHAT DID NOT CHANGE

Riverson Arc continues to assign zero value to unquantified revenue, funding and cross-sell benefits. The central thesis remains: strategically attractive franchise, full but supportable price, disclosed economics that support roughly 4-5% 2028 EPS accretion, and a remaining bridge that must be proven.

VALIDATED

Closing mechanics

Issued shares and former-Webster ownership are now facts from Santander's closing 6-K. [6]

PARTLY INFORMED

Accounting

A preliminary PPA supports scenario work, but not acquisition-date GAAP precision. [4]

UNRESOLVED

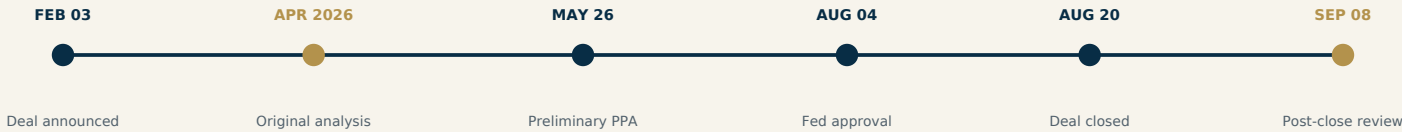
Guidance bridge

Publicly quantified cost saves do not independently explain the full 7-8% target. [1; RA model]

The \$70.20 selected value is an analytical cross-check, not a claim that the April work predicted a transaction price that was already public. The former Webster security no longer represents a live post-close share price.

Closing resolved ownership; accounting remains preliminary

The official announcement and closing filing provide different but complementary anchors: announced economics, actual share issuance and the preliminary accounting consideration.



Timeline sources: transaction announcement [1], preliminary PPA filing [4], Federal Reserve approval [5] and Santander closing 6-K [6].

Item	Verified amount	Classification	Point-of-use source
Headline consideration	\$75.00 per WBS share	Company fact	[1, transaction announcement]
Headline transaction value	\$12.2bn	Company fact	[1, transaction announcement]
Announced premium	14% to \$65.75 3-day WBS VWAP	Company fact	[1, pp. 1-4]
Consideration mix	\$48.75 cash + 2.0548 SAN ADS	Company fact	[1, transaction announcement]
Actual new SAN shares	329.846mm	Company fact	[6, closing 6-K]
Former Webster ownership	2.1962%	Company fact	[6, closing 6-K]
Post-issuance SAN shares	15.019bn	Company fact	[6, closing 6-K]
Accounting consideration	\$12.058bn	Preliminary PPA fact	[4, Note 2]
Cost-save target	\$800mm pre-tax by YE2028	Management guidance	[1, transaction announcement]

WHY \$12.2BN AND \$12.058BN DIFFER

- \$12.2bn is the headline transaction value announced on February 3. [1]
- \$12.058bn is the preliminary acquisition-accounting consideration used in the May 26 PPA exhibit. [4]
- The values answer different questions and should not be presented as a calculation error.

MODEL TREATMENT AFTER CLOSING

- Actual 329.846mm share issuance drives the EPS denominator and ownership. [6]
- The preliminary PPA drives goodwill, identifiable intangibles and amortization until a final allocation is filed. [4]
- Unquantified recurring benefits remain excluded.

PREMIUM CORRECTION

The actual announced transaction premium is 14%. The separate 21% figure appears only in Riverson Arc's control-premium valuation method and is explicitly labeled as an analyst assumption.

A measurable franchise, not a strategic abstraction

The dashboard focuses on the operating metrics most relevant to deposit durability, commercial scale, credit discipline and healthcare-platform economics. Webster metrics are last reported before closing.

PRO FORMA

\$327bn assets

Management estimate for the combined U.S. platform. [1; 2, slides 20-23]

PRO FORMA

\$185bn loans

Management estimate for the combined U.S. platform. [1; 2, slides 20-23]

PRO FORMA

\$172bn deposits

Management estimate for the combined U.S. platform. [1; 2, slides 20-23]

Webster operating metric	Q1 2026	Analytical relevance	Source
Loans	\$57.2bn	Commercial and CRE scale	[13, balance sheet]
Deposits	\$69.0bn	Funding base acquired	[13, balance sheet]
Core deposits	90.4%	Deposit quality / durability	[13, Q1 highlights]
Loan-to-deposit ratio	82.9%	Funding capacity	[13, Q1 highlights]
Net interest margin	3.36%	Spread economics	[13, Q1 highlights]
Efficiency ratio	46.83%	Operating leverage	[13, Q1 highlights]
ROATCE	16.18%	Pre-deal profitability	[13, Q1 highlights]
CET1 / TCE ratio	11.42% / 7.39%	Capital and tangible-equity profile	[13, Q1 highlights]
Net charge-offs / avg. loans	0.29%	Credit quality	[13, Q1 highlights]
Fee-income contribution	13.8%	RA calculation: \$101.5mm / \$735.9mm revenue	[13; RA calculation]

Webster loan mix at Q1 2026



Other = asset-based lending, consumer and other loans

Loan-mix percentages are Riverson Arc calculations from Webster-reported balances: commercial non-mortgage \$22.169bn, CRE \$22.569bn, residential \$9.600bn, asset-based lending \$1.119bn and consumer \$1.791bn. [13, balance sheet]

DASHBOARD LIMITATION

These are pre-close Webster or company pro forma metrics. They are not a substitute for post-close segment reporting and should not be read as current combined-company operating results.

Exactly what Santander bought

The strategic case rests on three assets that Santander did not previously have at comparable U.S. scale: a core-funded Northeast deposit franchise, deeper commercial capabilities and differentiated healthcare financial services.

Pillar	Measurable asset acquired	Why Santander can pay for it
1. Deposit and funding quality	Webster reported \$69.0bn deposits, 90.4% core deposits and an 82.9% loan-to-deposit ratio at Q1 2026. [13]	Company materials indicate a 1.6% pro forma cost of deposits versus 2.7% for Santander U.S. [2, slides 20-23]. Lower-cost, diversified funding can improve asset economics if retained.
2. Commercial-banking scale	Webster had \$17.3bn of commercial-bank deposits; commercial non-mortgage and CRE represented 38.7% and 39.4% of loans, respectively. [2, slide 61; 13; RA calculations]	The combined U.S. platform is expected to hold about \$185bn of loans. [1; 2] Santander gains middle-market, sponsor, specialty-finance, treasury and private-banking depth.
3. Healthcare financial services	Healthcare Services, including HSA and Ametros, represented \$10.4bn or 15% of Webster deposits in company materials. [2, slide 61]	HSA Bank and Ametros add specialized deposits, fee streams and embedded employer / administrator relationships. No standalone earnings value is assigned without public quantification.

Deposit composition acquired

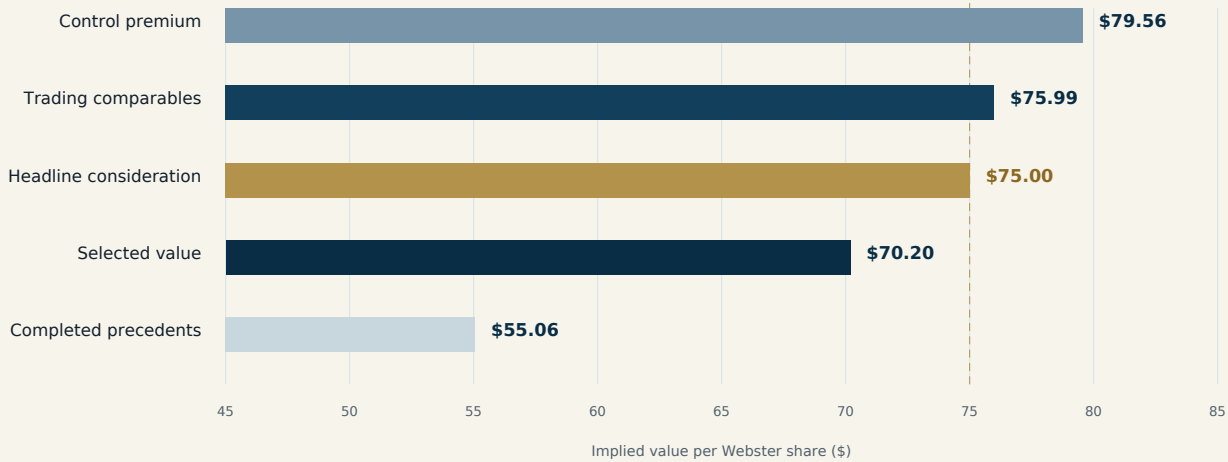
Webster FY2025 deposit channel	Balance	Mix	Source
Consumer bank	\$27.7bn	40%	[2, slide 61]
Commercial bank	\$17.3bn	25%	[2, slide 61]
Healthcare Services	\$10.4bn	15%	[2, slide 61]
interSYNC	\$9.3bn	14%	[2, slide 61]
Corporate	\$4.1bn	6%	[2, slide 61]

STRATEGIC UNDERWRITING

The acquisition makes sense if Santander preserves the deposit and relationship assets while extracting scale economies. Paying for scarcity is supportable only if the scarce assets survive integration.

Full but supportable under a deliberately independent framework

The three methods answer different questions. Equal weighting is retained as a neutral cross-check, then tested against alternative weightings rather than changed to move the result toward the \$75 headline price.



Values are Riverson Arc model outputs: Trading \$75.99 (Valuation!D26), precedents \$55.06 (Valuation!D27), control premium \$79.56 (Valuation!D28), selected \$70.20 (Valuation!D31). The \$75.99 result is a peer-implied value, not a live WBS share price after closing.

Method	Value	What it answers	Limitation / role
Trading comparables	\$75.99	What public markets pay for similar bank fundamentals	Primary public-market cross-check; sensitive to current peer valuation
Completed precedents	\$55.06	What buyers paid in older completed bank deals	Conservative anchor; periods and target quality differ
Control premium	\$79.56	Value under a 21% selected premium to unaffected WBS price	Riverson Arc assumption, not the actual 14% transaction premium
Equal-weight selected value	\$70.20	Balanced indication across three lenses	Methods are not economically identical; sensitivity is required

Weighting sensitivity	Trading	Precedents	Control	Selected value
Precedent-heavy	25%	50%	25%	\$66.42
Equal-weight / selected	33.3%	33.3%	33.3%	\$70.20
Public-market-led	50%	25%	25%	\$71.65
Trading / control-led	40%	20%	40%	\$73.23

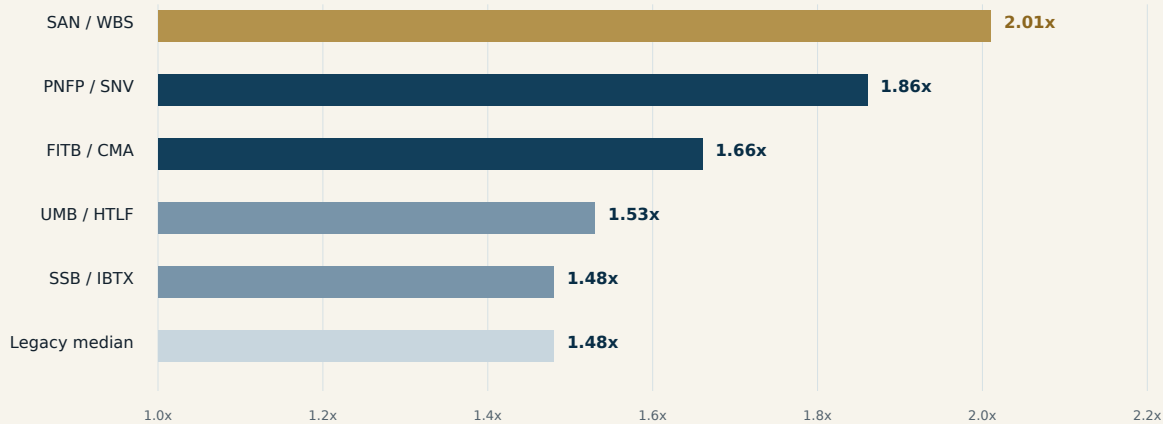
Sensitivity values are Riverson Arc calculations using the unrounded method outputs in Valuation!D26:D28. They are not target prices or probabilities.

VALUATION CONCLUSION

The \$75 headline sits 6.8% above Riverson Arc's \$70.20 selected value (Valuation!D34), but below the \$75.99 trading-comps and \$79.56 control-premium indications. The price is full, not analytically indefensible.

Santander paid above recent bank-deal multiples

Price-to-tangible-book helps normalize target size; market-premium comparisons require care because unaffected-price definitions differ by transaction.



Santander / Webster 2.01x is a Riverson Arc calculation (Valuation!D23); company materials round the metric to 2.0x. Other rows use the cited transaction materials. [1; 10-12]

Transaction	Announced	Equity value	P / TBV	Market premium / basis
Santander / Webster	Feb. 2026	\$12.2bn	2.01x*	14.0% / 3-day VWAP [1]
Fifth Third / Comerica	Oct. 2025	\$10.9bn	1.66x	20.0% / 10-day VWAP [11]
Pinnacle / Synovus	Jul. 2025	\$8.6bn	1.86x*	Approx. 10.0% / unaffected [12]
UMB / Heartland	Apr. 2024	\$2.0bn	1.53x	28.1% / 1-day [10]
SouthState / Independent	May 2024	\$2.0bn	1.48x	10.4% / 1-day [10]
Legacy completed median	2020-2021	-	1.48x	11.6% / mixed basis [RA model]

* Riverson Arc calculation. Premiums are not directly comparable because lookback windows, accounting bases, target quality and consideration mixes differ. The 14% Santander / Webster premium is the official headline basis; 21% is used only in Riverson Arc's separate control-premium valuation assumption.

WHY SANTANDER PAID MORE

- The 2.01x modeled P/TBV is about 36% above the 1.48x legacy median. [RA calculation: Valuation!D23 / Valuation!C29]
- Webster brought Northeast core funding, commercial depth and HSA infrastructure that are difficult to build organically at scale.
- The higher multiple reflects franchise scarcity and projected cost capacity, not a finding that the target was inexpensive.

WHAT THE PREMIUM REQUIRES

- Retention of deposits, HSA flows and commercial relationships.
- Delivery of the disclosed \$800mm pre-tax cost-save target. [1]
- Evidence for the additional earnings bridge beyond disclosed cost savings.

PRECEDENT CONCLUSION

Recent deal evidence supports a strategic premium, but not a blank check. The transaction screens above the precedent set and therefore carries a higher execution burden.

08 / EPS ACCRETION BRIDGE

From standalone earnings to 3.4%, 4.1% and 4.8%

The bridge below uses the existing workbook outputs without reconstruction. Company-disclosed figures, Riverson Arc assumptions and model outputs are identified at point of use.

2028 EPS bridge	Downside	Base	Full disclosed cost-save	Basis / source
Santander standalone net income (EUR mm)	17,423.7	17,423.7	17,423.7	RA forecast output: EPS Accretion!E6; Standalone Forecast!F9
Webster standalone net income (USD mm)	1,122.0	1,122.0	1,122.0	Company forecast: proxy [3]; EPS Accretion!E7
Webster net income translated (EUR mm)	947.6	947.6	947.6	RA calculation: EPS Accretion!E8; Assumptions!C15
Cost saves captured (USD mm, pre-tax)	400.0	600.0	800.0	RA cases: 50% / 75% / 100% of \$800mm [1]
Tax on cost saves (USD mm)	(100.0)	(150.0)	(200.0)	RA calculation at 25%; Assumptions!C60
After-tax cost saves (EUR mm)	253.4	380.1	506.8	RA outputs: EPS Accretion!E18 / E27 / E36
Cash funding cost (EUR mm, pre-tax)	(288.9)	(288.9)	(288.9)	RA output: Sources & Uses!C26
Tax shield on funding cost (EUR mm)	72.2	72.2	72.2	RA calculation: Sources & Uses!C26 less C27
Cash funding cost (EUR mm, after-tax)	(216.7)	(216.7)	(216.7)	RA output: EPS Accretion!E9; Assumptions!C61 / C60
Net PPA adjustment (EUR mm, after-tax)	29.4	29.4	29.4	RA output: EPS Accretion!E10; Purchase Accounting!E57
Unquantified recurring benefits	0.0	0.0	0.0	RA conservative assumption
Adjusted pro forma net income (EUR mm)	18,437.4	18,564.1	18,690.8	RA outputs: EPS Accretion!E19 / E28 / E37
Pro forma shares (mm)	14,367.7	14,367.7	14,367.7	RA output: EPS Accretion!E13; includes 329.846mm [6]
Adjusted pro forma EPS (EUR)	1.2833	1.2921	1.3009	RA outputs: EPS Accretion!E20 / E29 / E38
Adjusted EPS accretion	3.4%	4.1%	4.8%	RA outputs: EPS Accretion!E21 / E30 / E39
2028 integration cost (EUR mm, after-tax)	(50.7)	(50.7)	(50.7)	RA output: Synergies!E31; 10% timing assumption
All-in EPS accretion	3.1%	3.8%	4.5%	RA outputs: EPS Accretion!E24 / E33 / E42

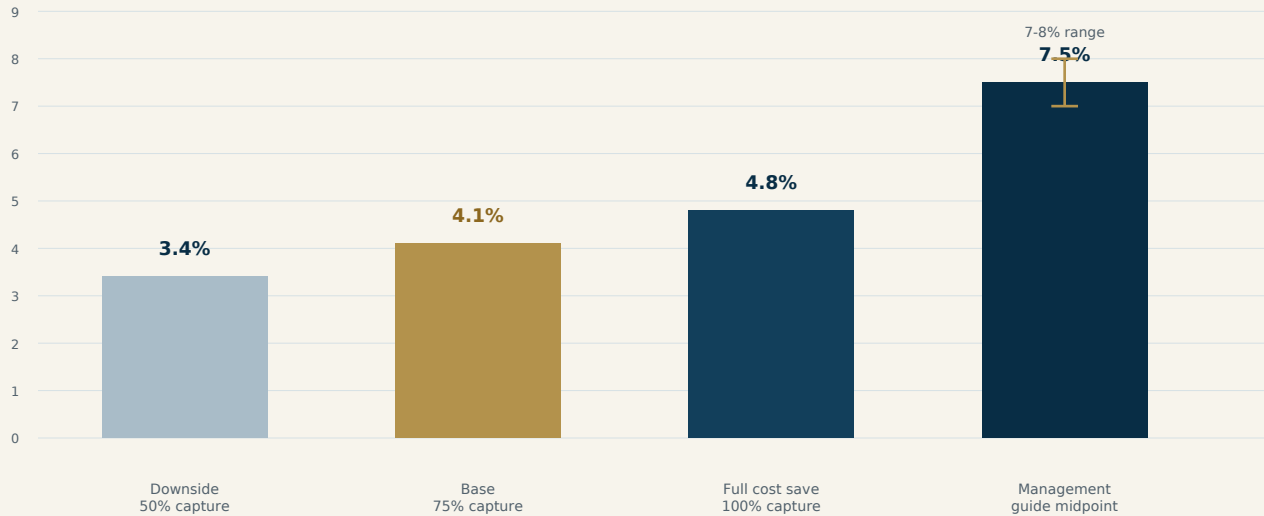
2028 PPA sub-bridge (EUR mm)	Amount	Workbook / primary source
HTM accretion	+75.3	RA translation of \$89.2mm: Purchase Accounting!E52 [4, Notes 3-5]
Loan accretion	+121.9	RA translation of \$144.3mm: Purchase Accounting!E53 [4, Notes 3-5]
Identifiable-intangible amortization	(157.6)	RA translation of \$186.5mm: Purchase Accounting!E51 [4, Note 5]
Tax on net PPA	(10.3)	RA calculation at 26%; Purchase Accounting!E55
Net after-tax PPA	+29.4	RA output: Purchase Accounting!E57

Santander standalone shares of 14,037.9mm and EPS of EUR 1.2412 are Riverson Arc outputs (EPS Accretion!E11:E14) using a 1.5% annual share-reduction assumption (Assumptions!C47). The 4.8% column is the **Full disclosed cost-save case**, not a management case.

09 / GUIDANCE RECONCILIATION

Management guidance requires an additional earnings bridge

The full disclosed cost-save case reaches 4.8% adjusted accretion. Management guides to 7-8% in 2028. Riverson Arc assigns zero value to benefit categories that management has not publicly quantified.



Scenario bars are Riverson Arc model outputs from EPS Accretion!E21, E30 and E39. The management range is company guidance. [1]

Reconciliation	7% guide	8% guide	Classification / model cell
Full disclosed cost-save case	4.8%	4.8%	RA output: EPS Accretion!E48
Remaining accretion gap	2.2 pts	3.2 pts	RA calculation from unrounded EPS Accretion!E46:E48
After-tax earnings gap (EUR mm)	390.6	569.0	RA outputs: EPS Accretion!E49 / E51
Pre-tax benefit required (USD mm)	616.7	898.2	RA outputs: EPS Accretion!E50 / E52

Potential source of bridge	Public quantification	Current model treatment	Evidence required
Balance-sheet optimization	\$100mm identified opportunity [2, slide 25]	\$0 incremental value; not mapped to EPS and may overlap funding cost	Reported recurring benefit and treatment relative to modeled cash opportunity cost
Funding synergies beyond identified opportunity	Not separately quantified	\$0 incremental value	Reported deposit cost / funding benefit attributable to the deal
Revenue synergies / cross-sell	Not quantified	\$0	Measured revenue contribution net of attrition and costs
Webster earnings outperformance	No update to proxy forecast	\$0 beyond \$1,122mm 2028 NI	Reported trajectory versus proxy forecast [3]
Santander standalone variance	No deal-specific bridge	RA forecast only	Company bridge from standalone base to accretion guide
Other PPA / tax effects	Final PPA unavailable	Only disclosed preliminary items	Final marks, amortization and tax schedule [4]
Denominator / capital actions	No quantified transaction bridge	Actual issued shares; RA share path	Reported share count and capital actions [6]

INTERPRETATION

These categories are possible explanations, not additive forecasts. Until management quantifies recurring benefits and ties them to the 7-8% guide, the \$617-\$898mm pre-tax gap remains an underwriting question rather than modeled value.

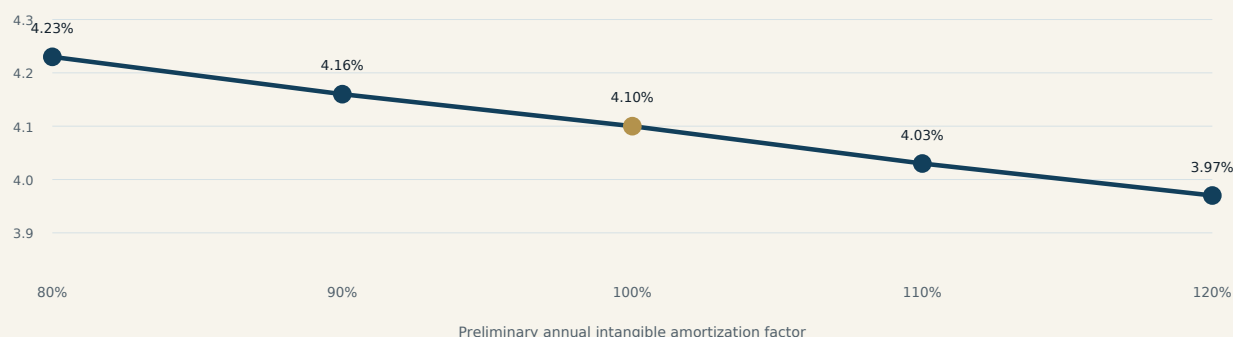
10 / PRELIMINARY PURCHASE ACCOUNTING

Useful for sensitivity work, not final GAAP precision

The May 26 filing provides a preliminary allocation. It supports an auditable transaction screen, but the final closing PPA can still change goodwill, intangibles, marks, tax effects, tangible equity and EPS.

Preliminary PPA item	Amount	Treatment / source
Accounting consideration	\$12.058bn	Company preliminary amount [4, Note 2]; Purchase Accounting!C7
Goodwill	\$5.784bn	Company preliminary amount [4, Note 3]; Purchase Accounting!C26
Identifiable intangibles	\$1.911bn	Company preliminary amount [4, Note 5]; Purchase Accounting!C35
Core-deposit intangible	\$1.064bn / 8 years	Company preliminary amount / life [4, Note 5]
HSA intangible	\$520.3mm / 9 years	Company preliminary amount / life [4, Note 5]
Workers-comp intangible	\$246.0mm / 25 years	Company preliminary amount / life [4, Note 5]
Customer relationships	\$80.7mm / 10 years	Company preliminary amount / life [4, Note 5]
2028 identified amortization	\$186.5mm	Company preliminary schedule [4, Note 5]; Purchase Accounting!E51

Narrow amortization sensitivity



Adjusted base-case EPS accretion under 80%-120% of preliminary identified amortization. Values are Riverson Arc sensitivities; the 100% point is 4.10% (EPS Accretion!E30).

Potential final-PPA change	Captured by +/-20% amortization test?	Potential report impact
Identifiable intangibles / amortization	Partly	EPS and tangible equity
Goodwill	No	Tangible equity and capital deductions
Deposit / debt marks and accretion	No	Net interest income and EPS timing
Tax effects	No	Net income, goodwill and capital
Acquisition-date balances / other marks	No	Goodwill, tangible equity, EPS and CET1

PPA DISCIPLINE

The amortization sensitivity measures one risk only. It does not bracket the full range of outcomes from a final acquisition-date allocation.

11 / TANGIBLE BOOK VALUE AND CAPITAL

Dilution is meaningful; precision is deliberately limited

The bridge retains the original 5.6% pre-cost and 6.3% all-in TBV dilution outputs, with a prominent mixed-period caveat and no implication of acquisition-date GAAP precision.

Mechanical TBV bridge	EUR mm / shares	Classification / model cell
Starting Santander tangible common equity	84,739.0	Historical input [14]; Capital & TBV!C7
Starting shares (mm)	14,689.0	Historical input [14]; Capital & TBV!C8
Starting TBV / share	EUR 5.7689	RA calculation from [14]; Capital & TBV!C9
Add: stock consideration	+3,512.5	RA translated output from [6]; Capital & TBV!C10
Less: preliminary goodwill	(4,884.8)	RA translated output: Capital & TBV!C11; preliminary PPA [4]
Less: preliminary intangibles	(1,614.2)	RA translated output: Capital & TBV!C12; preliminary PPA [4]
Pro forma tangible common equity	81,752.5	RA output from [4; 6; 14]; Capital & TBV!C13
Pro forma shares (mm)	15,019.2	Company fact [6]; Capital & TBV!C14
Pro forma TBV / share	EUR 5.4432	RA output: Capital & TBV!C15
Pre-one-time-cost TBV dilution	(5.6%)	RA output from [4; 6; 14]; Capital & TBV!C16
Modeled after-tax one-time costs	(601.8)	RA output from approx. 1x framework [2]; Synergies!C34:G34
All-in TBV dilution	(6.3%)	RA output from [2; 4; 6; 14]; Capital & TBV!C17

REQUIRED CAVEAT

This is a mixed-period mechanical estimate: FY2025 Santander tangible equity and shares, the May 26 preliminary PPA translated at transaction FX, and August 20 closing shares. It is not acquisition-date GAAP TBV. The all-in case additionally applies modeled one-time costs and is sensitive to timing and overlap.

Illustrative annual TBV / share growth	4%	5%	6%	7%
Pre-cost earnback (years)	1.41	1.13	0.94	0.81
All-in earnback (years)	1.58	1.27	1.06	0.91

Riverson Arc sensitivity only: modeled dilution divided by an assumed annual TBV / share growth rate. This is not a company forecast or a traditional acquisition-date crossover analysis.

Capital diagnostic	Result	Interpretation
Mechanical CET1 after modeled cash use	12.54%	RA simplified output: Capital & TBV!C30
Management CET1 at closing	12.8%	Management estimate [1]; Capital & TBV!C31
Difference	(25.5) bps	RA diagnostic variance: Capital & TBV!C32

The CET1 calculation is a public-source diagnostic, not a regulatory capital model. Final RWA migration, deductions, tax effects and acquisition accounting may change the reported result.

12 / MONITORING SCORECARD

Turn the thesis into observable evidence

Thresholds are tied to disclosed objectives or directional evidence. No unsupported numeric hurdle or exact future filing date is introduced.

Issue	Current assumption	Evidence required	Bullish / confirming	Bearish / disconfirming	Next disclosure
Cost savings	\$800mm pre-tax by YE2028 [1]	Run-rate savings and expense bridge	Tracking to target without service damage	Delay, shortfall or offsetting expense	Combined results / integration update
Deposit attrition	Core franchise retained	Balances, mix, pricing and beta	Stable core mix and relationships	Persistent contraction or mix deterioration	First full combined results
HSA flows	Platform economics preserved	Accounts, deposits, flows and fees	Continued growth and retention	Outflows, slower growth or fee pressure	Segment / healthcare update
Commercial RM retention	Coverage continuity	Producer retention and client migration	Stable teams and client activity	Material departures or lost clients	Integration commentary
U.S. profit growth	Scale supports 18% RoTE / <40% efficiency target [1; 8]	U.S. revenue, profit, efficiency and RoTE	Visible progress with durable revenue	Stalled profitability or cost-only gains	Combined and strategy reporting
Integration costs	Approx. 1x cost saves [2, slide 25]	Cash and P&L; cost bridge	Within framework with savings delivery	Material overrun or extended timing	Integration update
Final PPA	Preliminary May 26 allocation [4]	Final marks, goodwill, intangibles and tax	Manageable amortization and capital impact	Adverse marks or higher deductions	Final PPA filing
CET1 / RWA	12.8% at close [1]	Reported CET1, RWA migration and deductions	At / above guide with flexibility	Below guide from RWA or deductions	Post-close capital reporting
EPS bridge	4.8% full disclosed cost-save case [RA model]	Quantified recurring bridge to 7-8%	Auditable funding / revenue / base bridge	Gap remains unexplained	Results and guidance update

WHAT IMPROVES THE THESIS

- Cost delivery paired with stable deposits, HSA flows and commercial relationships.
- A quantified, recurring and auditable bridge from 4.8% to management's 7-8% accretion guide.
- Final PPA and capital disclosures that remain broadly consistent with the preliminary screen.

WHAT WOULD FORCE A RESET

- Evidence that cost removal is eroding the franchise assets Santander paid to acquire.
- A final allocation or RWA treatment that materially worsens tangible capital or EPS.
- Persistent absence of a credible guidance reconciliation after combined reporting begins.

CLIENT USE

The scorecard is designed for thesis maintenance: update it when evidence arrives, not when the share price moves. Transaction completion is a milestone; economic validation is a process.

A screen-grade public-source transaction review

The report separates reported fact, management guidance, Riverson Arc assumptions and Riverson Arc outputs. The absence of final closing PPA and detailed combined reporting caps the work at a transaction-underwriting screen, not a final GAAP model.

Classification	Treatment
Company fact	Reported transaction terms, closing mechanics, historical operating data and preliminary PPA; cited at point of use.
Management guidance	Company targets such as \$800mm cost saves, 7-8% EPS accretion and 12.8% CET1; never converted into Riverson Arc assumptions.
Riverson Arc assumption	Forecast path, cost-save capture, integration timing, tax, funding cost and 21% control-premium selection; labeled explicitly.
Riverson Arc output / sensitivity	Workbook-derived valuation, EPS, guidance-gap, TBV and capital calculations; model cells shown at point of use.
Unavailable / excluded	Unquantified revenue, funding and cross-sell synergies receive zero value; final closing PPA remains unavailable.

Primary-source index

Reference	Primary use
[1] SEC transaction announcement / terms	Headline terms, 14% premium, \$800mm saves, 7-8% accretion, 12.8% CET1
[2] Santander transaction presentation	Strategic and pro forma operating metrics; Webster deposit composition
[3] Webster definitive merger proxy / forecasts	Webster standalone earnings forecast
[4] Santander Holdings USA preliminary PPA	Preliminary goodwill, intangibles, marks and amortization
[5] Federal Reserve transaction approval	Regulatory approval
[6] Santander closing Form 6-K	Actual shares issued, ownership and post-issuance share count
[7] Santander H1 2026 results	Santander current operating cross-check
[8] Santander 2028 strategy targets	U.S. profitability targets
[9] Transaction-call integration commentary	Integration framework
[10] UMB / Heartland and SouthState / Independent metrics	2024 precedent transaction metrics
[11] Fifth Third / Comerica materials	2025 precedent transaction metrics
[12] Pinnacle / Synovus proxy	2025 precedent transaction metrics
[13] Webster Q1 2026 earnings release	Webster Q1 operating dashboard and loan balances
[14] Santander FY2025 results	Santander historical earnings base

Use limitations and disclosures

This is a post-close transaction-underwriting case study and public-source analytical screen. It is not a live merger-arbitrage recommendation, fairness opinion, final GAAP merger model, regulatory capital model or investment advice. It does not constitute an offer, solicitation or recommendation to buy or sell any security. Public information is believed reliable but may be incomplete or contain errors. Riverson Arc estimates depend on stated assumptions and may change materially when final purchase accounting or combined-company results become available.

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