

Santander Consumer USA Holdings Inc.
Form SC 13D/A
January 03, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Santander Consumer USA Holdings Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

80283M 101

(CUSIP Number)

Gerard A. Chamberlain

Santander Holdings USA, Inc.

75 State Street

Boston, Massachusetts 02109

(617) 346-7200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 10, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 80283M 101

1 NAME OF REPORTING PERSON

Banco Santander, S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Spain

7 SOLE VOTING POWER

NUMBER OF

SHARES

-0-

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

245,593,555
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

WITH

10 SHARED DISPOSITIVE POWER

245,593,555

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

245,593,555

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

69.8%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 80283M 101

1 NAME OF REPORTING PERSON

Santander Holdings USA, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

7 SOLE VOTING POWER

NUMBER OF

SHARES

-0-

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

245,593,555

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

WITH

10 SHARED DISPOSITIVE POWER

245,593,555

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

245,593,555

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

69.8%

14 TYPE OF REPORTING PERSON

CO

This Amendment No. 1 (Amendment No. 1) amends the Schedule 13D originally filed with the U.S. Securities and Exchange Commission (the SEC) by Banco Santander, S.A. and Santander Holdings USA, Inc. on November 17, 2017 (the Initial Statement).

Item 1. Security and Issuer

This Amendment No. 1 relates to the shares of common stock, par value \$0.01 per share (Common Stock), of Santander Consumer USA Holdings Inc. (SC or the Issuer), a Delaware corporation with its principal executive offices located at 1601 Elm St. Suite #800, Dallas, Texas 75201.

Item 2. Identity and Background

(a), (b), (c). The names of the persons filing this Amendment No. 1 (the Reporting Persons) are Banco Santander, S.A., a Spanish bank organized under the laws of the Kingdom of Spain (Santander), and Santander Holdings USA, Inc., a Virginia corporation and a wholly owned subsidiary of Santander (SHUSA).

Santander s principal executive offices are located at Ciudad Grupo Santander, Avda. De Cantabria, s/n 28660 Boadilla del Monte, Madrid, Spain.

SHUSA, a wholly owned subsidiary of Santander, is the parent company of Santander Bank, National Association, a national banking association, and owns a majority interest of SC. At December 31, 2017, SHUSA had approximately 17,000 employees.

SHUSA s principal executive offices are located at 75 State Street, Boston, Massachusetts 02109.

The name, business address, present principal occupation or employment and citizenship of each director and executive officer of each of Santander and SHUSA is set forth on Schedule A.

(d) and (e). Neither Santander or SHUSA nor any person identified in Item 2(a), (b) and (c) hereof has ever been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to any civil proceeding of any judicial or administrative body that resulted in a judgment, decree or final order against such person enjoining him against future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f). Please see Schedule A.

Item 3. Source and Amount of Funds or Other Consideration

There are no changes to Item 3 from the Initial Statement.

Item 4. Purpose of Transaction

In July 2018, the Issuer s Board of Directors approved a share repurchase program, pursuant to which the Issuer is authorized to purchase up to \$200 million of its Common Stock through June 2019 (the Repurchase Program).

In connection with the Repurchase Program, as of (and giving effect to repurchases made on) January 2, 2019, the Issuer's total number of shares of Common Stock outstanding decreased to 351,963,359 shares from the total number of 359,946,656 shares of Common Stock outstanding as of October 31, 2017 (the date used in the Initial Statement to determine the number of shares of Common Stock for purposes of calculating the Reporting Persons' beneficial ownership). Solely as a result of the Repurchase Program and the decrease in shares of Common Stock outstanding, on (and giving effect to repurchases made on) January 2, 2019, the aggregate percentage of Common Stock that Reporting Persons may have been deemed to beneficially own increased by approximately 1.5%, to approximately 69.8% of the outstanding shares of Common Stock.

Item 5. Interest in Securities of the Issuer

(a) The aggregate percentage of Common Stock reported as beneficially owned by each Reporting Person named herein is based upon 351,963,359 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as of (and giving effect to repurchases made on) January 2, 2019. SHUSA owns directly, in the aggregate, 245,593,555 shares of Common Stock. By virtue of its relationship with SHUSA discussed in further detail in Item 2, Santander may be deemed to beneficially own the Common Stock owned directly by SHUSA. These 245,593,555 shares represent approximately 69.8% of the outstanding shares of Common Stock as of January 2, 2019.

The following persons listed on Schedule A beneficially own the number of shares of Common Stock indicated: Stephen Alan Ferriss 14,651 shares of Common Stock, including 5,207 currently exercisable options Mr. Ferriss has the sole voting power and sole dispositive power in respect of the entirety of the number of shares of Common Stock; Scott Edward Powell 37,290 shares of Common Stock Mr. Powell has the sole voting power and sole dispositive power in respect of the entirety of the number of shares of Common Stock.

(b) Each of SHUSA and Santander is deemed to have shared power to vote and dispose of the 245,593,555 shares of Common Stock owned directly by SHUSA.

(c) Except as set forth in Item 4, there were no transactions in the Common Stock effected by Santander, SHUSA or by any person identified in Item 2(a), (b) or (c) hereof during the 60 days preceding the date of this Schedule 13D.

(d) No person other than SHUSA and Santander has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock that are the subject of this Schedule 13D.

(e) Not applicable.

Item 6 Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Except as described in the Initial Statement, the Reporting Persons do not have any other contract, arrangement, understanding or relationship with any person with respect to the securities of the Issuer.

Item 7 Material to Be Filed as Exhibits

The following Exhibits are filed herewith:

Exhibit 99.1 Joint Filing Agreement by and among the Reporting Persons (incorporated by reference to Exhibit 99.1 to the Initial Statement).

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 3, 2019

BANCO SANTANDER, S.A.

By: /s/ Javier Illescas

Name: Javier Illescas

Title: Group Executive Vice-President,
Corporate Legal

SANTANDER HOLDINGS USA, INC.

By: /s/ Gerard A. Chamberlain

Name: Gerard A. Chamberlain

Title: Senior Deputy General Counsel and
Executive Vice President

SCHEDULE A

The name, business or residential address, title, present principal occupation or employment, and citizenship of each of the directors and executive officers of Santander and SHUSA are set forth below.

Santander

| Name | Business or Residential Address | Present Principal Occupation or Employment | Citizenship |
|--|--|--|------------------|
| <i>Directors</i> | | | |
| Ana Patricia Botín-Sanz de Sautuola y O Shea | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Executive Chairman of Banco Santander, S.A. | Spain |
| Belén Romana García | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Non-Executive Director (independent) of Banco Santander, S.A. and Non-Executive Director of Aviva Plc | Spain |
| Bruce Neil Carnegie-Brown | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Vice Chairman (non-executive independent director) of Banco Santander, S.A.; Non-Executive Chairman of Moneysupemarket.com Group Plc and Non-Executive Chairman of Lloyd's of London Limited Plc | United Kingdom |
| Alvaro Cardozo | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Non-Executive Director of Banco Santander, S.A.; Non-Executive Chairman of Banco Santander (Brasil), S.A. | Portugal |
| Carlos Fernández González | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, | Non-Executive Director (independent) of Banco Santander, S.A.; Chairman | Mexico and Spain |

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|-------------------------------------|---|---|-------|
| | 28660, Boadilla del Monte (Madrid) Spain | of the Board of Directors and CEO of Finaccess, S.A.P.I., Member of the Board of Directors and Member of the Supervisory Board of Inmobiliaria Colonial, S.A.; and member of the Board of Directors of Amrest Holding, S.E. | |
| Esther Giménez-Salinas i Colomer | Banco Santander, S.A., Avda, Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Non-Executive Director (independent) of Banco Santander, S.A.; Emeritus Professor at the Universidad Ramon Llull, Board Member of Unibasq and Aqu and Gawa Capital Partners, S.A. Member of the Advisory Committee of Endesa-Catalunya | Spain |

| Name | Business or Residential Address | Present Principal Occupation or Employment | Citizenship |
|--|--|--|-------------------------------------|
| Guillermo de la Dehesa Romero | Banco Santander, S.A., Avda, Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Vice Chairman (non-executive director) of Banco Santander, S.A.; Non-Executive Vice-Chairman of Amadeus IT Holdings, S.A., Non-Executive Chairman of Aviva Corporación and Aviva Vida y Pensiones, S.A. de Seguros y Reaseguros, and Chairman of Aviva Grupo Corporativo, S.L. | Spain |
| Homaira Akbari | Banco Santander, S.A., Avda, Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Non-Executive Director (independent) of Banco Santander, S.A.; Chief Executive Officer of AKnowledge Partners, LLC, non-executive director of Gemalto NV, Landstar System, Inc. and Veolia Environment S.A. | France and United States of America |
| Ignacio Benjumea Cabeza de Vaca | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Non-Executive Director of Banco Santander, S.A.; Vice-Chairman of the Fundación de Estudios Financieros and serves on the Board of Trustees and of the Executive Committee of Fundación Banco Santander. | Spain |
| Francisco Javier Botín-Sanz de Sautuola y O Shea | Banco Santander, S.A., Avda, Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Non-Executive Director of Banco Santander, S.A.; Executive Chairman of JB Capital Markets, Sociedad de Valores, S.A.U. | Spain |
| José Antonio Álvarez Álvarez | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Chief Executive Officer of Banco Santander, S.A. | Spain |
| Rodrigo Echenique Gordillo | Banco Santander, S.A., Avda, Cantabria, s/n, | Vice Chairman (Executive Director) of Banco Santander, | Spain |

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| | Ciudad Grupo Santander, S.A. 28660, Boadilla del Monte (Madrid) Spain | | |
| Ramiro Mato García-Ansorena | Banco Santander, S.A., Avda, Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Non-Executive Director (independent) of Banco Santander, S.A. | Spain |
| Sol Daurella Comadrán | Banco Santander, S.A., Avda, Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Non-Executive Director (independent) of Banco Santander, S.A.; Executive Chairman of Olive Partners, S.A.; Non-Executive Chairman of Coca Cola European Partners, Plc and other positions at Cobega Group companies | Spain and Dominican Republic |

| Name | Business or Residential Address | Present Principal Occupation or Employment | Citizenship |
|---|---|---|---|
| <i>Executive Officers (Who Are Not Directors)</i> | | | |
| Enrique Alvarez Labiano | Banco Santander, S.A., Avda, Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Group Head of Executive Chairman's Office and Strategy, Banco Santander, S.A. | Spain |
| Jaime Pérez Renovales | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Senior Executive Vice President, General Secretary's Office and Human Resources Office, Santander Group | Spain |
| Javier Maldonado Trinchant | Banco Santander, S.A., Avda, Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Senior Executive Vice President, Global Head of Cost Control, Banco Santander, S.A. | Spain |
| Jennifer Scardino | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Senior Executive Vice President, Communication, Corporate Marketing and Research, Banco Santander, S.A. | United Kingdom and United States of America |
| José Antonio García Cantera | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Senior Executive Vice President, Chief Financial Officer, Santander Group | Spain |
| José Francisco Doncel Razola | Banco Santander, S.A., Avda. de Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Senior Executive Vice President and Group Chief Accounting Officer. Banco Santander, S.A. | Spain |
| José Luis de Mora Gil-Gallardo | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla | Senior Executive Vice President, Financial Planning and Corporate Development, Santander | Spain |

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| | del Monte (Madrid) Spain Group | | |
| José Maria Linares Perou | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla | Senior Executive Vice President, Global Corporate Banking, Santander Group | United Kingdom, Bolivia |
| | del Monte (Madrid) Spain | | |
| José María Nus Badía | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla | Senior Executive Vice President, Chief Risk Officer, Santander Group | Spain |
| | del Monte (Madrid) Spain | | |
| Juan Guitard Marín | Ciudad Grupo Santander Edificio Marisma, pl. 2 28660 Boadilla del Monte (Madrid) Spain | Senior Executive Vice President and Group Chief Audit Executive, Banco Santander, S.A. | Spain |
| Juan Manuel Cendoya Méndez de Vigo | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla | Senior Executive Vice President, Communication, Corporate Marketing and Research, Santander Group | Spain |
| | del Monte (Madrid) Spain | | |
| Keiran Foad | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla | Senior Executive Vice President, Risks, Banco Santander, S.A. | United Kingdom |
| | del Monte (Madrid) Spain | | |

| Name | Business or Residential Address | Present Principal Occupation or Employment | Citizenship |
|--|---|---|-----------------------------|
| Magdalena Sofía Salarich Fernández de Valderrama | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Senior Executive Vice President, Banco Santander, S.A. and Head of Santander Consumer Finance | Spain |
| Mónica López-Monís Gallego | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Senior Executive Vice President, Chief Compliance Officer, Santander Group | Spain |
| José Rami Aboukhair Hurtado | Santander España, Gran Vía de Hortaleza, N°3, Edificio Cantabria, 2ªPlanta, 28033, Madrid Spain | Senior Executive Vice President and Country Head of Santander Spain | Spain |
| Victor Matarranz Sanz de Madrid | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Senior Executive Vice President, Head of Santander Wealth Management Division | Spain |
| Lindsey Tyler Argalas | Banco Santander, S.A., Avda. Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain SHUSA | Senior Executive Vice President, Chief Digital and Innovation Officer | United States of America |

| Name | Business or Residential Address | Present Principal Occupation or Employment | Citizenship |
|-------------------------------|---|---|--------------------|
| <i>Directors</i> | | | |
| Juan Maria Olaizola Bartolome | Banco Santander, S.A., Avda, Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Chief Operating Officer, Santander UK plc | Spain |
| Stephen Alan Ferriss | 785 Crandon Blvd., #1605 | Retired | |

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|---------------------------------|--|--|--------------------------|
| | Key Biscayne, FL 33149 | | United States of America |
| Alan H. Fishman | 1 Pierrepont Street Brooklyn, NY 11201 | Retired | United States of America |
| Thomas Stephen Johnson | 582 Island Drive Palm Beach, FL 33480 | Retired | United States of America |
| Juan Guitard Marin | Ciudad Grupo Santander Edificio Marisma, pl.2 28660 Boadilla del Monte (Madrid), Spain | Senior Executive Vice President and Group Chief Audit Executive, Banco Santander, S.A. | Spain |
| Victor Matarranz Sanz de Madrid | Ciudad Grupo Santander Avda. De Cantabria, s/n 28660 Boadilla del Monte (Madrid), Spain | Senior Executive Vice President, Global Head of Wealth Management , Banco Santander, S.A. | Spain |

| Name | Business or Residential Address | Present Principal Occupation or Employment | Citizenship |
|---|---|--|--------------------------|
| Scott Edward Powell | c/o Santander Holdings USA, Inc. 75 State Street Boston, MA 02109 | Chief Executive Officer and President, Santander Holdings USA, Inc., Santander Consumer USA Holdings Inc. and Santander Consumer USA Inc. Senior Executive Vice President, Santander Bank, N.A. | United States of America |
| José Francisco Doncel Razola | Ciudad Grupo Santander Edif. Amazonia, pl. 1 Avda. De Cantabria, s/n 28660 Boadilla del Monte (Madrid), Spain | Senior Executive Vice President Group Chief Accounting Officer, Banco Santander S.A. | Spain |
| Henri-Paul Rousseau | c/o Santander Holdings USA, Inc. 75 State Street Boston, MA 02109 | Vice Chairman, Power Corporation of Canada and Power Financial Corporation | Canada |
| Thomas Timothy Ryan, Jr. | 10295 Collins Ave, Apt. 404 Bal Harbour, FL 33154 | Non-Executive Chairman, Santander Holdings USA, Inc. and Santander Bank, N.A. | United States of America |
| Richard Spillenkothen | PO Box 128 77 Christmas Tree Lane Washington, VA 22747 | Non-Executive Director, Santander Holdings USA, Inc. and Santander Bank, N.A. | United States of America |
| Javier Maldonado Trinchant | Banco Santander, S.A., Avda, Cantabria, s/n, Ciudad Grupo Santander, 28660, Boadilla del Monte (Madrid) Spain | Senior Executive Vice President, Global Head of Cost Control, Banco Santander, S.A. | Spain |
| <i>Executive Officers (Who Are Not Directors)</i> | | | |
| Mahesh Aditya | c/o Santander Holdings USA, Inc. 75 State Street Boston, MA 02109 | Chief Risk Officer, Santander Holdings USA, Inc., Santander Bank, N.A. | United States of America |

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| David Cornish | c/o Santander Holdings USA, Inc. 75 State Street Boston, MA 02109 | Chief Accounting Officer, Controller, Santander Holdings USA, Inc. and Santander Bank, N.A. | United States of America |
| Madhukar Dayal | c/o Santander Holdings USA, Inc. 75 State Street Boston, MA 02109 | Chief Executive Officer, Santander Bank, N.A. Chief Financial Officer, Santander Holdings USA, Inc. and Santander Bank, N.A. | United States of America |
| Daniel Griffiths | c/o Santander Holdings USA, Inc. 75 State Street Boston, MA 02109 | Chief Technology Officer, Santander Holdings USA, Inc. and Santander Bank, N.A. | United States of America |
| Michael Lipsitz | c/o Santander Holdings USA, Inc. 75 State Street Boston, MA 02109 | Chief Legal Officer, Santander Holdings USA, Inc. and Santander Bank, N.A. | United States of America |
| Maria Veltre | c/o Santander Holdings USA, Inc. 75 State Street Boston, MA 02109 | Head of U.S. Digital & Innovation, Santander Holdings USA, Inc. | United States of America |

| Name | Business or Residential Address | Present Principal Occupation or Employment | Citizenship |
|--------------|--|---|-----------------------------|
| William Wolf | c/o Santander Holdings USA, Inc. 75 State Street Boston, MA 02109 | Chief Human Resources Officer, Santander Holdings USA, Inc. and Santander Bank, N.A. | United States of America |