

SANTANDER CONSUMER USA HOLDINGS INC. COMPENSATION AND TALENT MANAGEMENT COMMITTEE CHARTER

Purpose

The Compensation and Talent Management Committee (“Committee”) is appointed by the Board of Directors (“Board”) of Santander Consumer USA Holdings, Inc. (“SC” or “Company”) to assist the Board in discharging its responsibilities relating to compensation and benefit plans, performance objectives, and the talent management and performance evaluation of the Company’s Chief Executive Officer (“CEO”), individuals who report directly to the CEO, and other individuals as required by the Company’s Governance Framework and Banco Santander, S.A.’s (“Santander”) Group-Subsidiary Governance Model and Guidelines for Subsidiaries (“GSGM”). The Committee oversees the Company’s and management’s efforts to create and sustain a culture that aligns with our business strategy and performance goals, makes us an employer of choice in our markets, helps foster a diverse and inclusive work environment, and aligns with Santander’s global articulation of values and expected corporate behaviors.

Committee Membership

The Committee shall consist of no fewer than three and no more than seven members. Committee members shall be appointed and hold office in accordance with the Company’s Bylaws.

A majority of the Committee’s members shall be independent and qualify as “outside” directors within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (“Section 162(m)”), and as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”). The Company’s Board shall appoint an independent director as Chair of the Committee (“Committee Chair”). At least one of the “outside” directors shall have a level of expertise and experience in risk management and compensation practices in the financial services industry that is appropriate for the nature, scope and complexity of the Company’s activities.

In the event that it shall be necessary or appropriate for the Committee to consider compensation matters relating to or governed by Section 162(m), the Committee shall constitute a subcommittee comprised entirely of two or more “outside” directors within the meaning of Section 162(m) and shall empower such subcommittee to establish, administer, approve and certify for Section 162(m) purposes performance goals for employee compensation awards, and to consider and act upon such other Section 162(m) matters as may be necessary or appropriate.

In the event that it shall be necessary or appropriate for the Committee to consider compensation matters relating to or governed by Rule 16b-3, the Committee shall constitute a subcommittee comprised entirely of two or more “non-employee” directors within the meaning of Rule 16b-3 and shall empower such subcommittee to review and approve for Rule 16b-3 purposes compensation grants and awards by the Company of its securities to an officer or director of the Company, and to consider and act upon such other Rule 16b-3 matters as may be necessary or appropriate.

Committee Duties and Responsibilities

In furtherance of its purposes, the Committee’s duties and responsibilities include, but are not limited to the following, except to the extent the Company’s Board itself undertakes such duties and responsibilities:

Compensation Plans

- (i) Oversee the Company’s adherence to: (1) applicable regulatory and industry standards for sound compensation policies, including as set forth in guidance issued by any regulatory authority that may have jurisdiction over SC; and (2) applicable SC and Santander governance documents and practices that apply to variable compensation.

Classification: Internal

- (ii) Review and recommend to the Board for approval, the CEO's compensation, including any special post-termination payments, in coordination with SHUSA CEO and SHUSA Compensation and Talent Management Committee regarding the Board's evaluation of the CEO's performance against the Company's approved goals and objectives and in accordance with all applicable limits established by SHUSA and Banco Santander, S.A. ("Banco Santander") with respect to variable compensation. In determining whether to approve the proposed incentive components of the CEO's compensation, the Committee may consider a number of factors, including, but not limited to, the Company's performance, the value of similar incentive awards to CEOs at comparable financial institutions, awards given to the CEO in past years, and the CEO's effective risk management.
- (iii) Review and approve the Company's compensation plans, policies and practices, including any special post-termination payments, as they affect the individuals who report directly to the CEO, and others required by the Company's Governance Framework and the compensation level of such individuals; and ensure that such compensation plans, policies and practices comply with all applicable limits established by with the Company with respect to variable compensation as enumerated in the Company's Governance Framework. Variable compensation for Faros and certain other executives, as enumerated in the Santander Subsidiary Governance Model, is forwarded by the Committee to Santander for validation.
- (iv) Approve the Company's discretionary incentive plans and executive incentive compensation pools for the Company.
- (v) Review and approve, on a biennial basis, the form and amount of director compensation and recommend any changes to the Company's Board for its approval.
- (vi) Review the design and function of incentive compensation arrangements ("ICAs"), approve the ICAs as they apply to "Covered Employees" as defined in (vii) below and any material exceptions or adjustments thereto; provide guidance to the Company's Board and management so that ICAs are appropriately implemented in a manner which achieves risk balance and is consistent with safety and soundness guidance; and confirm that senior management has reviewed and approved the Company's ICAs prior to their implementation.
- (vii) Oversee the Company's ICAs applicable to (1) the Company's CEO, the individuals who report directly to the CEO, others required by the Company's Governance Framework and others who are responsible for oversight of the Company's firm-wide activities or material business lines, (2) individual employees whose activities may expose the Company to material amounts of risk, and (3) groups of employees who are subject to the same or similar compensation arrangements and who, in the aggregate, may expose the Company to material amounts of risk (collectively, "Covered Employees").
- (viii) Review risk analyses under the ICAs to determine whether the ICAs may promote excessive risk that requires malus and clawback review or other remedial actions. periodic reports that assess plan design and payments under the ICAs relative to risk.
- (ix) Approve and recommend to the Board compensation-related enterprise policies.
- (x) Determine appropriate action for malus and clawback triggering events as either escalated by the Human Resources Committee or for any actions involving the CEO, the executive officers who report to the CEO, and those roles enumerated in Section 5 of the Santander US Governance Framework; and, at least annually, review actions taken and/or proposed to be taken on malus and clawback triggering events. Any determinations by the Committee with respect to the CEO and the CEO's direct reports will be recommended to the Board for final approval.

Talent Management and Performance Evaluation

- (i) Approve a written talent management program, policies and practices that provide for performance goals and objectives, development, recruitment and succession planning.
- (ii) Approve the performance goals and objectives and review succession planning for the CEO, the individuals who report directly to the CEO, and others required by the Company's Governance Framework.

Culture

- (i) Periodically review strategies and the design and execution of initiatives to strengthen the Company's culture.

Employee Benefit Plans

- (i) Oversee qualified and non-qualified employee pension benefit plans and employee welfare benefit plans of the Company, including the Company's tax-qualified retirement plans and any other employee benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended.

Disclosures

- (i) Review and recommend to the Company's Board the Compensation and Talent Management Committee Report for inclusion in the Company's Annual Report on Form 10-K as required by United States Securities and Exchange Commission ("SEC") regulations.
- (ii) Review and discuss with management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's Annual Proxy statement, as required by SEC regulations (including any information concerning the ICAs and related risk management, control and governance processes that may be required by Federal Reserve Board guidance) and, if appropriate, recommend to the Company's Board that the CD&A be so included.

The Committee shall have any other duties and responsibilities delegated to it by the Company's Board or required by applicable laws, rules, or regulations.

Meetings

The Committee shall meet at least quarterly, and otherwise as needed to fulfill its duties and responsibilities. The Committee Chair, or the Committee Chair's designee, shall preside at all meetings of the Committee and shall review and approve the agendas.

The Committee may meet in executive session, from time to time, with or without representatives of management.

The Committee may ask any officer or employee of the Company or any of its subsidiaries or advisers to attend a Committee meeting or to meet with any members of, or advisers to, the Committee.

The Company's Corporate Secretary, a member of the Company's legal staff designated by the Corporate Secretary or by the Company's Chief Legal Officer, or any other person designated by the Committee, shall act as Secretary to the Committee.

The Committee Chair shall report the Committee's actions, recommendations, or findings to the Company's Board at the next regularly scheduled meeting following a Committee meeting.

Resources

In furtherance of its duties, the Committee is authorized to have full access to all Company books, records, facilities, personnel, agents and advisers and to request and receive regular reports and other

information about the Company and its subsidiaries, as well as information specific to any entity or matter as the Committee or management determines to be necessary for the Committee's deliberation and decisions.

The Committee is authorized, to retain and terminate any advisers, including legal counsel, consultants and other experts with expertise in incentive compensation and risk management to assist in the performance of the Committee's duties, when it deems necessary or appropriate. The Company shall provide appropriate funding to pay reasonable compensation, as determined by the Committee, to any adviser retained by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

At least annually, the Committee shall assess whether the work of any compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's Annual Report on Form 10-K and Annual Proxy statement, each as required by SEC regulations.

Committee Reliance

Each Committee member is entitled to rely in good faith on information, opinions, reports, statements, or other information prepared or presented by any of the following: (i) one or more officers or other employees of the Company or its subsidiaries whom the Committee member reasonably believes to be reliable and competent in the matters presented; (ii) counsel or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; and (iii) another committee of the Company's Board as to matters within its designated authority which the Committee member reasonably believes to merit confidence.

Delegation of Authority

In its discretion, the Committee may establish and delegate responsibilities to subcommittees consisting of one or more of its members, who shall report on their activities to the Committee.

Charter Review

The Committee shall review and assess this Charter at least annually, and recommend any changes to the Company's Board for approval. The Committee shall perform a self-assessment annually to review its performance and present the results of that review to the Company's Board.