

Santander Holdings USA, Inc.



**ENTERPRISE POLICY
ADMINISTRATION POLICY**

Santander Holdings USA, Inc. ("SHUSA") believes that our success is grounded in our values, which are also shared by Banco Santander, S.A. and its subsidiaries (collectively with SHUSA, "Santander"). Santander's commitment to treat customers, colleagues and stakeholders in a manner that is *Simple, Personal and Fair* means that every action undertaken by a SHUSA Team Member is founded on *INTEGRITY, CUSTOMER COMMITMENT, PEOPLE, TEAMWORK, OWNERSHIP*, and *INNOVATION*. It is because of this commitment throughout the Santander organization that Santander's customers, clients, and shareholders trust us to deliver world class products and services and select Santander. Safeguarding this trust – by always conducting business responsibly, with integrity and a disciplined approach to risk management – is a responsibility shared by each SHUSA Team Member.



Table of Contents

1. INTRODUCTION	4
1.1 PURPOSE OF THE DOCUMENT	4
1.2 SCOPE	4
1.3 DOCUMENT APPROVAL AND MAINTENANCE	4
2. GOVERNANCE AND ACCOUNTABILITY	5
2.1 POLICY GOVERNANCE	6
3. POLICY.....	6
3.1 POLICY STATEMENT.....	6
3.2 POLICY DEFINITIONS AND HIERARCHY	7
3.3 POLICY DEVELOPMENT AND MAINTENANCE.....	10
3.4 POLICY COMMUNICATION AND IMPLEMENTATION.....	14
3.5 CONTENT REQUIREMENTS.....	14
4. ROLES AND RESPONSIBILITIES	18
4.1 SHUSA POLICY ADMINISTRATION	18
4.2 SHUSA POLICY ADMINISTRATOR	19
4.3 SUBSIDIARY POLICY ADMINISTRATION	20
4.4 SUBSIDIARY POLICY ADMINISTRATOR	20
4.5 POLICY OWNERS.....	21
5. REPORTING STRUCTURE.....	22
5.1 NON-COMPLIANCE.....	22
6. EXCEPTIONS	22
7. DOCUMENT HISTORY AND VERSION CONTROL	23
7.1 OWNERSHIP AND AUTHORSHIP	23
7.2 SIGN OFF	23
8. APPENDICES	24
8.1 APPENDIX A – KEY CONTACTS	24
8.2 APPENDIX B – REGULATORY OBLIGATIONS ADDRESSED BY THIS POLICY.....	24
8.3 APPENDIX C – RELATED POLICIES AND PROCESS AND ADMINISTRATIVE DOCUMENTS	24
8.4 APPENDIX D – POLICY CERTIFICATION TEMPLATE	25

1. Introduction

1.1 Purpose of the Document

The purpose of this Policy Administration Policy (the “Policy”) is to establish enterprise-wide requirements and standards for the development, approval, issuance and maintenance of policies of Santander Holdings USA, Inc. (“SHUSA”). Policies are tools that support the board and management by documenting established operating parameters within which an organization will conduct its business and control activities. To support consolidated governance, SHUSA is committed to administering policies in a logical, clear, and consistent manner throughout the enterprise. This Policy provides the requirements and standards by which SHUSA and its subsidiaries (“Subsidiaries”) will administer policies for the consolidated enterprise.

1.2 Scope

The Policy applies to SHUSA and its Subsidiaries, which include Santander Bank, N.A. (“SBNA”) and Santander Consumer USA (“SCUSA”). Policies developed by the Subsidiaries must comply with the requirements and standards set forth in this Policy.

1.3 Document Approval and Maintenance

The Policy is authored and owned by the SHUSA Policy Administrator and reviewed and recommended by the SHUSA Executive Management Committee (“EMC”) and Risk Committee of the SHUSA Board of Directors (“Risk Committee”) for final presentation to and approval by the SHUSA Board of Directors (“SHUSA Board” or “Board”).

The SHUSA Policy Administrator reviews and updates this Policy at least annually, or when changes occur, to ensure that it remains applicable to SHUSA’s business needs and operational, and the EMC and Risk Committee must review and recommend this Policy to the SHUSA Board for review and approval. The Chief Executive Officer (“CEO”), General Counsel, Chief Risk Officer (“CRO”), EMC or SHUSA Board may initiate ad-hoc reviews of this Policy in response to changing conditions. All material changes or updates to this Policy must be approved by the SHUSA Board.

2. Governance and Accountability

SHUSA has established the following governance structure to oversee policy administration and implementation:



2.1 Policy Governance

SHUSA Board of Directors

The full responsibilities of the SHUSA Board are detailed in its bylaws and charters. With respect to this Policy, the SHUSA Board:

- Reviews and approves the Policy;
- Oversees implementation of this Policy;
- Monitors compliance with this Policy; and
- Monitors exceptions to the Policy.

Risk Committee

- The Risk Committee reviews and recommends this Policy to the Board for approval.

Executive Management Committee

- The EMC reviews and recommends this Policy to the Risk Committee.

3. Policy

3.1 Policy Statement

It is the Policy of SHUSA that all policies be developed, reviewed, approved and maintained consistently across the organization. In furtherance of this goal, the following principles apply:

- SHUSA and each Subsidiary must designate a function ("Policy Administration function") that is responsible for overseeing compliance with this Policy and ensuring consistent development, review and approval of all policies;
- All policies must be approved by a board of directors (or designated committee thereof) or appropriate management committee in accordance with this Policy and governing documents for the relevant entity;

- All policies must designate an individual (“Policy Owner”) responsible for authorship, content, and annual review;
- All policies must be principles-based and establish requirements and parameters for the given areas;
- All policies must be maintained in a central repository (“Policy Inventory”) at SHUSA, and each Subsidiary Policy Administration function must maintain their own policies in a central repository;
- The Policy Inventory must be accessible to employees through a controlled central repository; and
- All policies must meet the development, review, approval, maintenance and content requirements set forth in this Policy Administration Policy.

3.2 Policy Definitions and Hierarchy

SHUSA has established a governance document hierarchy that defines four distinct types of governance documents: Frameworks; Enterprise Policies; Operating Policies; and Process and Administrative Documents.

Frameworks are intended to be descriptive documents that help management to summarize, in a concise manner, the method, approach, core roles and responsibilities and key processes by which they comply with policies and manage their respective areas. Further, management has the authority to refine Framework content requirements for their respective areas, beyond the high-level requirements set forth in this Policy:

- **Frameworks** – These documents describe governance and management structures, core processes, and roles and responsibilities. Frameworks reference and explain the implementation of related policies, but unlike policies do not carry authority in and of themselves. Their authority is derived from the level of the organization at which they are developed and approved, as well as the scope as defined within the document. Frameworks are

developed and owned by management and approved as defined within the documents themselves.¹

A policy is a prescriptive, principles-based document that establishes the requirements, objectives and high-level instruction for a given business activity or control function. Policies should generally reflect current-state requirements and should not include overly “aspirational” content (see Policy Communication and Policy Content sections below). Policies must adhere to the development and content requirements set forth in this Policy. SHUSA recognizes two types of policy documents:

- **Enterprise Policies** – These policies set forth the overarching principles and core parameters of operation for the given subject area(s) covered by the policy. Enterprise Policies are authored and owned by executives within the entity and presented to that entity’s board of directors (or designated committee thereof) for approval.² Only Enterprise Policies receive board-level approval, and Enterprise Policies generally apply to the entire organization in which they exist, including subsidiary entities. Subsidiary Enterprise Policies must conform to all the requirements set forth in the corresponding SHUSA Enterprise Policies, as applicable, and must be further tailored for that particular Subsidiary.

Executive owners are responsible for developing and presenting for approval Enterprise Policies appropriate to the needs of the organization and in line with industry best practices and regulatory expectations. The approving board of directors is responsible for providing appropriate challenge to those policies to ensure adequate oversight and fulfill its duty of care.

- **Operating Policies** – These policies set forth principles and requirements within a defined scope that may include an entire entity and its subsidiaries or be limited to specific lines of business or business units. Operating Policies are authored and owned by senior management and approved by the appropriate chartered senior management committee (e.g., Enterprise Risk Management Committee or EMC, as applicable). The approving senior management committee

¹ Risk frameworks are approved by a board of directors (or designated committee thereof) in accordance with governing documents for the relevant entity.

² Whether an Enterprise Policy is to be approved by the full board of directors or a designated committee thereof is to be determined by reference to the governing documents (i.e., board bylaws and committee charters) for the relevant entity. If a Subsidiary does not have a board of directors, Enterprise Policies will be approved by the appropriate senior management committee or oversight body.

will give to the entity's board of directors (or committee thereof) notice of all approved Operating Policies. All Operating Policies must comply with applicable SHUSA policies with an enterprise-wide scope.

Management is responsible for developing and approving Operating Policies appropriate and sufficient to the needs of the organization.

Consistent with this Policy, Policy Owners determine the policy type, in consultation with Policy Administration, as appropriate, and approving bodies must challenge the appropriateness of the content and policy type presented to them. The SHUSA and Subsidiary CROs have the authority to mandate policies as Enterprise or Operating, as he or she deems appropriate to ensure consistency with overall risk management objectives and applicable regulatory mandates.

Procedures, management requirements, standards, rules, guidance documents and manuals ("Process and Administrative Documents") are a specific category of documents generally established to support the implementation of policies, but which have a different content, review and approval expectations:

- ***Process and Administrative Documents*** – These include a wide range of granular documents used by management to specify certain steps or activities for executing defined tasks within a given entity typically to support the implementation of a given policy. They may also establish certain requirements that do not necessitate board or senior management approval, and it is the responsibility of the document owner and functional managers to make such a determination.

Process and Administrative Documents can be developed at all levels of the organization as deemed necessary by management. Approvals for Process and Administrative Documents are the responsibility of the functional owner or head of the activities and processes addressed (e.g., Compliance Training Director). However, certain documents, such as administrative directives regarding travel and expenses, parking, or similar matters particular to given entity, must be reviewed and approved by the senior-most management committee to support enforcement. These documents are stored and maintained within the applicable function or business area.

SHUSA's Governance Document Hierarchy is depicted below:

	<u>Location</u>	<u>Coverage</u>	<u>Owner</u>	<u>Authority</u>	<u>Frequency</u>
Frameworks	All Operating Entities	Defined in Framework and may cross entities	Area or Functional Owners or Managers	Defined in Framework	As Needed
Enterprise Policies	All Operating Entities	Entire Operating Entity	SHUSA or Subsidiary Executive Management	SHUSA or Subsidiary Board	Annual
Operating Policies	All Operating Entities	Defined in Policy	SHUSA or Subsidiary Senior Management	SHUSA or Subsidiary Senior Management Committee	Annual or 1-3 years on Management Certification
Process and Administrative Documents	All Operating Entities	Defined in Document	Functional Managers	Functional Heads	As Needed

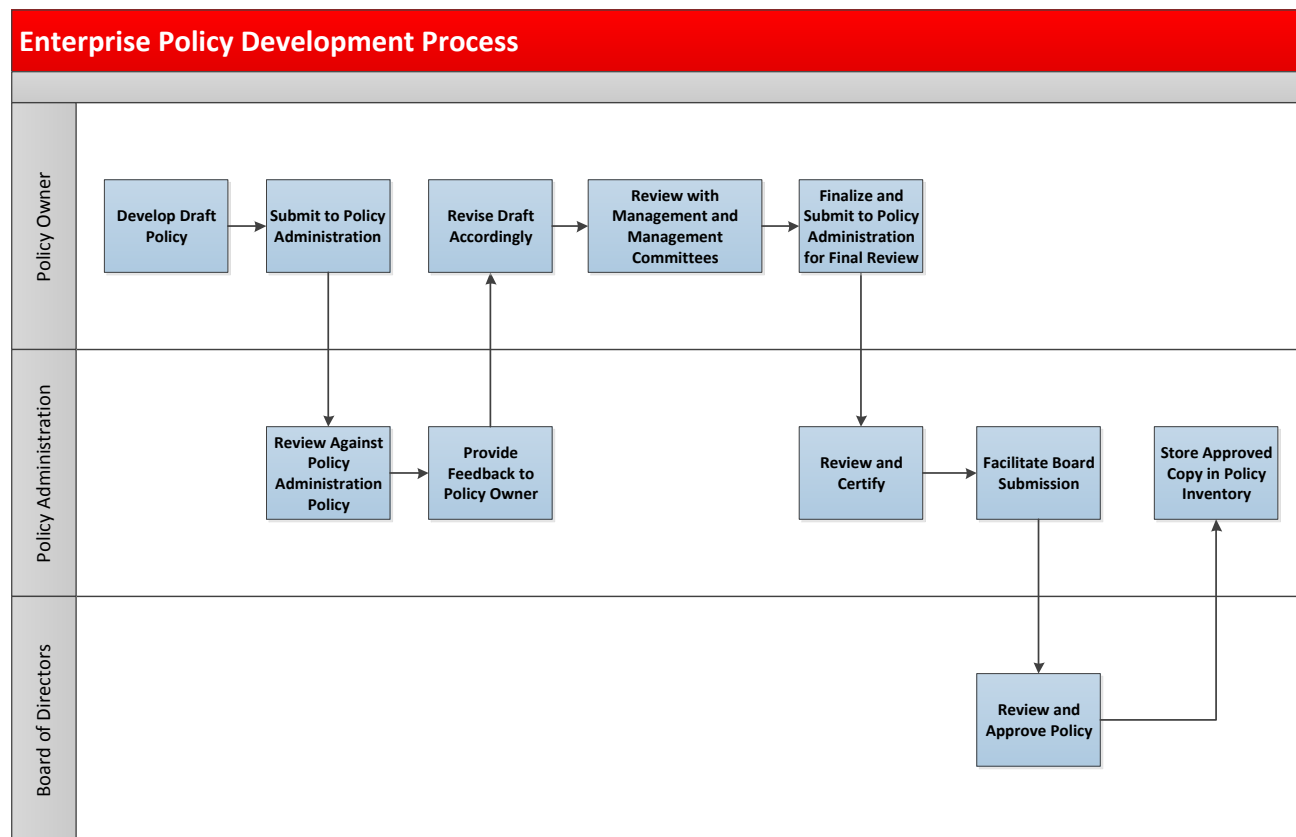
3.3 Policy Development and Maintenance

Policies must adhere to a defined development process prior to approval and adoption, as well as comply with specific requirements for ongoing maintenance.

3.3.1 Development and Approval

To develop an Enterprise or Operating Policy, management must designate a Policy Owner (see Roles and Responsibilities) who will be responsible for developing content and shepherding the document through the approval process. The Policy Owner must have the necessary stature to effectively formulate, gain acceptance for, and ensure implementation of the policy. The document must be developed in accordance with the requirements described in the Content Requirements section of this Policy, and according to the process described below:

Enterprise Policies (or those Policies Designated for Board-Level Approval):



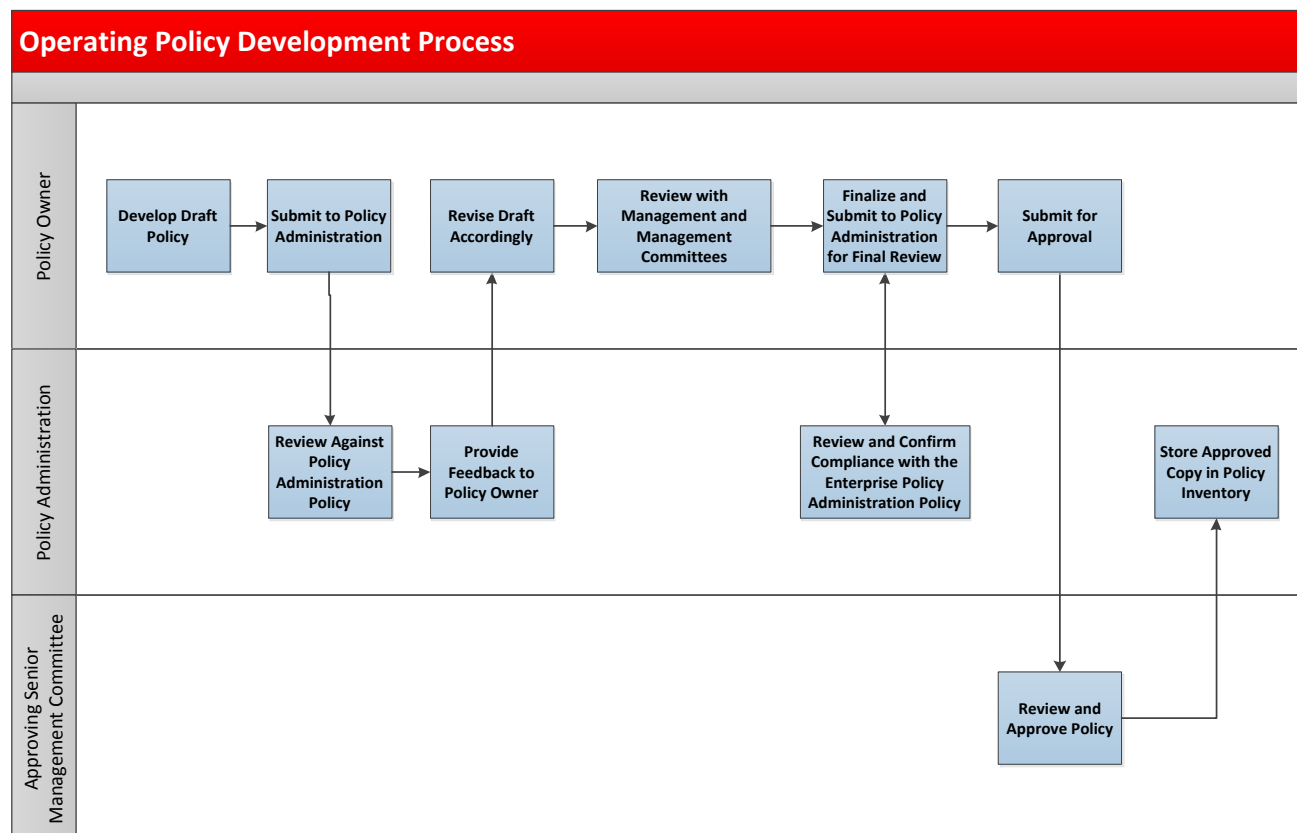
Once the Policy Owner has developed the initial draft document, it must be submitted to Policy Administration for initial review against this Policy. Policy Administration will provide feedback to the Policy Owner, who must then vet the content with relevant management committees.

Ultimately, all Enterprise Policies must be reviewed and recommended by the relevant senior management committee prior to being submitted for board approval. Further, submission to the board may be to either a committee of the board or to the full board, as applicable. Each policy must identify the relevant management and board committees required to obtain approval.

When finalized, the Policy Owner must submit the document to the Policy Administration function (see Roles and Responsibilities). Policy Administration will review document against the requirements set forth in this Policy. Once Policy Administration is satisfied that the document meets applicable

requirements, Policy Administration will facilitate submission to the relevant board of directors, or committee of the board of directors for formal review and approval.

Operating Policies (or those Policies Not Designated for Board-Level Approval):



Once the Policy Owner has developed the initial draft document, it must be submitted to Policy Administration for review against this Policy. Policy Administration will provide feedback to the Policy Owner. Once Policy Administration is satisfied that the document meets applicable requirements set forth in this Policy, the Policy Owner must then vet the content with relevant management and management committees. Prior to being submitted to the appropriate designated senior management committee for approval, the Policy Owner must submit the document to Policy Administration to review any further changes to the policy and to ensure it continues to be in compliance with this Policy. Each policy must identify the relevant management committees required to obtain approval.

3.3.2 Policy Maintenance

Each entity's Policy Administration function must maintain a single Policy Inventory of its approved policies. Only the documents and document versions stored and maintained in a given Policy Inventory are considered to be approved and in force. The in-force policies within the inventory must be uploaded to and accessible through the controlled central repository within each entity. SHUSA Policy Administration will maintain and regularly update a consolidated Policy Inventory master list containing all SHUSA and Subsidiary policies.

3.3.3 Annual Review and Approval

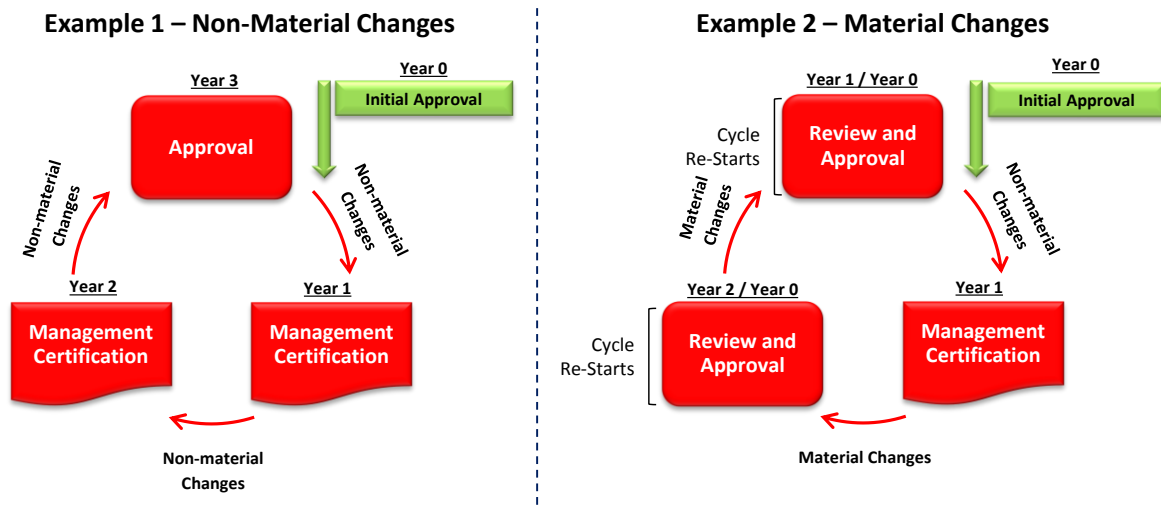
All policies are required to have an annual review by the Policy Owner to determine whether the policy remains applicable and sufficient for the needs of the organization. Enterprise Policies must be reviewed and reapproved annually by the SHUSA or Subsidiary Board of Directors. Operating Policies require review and approval on a maximum three-year cycle, as agreed to by the approving body and recorded within the policy itself. Approvals are obtained through the same process described in section 3.3.1, above.

For Operating Policies, each Policy Owner must record their annual review in the Policy Certification template (see Appendix D) and submit it to Policy Administration function for review, regardless of whether changes are made. The Certification is designed to capture any changes or updates to a given policy and to classify those changes as:

- **No Change** – The policy has not been altered in any way since the last annual review
- **Immaterial Change** – The policy has been updated in ways that do not alter the requirements, standards or principles in the policy. Examples of immaterial changes include, but are not limited to cosmetic changes (spelling, format, and design), changes reflecting revised organizational structures, or changes to appendices.
- **Material Change** – Changes that alter principles, requirements, core processes or governance structures in a given policy.

Policy Administration will review the annual Policy Certifications and confirm the Policy Owner's classification of changes. For immaterial changes to Operating Policies, Policy Administration will confirm the certification with the Legal Department head, and the policy will not require approval for that year. Material changes, however, must be reviewed and approved by the designated approving body.

All Operating Policies, regardless of the materiality of their changes, must be reviewed and approved at least every three years. Two examples of this process are depicted below:



The Policy Administration function within each entity is responsible for tracking this cycle, facilitating the review process, and requiring that Policy Owners complete the Policy Certifications on a timely basis. Further, the Policy Administrator is responsible for ensuring that all policies are submitted for review and approval at least every three years.

3.4 Policy Communication and Implementation

New or materially changed policies must be accompanied by a method and plan for communicating changes to relevant affected parties. In addition, particularly for new policies, a plan must be developed to ensure that a discrete and well-understood timeframe and set of activities are in place to achieve full implementation and assess compliance. Each new policy must specify the date upon which full implementation is expected to be achieved by the relevant entity.

Communication and implementation plans are the responsibility of the Policy Owner, in consultation with Policy Administration, corporate communications, and corporate project management, as appropriate.

3.5 Content Requirements

3.5.1 Policy Content

All policies shall include the following components:

- Introduction;
- Governance and Accountability;
- Policy;
- Roles and Responsibilities;
- Reporting Structure;
- Exceptions;
- Document History and Version Control; and
- Appendices.

The following sections shall serve as the format template for all policies. Variances to this format are permissible to meet the needs of Policy Owners, however, all policies should include the minimum components of this Policy and variances to this format should be minimal to promote enterprise-wide clarity and consistency.

3.5.1.1 Introduction

This section of the policy must describe the subject matter addressed in the new policy and state the reason for the policy. In circumstances where a subject matter may be overly broad, it may be useful to outline those areas the policy is not intended to address. As applicable, the introduction should reference other policies that may cover those related subject areas not under the policy.

This section must also clearly define the scope of the policy, including the entities, areas, functions, or department to which it applies. The policy should also indicate whether it is intended to revise, amend or update any other current policies and identify which policy is to be followed.

Finally, this section must clearly identify the Policy Owner, note the approval authorities and review cycle applicable to the policy, and specify the date upon which full implementation of the policy is expected to be achieved by the relevant entity.

3.5.1.2 Governance

This section must detail the governance structures associated with the policy. Specifically, it should outline the board and management committees responsible for reviewing, approving and overseeing adherence to the policy.

3.5.1.3 Policy

In this section, provide the policy statement and accompanying details. Policy statements must be clear, concise, and introduce the principles or requirements to be addressed.

The policy section must also detail core requirements and principles, establish key definitions, describe management structures, and highlight key processes, noting responsible parties. However, policies by their nature are meant to be prescriptive and should be focused on parameters for operation rather than be overly process-oriented or procedural. Policy requirements must be sufficiently specific to guide management's actions, auditable and with specific expected outcomes and evidence and tied to stated policy objectives. Enterprise Policies must be sufficiently broad to encompass all entities and business and functional areas within the identified scope. All Operating Policies must comply with the requirements set forth in their Enterprise counterparts, as applicable.

3.5.1.4 Roles and Responsibilities

In this section, identify the roles and responsibilities of all parties affected by the policy and responsible for implementing this policy. For risk area policies, utilize the Three Lines of Defense Model as a basis for defining and describing roles and responsibilities

Identify the various roles and responsibilities of the Policy Owner and functions supporting the Policy Owner as they apply to subject matter.

3.5.1.5 Reporting Structure

This section must detail the required types and lines of reporting necessary to support the activities outlined in the policy (e.g., reporting concerning status of policy implementation and compliance and issue escalation). All reporting should include reporting to management and boards, as applicable. Timely and accurate reporting is a key means of prompting management intervention to address issues of concern before they lead to undesirable outcomes.

3.5.1.6 Exceptions

This section describes the process for approving exceptions to any given policy. It must note the individual or function with authority to approve an exception, an individual or function responsible for monitoring, tracking and reporting on exceptions, and a process for documenting the reason for exceptions. On reporting, this section should always include provisions for informing the approving body of policy exceptions on a regular basis.

3.5.1.7 Document History and Version Control

Use the templates below to track Ownership and Authorship and Sign Off of the policy.

Ownership and Authorship

Version	Date	Author	Owner	Change
XXX	XXX	XXX	XXX	XXX

Sign Off

Approving Body	Governance Committee Endorsement	Date
XXX	XXX	XXX

3.5.1.8 Appendices

All policies must include an appendix listing regulations or regulatory guidance that the policy is meant to implement or address. Other appendices are not required, but where applicable should include any other relevant documents or information that may contribute to the understanding of a policy.

3.5.2 Framework Content

As referenced earlier, Framework content requirements are inherently defined by the management heads responsible for a given area or activity. Frameworks are defined as documents that describe the governance, core processes, and key functions and activities for a given areas. As such, they should address the following topics:

3.5.2.1 Introduction

This section of the Framework should introduce the subject matter or function covered by the framework, define the scope of the framework, and provide the context for the activities involved. The introduction should also identify the owner and developer of the framework, as well as the approval authorities for the document.

3.5.2.2 Core Principles / Program Elements

This section of the Framework should introduce the core principles or overarching direction for the given activity or function. It should describe the elements that constitute a given program. Standard program

elements include, but are not limited to, governance and oversight of the function, core policies, and activities such as training and reporting.

3.5.2.3 Governance

Each framework shall detail the governance processes and authorities for the area. This should be limited to a description of the committees and their high-level responsibilities and authorities, and should not replicate committee charters or policies.

3.5.2.4 Key Processes / Activities

This section should detail the critical processes and activities performed by the function covered by the framework, include the reason for those activities and state the roles for executing them. These core activities will vary significantly from area to area. Examples may include descriptions of the annual risk assessment process, or an overview of how the customer complaints process is managed.

3.5.2.5 Roles and Responsibilities

Roles and responsibilities detail the activities and authorities of management and management functions as they relate to the core processes described within the framework. This section should be sufficiently descriptive without replicating existing job descriptions or policy information.

4. Roles and Responsibilities

The key roles and responsibilities for the development, review and approval of policies are defined in the sections below:

4.1 SHUSA Policy Administration

The SHUSA Policy Administration function oversees the development of all SHUSA Enterprise and Operating Policies, as well as the Subsidiary Policy functions.

Oversight includes:

- Ensuring Subsidiary implementation of the Policy Administration Policy;
- Receiving reporting on policy inventories and policy exceptions; and
- Coordinating on the resolution of general policy-related issues.

Specific roles and responsibilities for the SHUSA Policy Administration function include:

- Maintaining a Policy Inventory which serves as the system of record for all Enterprise and Operating Policies at SHUSA and the Subsidiaries, as applicable;
- Ensuring that policies, prior to formal approval, conform to the requirements and standards established in this Policy;
- Facilitating the policy approval and annual re-approval processes through:
 - Maintaining a calendar to track policy approval timelines;
 - Obtaining and reviewing annual Policy Certifications; and
 - Ensuring that updates and changes to approved policies comply with the requirements of this Policy.
- Monitoring and reporting to the General Counsel and EMC on exceptions to this Policy; and
- Liaising with the SHUSA Legal Department and the regulatory change management function to notify policy owners of potential regulatory or legal developments that may impact policies.

4.2 SHUSA Policy Administrator

The SHUSA Policy Administrator heads the SHUSA Policy Administration function. Reporting to the Corporate Secretary within the Legal Department, the SHUSA Policy Administrator is responsible for the overall policy administration governance of the consolidated organization. Specific responsibilities of the SHUSA Policy Administrator include:

- Owning and authoring this Policy;
- Overseeing the implementation of this Policy at SHUSA and at the Subsidiaries;
- Monitoring and reporting on exceptions to this Policy;
- Managing and maintaining the Policy Inventory;
- Facilitating the SHUSA policy development, review and approval processes;
- Providing quality assurance on all SHUSA Enterprise and Operating Policies prior to submission for approval;
- Liaising with the General Counsel, regulatory change management and Policy Owners on issues which may impact their policies; and

- Acting as the central point of contact for all policy-related matters at SHUSA.

4.3 Subsidiary Policy Administration

Subsidiary Policy Administration functions are responsible for implementing this Policy at their respective entity, reporting functionally to the SHUSA Policy Administration function, and overseeing the development of applicable Subsidiary policies. Specific roles and responsibilities for the Subsidiary Policy Administration functions include:

- Maintaining a Policy Inventory which serves as the system of record, and providing those policies and updates to those policies to the SHUSA Policy Administration function, as appropriate;
- Ensuring that Subsidiary Enterprise and Operating Policies, prior to formal approval, conform to the requirements and standards established in this Policy;
- Facilitating the policy approval and annual re-approval processes by:
 - Maintaining a calendar to track policy approval timelines;
 - Obtaining annual Policy Certifications for review; and
 - Ensuring that updates and changes to approved policies comply with the requirements of this Policy.
- Monitoring and reporting on exceptions to this Policy to the Subsidiary board and to the SHUSA Policy Administration function, as appropriate; and
- Liaising with the SHUSA Policy Administration function and the Subsidiary legal department and regulatory change management function to notify Policy Owners of potential regulatory or legal developments that may impact policies.

4.4 Subsidiary Policy Administrator

Each Subsidiary must designate an individual Policy Administrator to head the function. The Policy Administrator will have reporting responsibilities to the SHUSA Policy Administrator with respect to implementation of, and compliance with, this Policy, and report on Subsidiary exceptions to this Policy. Specific responsibilities of the Subsidiary Policy Administrator include:

- Overseeing Subsidiary implementation of this Policy;

- Managing and maintaining the Subsidiary Policy Inventory;
- Monitoring the Subsidiary policy development, review and approval processes;
- Providing quality assurance on all Enterprise and Operating Policies prior to submission for approval;
- Ensuring that policies meet the standards set forth in this Policy;
- Liaising with the SHUSA Policy Administrator;
- Liaising with the Subsidiary regulatory change management function;
- Monitoring and reporting to the Subsidiary board and SHUSA Policy Administrator on exceptions to this Policy, as appropriate; and
- Interfacing with Subsidiary Policy Owners and acting as central point of contact for all policy-related matters.

4.5 Policy Owners

Each Enterprise and Operating Policy must designate an individual Policy Owner who serves as the primary point of contact for the policy and is responsible for the accuracy and applicability of the policy's content. The Policy Owner is also accountable for the policy's effective implementation. The specific responsibilities of the Policy Owner include:

- Developing policies in compliance with this Policy;
- Annual policy reviews and completion of the Policy Certification template;
- Identifying and implementing policy changes;
- Driving applicable policy review and approval processes;
- Communicating new policies and/or changes to existing policies to applicable parties;
- Interpreting specific policy provisions;
- Monitoring policy implementation and compliance; and
- Documenting, tracking, and reporting policy exceptions.

5. Reporting Structure

5.1 Non-Compliance

The SHUSA and Subsidiary Policy Administrators are responsible for monitoring and reporting on noncompliance with this Policy. Noncompliance with this Policy must be reported to the Subsidiary Policy Administrator and EMC, as applicable, as well as to the SHUSA Policy Administrator and SHUSA EMC. Policy Administration will facilitate further escalation to the SHUSA or Subsidiary Boards, as appropriate.

6. Exceptions

Exceptions to this Policy will not be granted except under extraordinary or special circumstances. A request for an exception must be submitted to the SHUSA or the Subsidiary Policy Administrator. The request must explain the rationale for the exception and the expected timing for the exception. The Subsidiary Policy Administrator will liaise with the SHUSA Policy Administrator, as appropriate. The Policy Administrator will escalate the request to the SHUSA or Subsidiary General Counsel and CRO for a determination on whether to grant the exception. Should disagreement exist between the General Counsel and the CRO, the request will be escalated to the SHUSA or Subsidiary CEO for resolution. Policy Administration will facilitate notification of granted exceptions to the SHUSA or Subsidiary EMC and Board, as appropriate.

Granted exceptions shall be documented and tracked by Policy Administration for periodic review consistent with the review of this Policy.

7. Document History and Version Control

7.1 Ownership and Authorship

<i>Version</i>	<i>Date</i>	<i>Author</i>	<i>Owner</i>	<i>Change</i>
1.0	3.13.14	CRO	CRO	Initial version
2.0	11.6.14	GC	Policy Administrator	Revised as part of response to the Federal Reserve annual report of inspection.
3.0	07.30.15	Policy Administrator	Policy Administrator	Revised to reflect new policy categorization criteria.

7.2 Sign Off

<i>Approving Body</i>	<i>Governance Committee Endorsement</i>	<i>Date</i>
SHUSA Board of Directors	EMC	07.30.15

8. Appendices

8.1 Appendix A – Key Contacts

<i>Title</i>	<i>Role</i>	<i>Name and Contact</i>
<i>SHUSA Policy Administrator</i>	<i>Policy Owner</i>	<i>Michael Javid, michael.javid@santander.us, 42-7353</i>

8.2 Appendix B – Regulatory Obligations Addressed by this Policy

<i>Regulatory Agency</i>	<i>Citation</i>	<i>Title</i>
<i>N/A</i>		

8.3 Appendix C – Related Policies and Process and Administrative Documents

<i>Document Type</i>	<i>Entity and Department</i>	<i>Owner</i>	<i>Document Title</i>
<i>Procedure</i>	<i>SHUSA Policy Administration</i>	<i>SHUSA Policy Administrator</i>	<i>Communication of Policy Changes Procedure</i>

8.4 Appendix D – Policy Certification Template

Policy Certification Template		
Policy Title	<i>[Insert title]</i>	Submitted
Policy Version	<i>[Insert version number]</i>	<i>[Date submitted to Policy Administration]</i>
Last Approval	<i>[Insert date of last approval xx/xx/xxxx]</i>	
Policy Owner	<i>[Name and title of current policy owner]</i>	Approved
Policy Area	<i>[Functional area (e.g., Credit, Accounting, Human Resources)]</i>	<i>[Date approved]</i>
Status of Changes [Check applicable box]		
<input type="checkbox"/> – Material Changes	<input type="checkbox"/> – Immaterial Changes	<input type="checkbox"/> – No Changes
Description of Changes		
Nature / Type	Reason for Change	
<i>[Describe change, such as “revised roles and responsibilities of...”]</i>	<i>[Describe reason for the change, such as “New mandate requires specific responsibilities’ for ...”]</i>	
Policy Owner certifies that the above-described changes are accurate and correct.		
<i>[Insert name, date and signature of Policy Owner]</i>		
Acknowledgement and approval of Policy Administrator		
<i>[Insert name, date and signature of Policy Administrator]</i>		
Acknowledgement and approval of Legal Department Head		
<i>[Insert name, date and signature of Legal Department Head, as applicable]</i>		