



AUDIT COMMITTEE CHARTER

Approved by the
Board of Directors
July 21, 2016

A handwritten signature in black ink, appearing to be "G. P. O.", written over a light gray rectangular background.

Corporate Secretary

SANTANDER CONSUMER USA HOLDINGS INC.

AUDIT COMMITTEE CHARTER

Purpose

The Board of Directors (the “**Board**”) of Santander Consumer USA Holdings Inc. (“**SC**” or the “**Company**”) appoints the Audit Committee (the “**Committee**”) to assist the Board in its oversight of (1) the integrity of the consolidated financial statements of the Company, (2) the independent registered public accounting firm’s qualifications and independence, (3) the performance of the Company’s and its subsidiaries’ Internal Audit function and independent auditors, (4) the compliance by the Company and its subsidiaries with legal and regulatory requirements, (5) the Company’s and its subsidiaries’ systems of disclosures and controls over financial reporting, and (6) compliance with ethical standards adopted by the Company.

The primary responsibility of the Committee is to oversee the Company’s consolidated financial reporting process on behalf of the Board and report the results of its activities to the Board. Management is responsible for preparing the Company’s financial statements and related disclosures, and the Company’s independent registered public accounting firm is responsible for auditing those financial statements. In carrying out its oversight duties, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and in accordance with generally accepted accounting principles in the United States (“**GAAP**”). It shall be the duty of the Committee to assist the Board in the oversight of the Company’s legal and regulatory requirements.

Committee Membership

The Committee shall consist of no fewer than three and no more than six members. To the extent required by the rules of the New York Stock Exchange, Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and the rules and regulations of the Securities and Exchange Commission (the “**Commission**”), the members of the Committee shall meet the independence and experience requirements set forth in such requirements. All members of the Committee shall be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after appointment to the Committee. At least one member of the Committee shall be an “**audit committee financial expert**” as defined by the Commission. Committee members shall be appointed by the Board in accordance with the Company’s bylaws.

Committee Duties and Responsibilities

In furtherance of its purposes, the Committee’s responsibilities include, but are not limited to, the following responsibilities, in addition to any other responsibilities delegated to it by the Board or required by applicable laws, rules or regulations:

Financial Statement and Disclosure Matters

The Committee shall:

- Review and discuss with management and the independent registered public accounting firm the quarterly consolidated financial statements (and Form 10-Q) and the annual audited consolidated financial statements (and Form 10-K), including disclosures made in “Management’s Discussion and Analysis of Financial Condition and Results of Operation,” and discuss with the Chief Audit Executive to the extent that the Committee has requested information regarding audit activities related to such quarterly and annual financial statements, prior to the filing of the Company’s Form 10-Q or 10-K, respectively.
- Recommend to the Board whether to include the audited financial statements in the Company’s Form 10-K.

- Review, at least annually, a report from the independent registered public accounting firm prior to the filing of its audit report with the Commission, regarding:
 - (i) any material issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;
 - (ii) any material issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
 - (iii) the development, selection and disclosure of critical accounting policies used by management in the preparation of the financial statements;
 - (iv) alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative treatments, and the treatment preferred by the independent registered public accounting firm;
 - (v) their judgment about the quality, not just the acceptability, of accounting principles as applied to its financial reporting, the reasonableness of significant judgments, and the clarity and adequacy of the disclosures, including financial trends of the financial statements and notes thereto;
 - (vi) the adoption of, or changes to, the Company's significant auditing and accounting principles and practices;
 - (vii) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, or personnel and any significant disagreements with management;
 - (viii) complex or unusual transactions and matters requiring significant accounting judgment;
 - (ix) any accounting adjustments that were noted or proposed by the independent registered public accounting firm but were "passed" (as immaterial or otherwise); and
 - (x) any other matters required to be communicated to the Committee by the independent registered public accounting firm under applicable accounting standards.

The report should also include any other formal written communications between the independent registered public accounting firm and management, including the management letter or schedule of unadjusted differences and other disclosures as required by any applicable professional auditing standards, updates of which materials may be received during the year by the Committee Chair.

- Review the report required to be delivered by the independent registered public accounting firm in the immediately preceding paragraph and any analyses prepared by management regarding the items covered in the independent registered public accounting firm's report, including as to the adequacy of the Company's internal control over financial reporting, its disclosure controls and procedures, and the certifications made by the Company's Chief Executive Officer and Chief Financial Officer under the Sarbanes-Oxley Act of 2002, as well as the implementation actions taken by management to resolve any significant deficiencies or material weaknesses in internal controls that are reported by the independent registered public accounting firm or management.
- Obtain from the independent registered public accounting firm such assurance as it deems adequate that such independent registered public accounting firm has fulfilled its responsibilities under Section 10A of the Securities Exchange Act of 1934, as amended.

- Review and discuss with management and the independent registered public accounting firm, as appropriate, the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
- Review and discuss with management and the independent registered public accounting firm the effect of accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
- Review and authorize report of the Committee required by the rules of the Commission to be included in the Company's annual report or proxy statement.
- Review and discuss with management, the Chief Audit Executive and the Legal and Compliance Departments the effect of regulatory requirements and the Company's responses thereto on the Company's financial statements.

Oversight of the Company's Relationship with its Independent Registered Public Accounting Firm

The Committee shall, at the Company's expense:

- Appoint, retain, evaluate, compensate, and replace, as appropriate, the independent registered public accounting firm subject, if applicable, to shareholder ratification. The independent registered public accounting firm shall report directly to the Committee, and the Committee shall (i) have the authority to evaluate the performance of and oversee the work of such independent registered public accounting firm relating to such independent registered public accounting firm's preparing or issuing an audit report and related work and (ii) review the experience and qualifications of the senior members of the independent registered public accounting firm team.
- Monitor the rotation of the lead partner of the independent registered public accounting firm every five years and other audit partners every seven years, and consider whether there should be regular rotation of the independent registered public accounting firm itself.
- Pre-approve, pursuant to such processes, which may include delegation, as the Committee deems advisable, all auditing services and all non-audit services provided by the Company's independent registered public accounting firm, which services are not prohibited by applicable laws or regulations.
- Review a written report from the independent registered public accounting firm at least annually regarding:
 - (i) the independent registered public accounting firm's internal quality control procedures;
 - (ii) any material issues raised by the most recent quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years concerning one or more independent audits carried out by the firm;
 - (iii) any steps taken to deal with any such issues; and
 - (iv) all relationships, both direct and indirect, between the independent registered public accounting firm and the Company.
- Evaluate the qualifications, performance and independence of the independent registered public accounting firm, including considering whether the independent registered public accounting firm's quality controls are adequate and the provision of non-audit services is compatible with maintaining the independent registered public accounting firm's independence, taking into account the opinions of management and the internal auditor. The Committee shall present its conclusions to the Board.

- Review and approve accounting policies, including policies for the Company's hiring of employees or former employees of the independent registered public accounting firm.
- Discuss with the independent registered public accounting firm issues on which the independent registered public accounting firm communicated with its national office regarding auditing or accounting issues.
- Meet with the independent registered public accounting firm to discuss the planning and staffing of the audit.

Oversight of the Company's Internal Audit Function

The Committee shall:

- Review and approve the appointment, removal, objective setting, and annual performance of the Chief Audit Executive, who shall report to the Committee.
- Assure that there are no unjustified restrictions or limitations on the Internal Audit function and monitor the independence of the Internal Audit function.
- Review and discuss with management and the Chief Audit Executive the Internal Audit findings and reports and management's responses thereto.
- Review and approve the Internal Audit function's annual Internal Audit plan and the Internal Audit function's control risk assessment, and receive periodic reports from the Chief Audit Executive on the status of the audit plan, including any significant changes thereto, conclusions, material issues, recommendations from work carried out under the Internal Audit plan, and any significant instances when front line units or independent risk management are not adhering to the risk governance framework.
- Review and approve on an annual basis risk assessment and the overall risk-assessment methodology.
- Review and approve on an annual basis the Internal Audit Charter that describes the purpose, authority, and responsibilities of the Internal Audit function.
- Review and approve on an annual basis Internal Audit function's responsibilities, strategies (including policies and programs), budget and staffing and any recommended changes in the planned scope of the Internal Audit plan.
- Review and approve all significant aspects of outsourcing or co-sourcing arrangements, including the selection or termination of the Internal Audit vendors, and receive information regarding audit deficiencies in a manner consistent with that provided by the Company's Internal Audit function.
- Review the effectiveness of the Internal Audit function.
- Oversee compliance as it relates to the Internal Audit function.

Compliance Oversight

The Committee shall:

- Obtain regular reports from management relating to the Company's compliance with applicable legal and regulatory requirements; obtain reports from the Chief Audit Executive regarding audit activities related to such legal and regulatory requirements as the Committee deems appropriate; review reports

and disclosures of insider and affiliated party transactions; regularly review reports on Suspicious Activity Report filings; review any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal control over financial reporting; and advise the Board with respect to the Company's compliance with applicable laws and regulations.

- Oversee procedures regarding:
 - (i) the receipt, retention, and treatment of complaints (including "whistleblower" complaints or reports) received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- Review and discuss any published reports that raise material concerns regarding the Company's financial statements or accounting policies and review management's responses to such complaints.
- Review with the Company's Legal Department pending material litigation and discuss with the Company's Chief Legal Officer legal matters that may have a material impact on the financial statements or the Company's compliance policies.
- Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, and ensure that the Committee is kept informed by management as to the Company's risk assessment and risk management policies.
- Address and take any appropriate action with respect to any issues relating to inquiries or investigations regarding the quality of financial reports filed by the Company with the Commission, the Federal Reserve, or any other governmental authority or reports otherwise distributed to the public.
- Review the Company's process for communicating its Code of Conduct and Ethics to the Company's personnel and for monitoring compliance with that Code.
- At the request of the Board, the Committee shall discuss with management and the independent registered public accounting firm any significant or material correspondence with regulators or governmental agencies, including all examination reports received from the various supervisory authorities and shall review management's replies to such correspondence or reports.
- Review any Banco Santander, S.A. ("**Santander**") policies applicable to the Company in light of United States regulatory requirements and industry practices, and adopt any supplemental policies recommended by management to coordinate with policies of Banco Santander.

Meetings

The Committee shall meet as often as it determines, but not less frequently than quarterly. The presence of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee, and the act of a majority of the quorum shall be the act of the Committee.

The Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely on information, opinions, reports or statements, or other information prepared or presented to them by: (i) officers and other employees of the Company or its subsidiaries, whom such member believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the member believes to be within the professional competence of such person.

The Committee may request that any officer or employee of the Company, the Company's outside counsel or the independent registered public accounting firm attend a Committee meeting or meet Committee members or consultants to the Committee without the consent of management or the Board.

The Committee shall periodically meet with management, such as the Chief Financial Officer, the Head of Internal Controls, the Chief Audit Executive; and the independent registered public accounting firm in separate executive sessions.

The Committee shall have the power to investigate any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, such action is necessary or appropriate. The Committee shall also have the authority without the consent of management or the Board, at the Company's expense, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Committee in connection with fulfilling its obligations hereunder and incur ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Corporate Secretary, a member of the Company's legal staff designated by the Corporate Secretary or by the Chief Legal Officer, or any other person designated by the Committee shall act as Secretary to the Committee. The Committee shall keep minutes of its meetings. The Committee Chair shall report the Committee's actions, recommendations or findings to the Board at the next regularly scheduled meeting following a Committee meeting.

In its discretion, and under exceptional circumstances, 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 and the information it receives at least annually and recommend any proposed changes to the Board for approval. The Committee shall perform a self-assessment annually to review its performance and present the results of that review to the Board.

Reporting Relationships

The Committee shall regularly report to the Board. The Company's Disclosure Committee shall report to the Committee.