EXECUTIVE COMMITTEE
CHARTER

Approved by the
Board of Directors
July 21, 2016

Corporate Secretary
Purpose

The Santander Consumer USA Holdings Inc. ("SC" or the "Company") Executive Committee (the "Committee") is a board committee with reporting responsibility to and authorized by the Board of Directors of SC (the "Board"). The purpose of the Committee is to assist the Board in executing its responsibilities, and to take such actions as may require the attention of the Board or exercise the Board’s powers or authority in the intervals between meetings of the Board. Such responsibilities include assisting in the Board’s oversight of the Company's governance guidelines and structures, and the Board’s identification of individuals who are qualified to become Board members for recommendation to the Company’s shareholders.

Committee Membership

The Committee is chaired by the Chairman of the Board or, in his or her absence, by another Committee member designated by the Chair. The Committee shall be comprised of no fewer than three members and no more than seven members, each of whom shall be a director of the Company. At least one member of the Committee shall not be, and shall not have been during the previous three years, an officer or employee of the Company or any of its subsidiaries (or an immediate family member of such a person) and shall otherwise qualify as an “independent director” under the listing standards of the New York Stock Exchange ("NYSE").

Committee Duties and Responsibilities

In furtherance of its purposes, the Committee’s responsibilities shall include but not be limited to the following responsibilities, in addition to any other responsibilities delegated to it by the Board or required by applicable law, rule or regulation, except to the extent the Board itself undertakes such responsibilities.

When the Board is not in session, the Committee shall have all power vested in the Board by the Delaware General Corporation Law, the Company’s Articles of Incorporation or the Company’s Bylaws, except to the extent, if any, that such authority shall be limited by the Company’s Bylaws or by the resolution or resolutions appointing or empowering the Executive Committee; and except as limited by applicable law.

Nominating and Governance Matters

The Committee shall:

- Review and assess the Company’s Governance Framework, the Company’s corporate governance structure and its governance frameworks, policies, and guidelines, and recommend any changes to any of the foregoing to the Board;
- Identify individuals qualified to become independent Board members, consistent with criteria approved by the Board, and recommend the individuals to the Company’s sole shareholder as director nominees;
- Recommend to the Board director nominees for each Board committee;
- Identify and recommend individuals qualified to become independent members of the boards of directors for each of the Company’s current and future full- or majority-owned subsidiaries, consistent with criteria approved by the Board; and
• Lead the Board’s annual performance assessment, and report the results of the assessment to the Board for discussion.

The Committee shall have the authority to retain and terminate any search firm to be used to identify independent director candidates and shall have the authority to approve the search firm’s fees and other retention terms and may select, compensate and use any other counsel, consultant or other expert to assist in the performance of the Committee’s duties.

Meetings

The Committee shall follow the applicable requirements of the Company’s Bylaws and the Governance Framework with respect to meetings, quorum, vacancies, actions without a meeting, resignation and removal and term of office. The presence of a majority of the members of the Committee shall constitute a quorum for any meeting of the Committee. The Committee shall meet as frequently as necessary to fulfill its duties and responsibilities.

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: (1) officers and other employees of the Company or its subsidiaries whom such member believes to be reliable and competent in the matters presented; or (2) counsel, public accountants or other persons as to matters which the member believes to be within the professional competence of such person.

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, which will include a record of any actions the Committee takes on behalf of the Board. The Committee Chair shall report the Committee’s actions, recommendations or findings to the Board at the next regular or special Board 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 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 report to the Board.

In furtherance of its duties, the Committee shall have direct access to, and receive regular reports from, management and shall receive information about the Company and all of 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, that it requests relating to its responsibilities.