

**MiFID II product governance / target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Article 2 of the Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**EU PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No. 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of the domestic law of the United Kingdom by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No. 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**SWISS PUBLIC OFFER** – For the avoidance of doubt, investors are informed that the Notes will be offered to the public in Switzerland only.

## **Final Terms dated 30 June 2023**

**Santander Consumer Finance, S.A.**

**Issue of CHF 265,000,000 2.7325 per cent. Ordinary Senior Notes due 4 July 2025**

**under the EUR 25,000,000,000**

**Euro Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the base prospectus dated 14 June 2023 which constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of the EU of 14 June 2017, as amended (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus as so supplemented and the Swiss prospectus dated 4 July 2023 prepared by the Issuer in connection with the issuance and admission to trading and listing of the Notes on SIX Swiss Exchange (the “**Swiss Prospectus**”) (including any documents incorporated by reference in the Base Prospectus and the Swiss Prospectus) in order to obtain all the relevant information. The Base Prospectus is available for viewing at the head office of the Issuer (being Ciudad Grupo

Santander, Avenida de Cantabria s/n, 28660 Boadilla del Monte, Madrid, Spain), the offices of the Issue and Paying Agent, The Bank of New York Mellon, London Branch at 160 Queen Victoria, London EC4V 4LA, United Kingdom, and at the offices of each Paying Agent and copies may be obtained from the addresses specified above. The Base Prospectus has been published on the website of Euronext Dublin (<https://live.euronext.com/>). Copies of the Swiss Prospectus (including any documents incorporated by reference therein) may be obtained from UBS AG, Investment Bank, Swiss Prospectus Switzerland, P.O. Box, CH-8098 Zurich, Switzerland or can be ordered by telephone (+41-44-239 47 03, voicemail), fax (+41-44-239 69 14) or by e-mail (swiss-prospectus@ubs.com).

1. Issuer: Santander Consumer Finance, S.A.
2. (i) Series Number: 112  
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Swiss Francs (“**CHF**”)
4. Aggregate Principal Amount: CHF 265,000,000  
(i) Series: CHF 265,000,000  
(ii) Tranche: CHF 265,000,000
5. Issue Price: 100.00% of the Aggregate Principal Amount
6. Specified Denominations: CHF 5,000
7. Calculation Amount: CHF 5,000
8. (i) Issue Date: 4 July 2023  
(ii) Trade Date: 20 June 2023  
(iii) Interest Commencement Date: Issue Date
9. Maturity Date: 4 July 2025
10. Interest Basis: 2.7325% per annum Fixed Rate  
  
(further particulars specified below at paragraph 15)
11. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their nominal amount.
12. Change of Interest Basis or Redemption/Payment Basis: Not Applicable
13. Put/Call Options: Not Applicable
14. (i) Status of the Notes: Ordinary Senior Notes  
(ii) Date Executive Committee approval for issuance of Notes obtained: 19 May 2022

## **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |            |   |   |
|------------|---|---|
| <b>15.</b> | Fixed Rate Note Provisions:                   | Applicable  |
|            | (i) Rate of Interest:                         | 2.7325% per annum payable annually  |
|            | (ii) Interest Payment Date(s):                | 4 July in each year commencing on 4 July 2024 up to and including the Maturity Date adjusted in accordance with the Following Business Day Convention |
|            | (iii) Fixed Coupon Amount:                    | CHF 136.625 per CHF 5,000 Principal Amount  |
|            | (iv) Day Count Fraction:                      | 30/360 (unadjusted)   |
|            | (v) Determination Dates:                      | Not Applicable  |
|            | (vi) Broken Amount(s):                        | Not Applicable  |
| <b>16.</b> | Floating Rate and CMS-Linked Note Provisions: | Not Applicable  |
| <b>17.</b> | Zero Coupon Note Provisions:                  | Not Applicable  |
| <b>18.</b> | Reset Note Provisions:                        | Not Applicable  |

## **PROVISIONS RELATING TO REDEMPTION**

- |            |   |  |
|------------|---|--|
| <b>19.</b> | Call Option (Condition 5.07):   | Not applicable   |
| <b>20.</b> | Put Option (Condition 5.10):  | Not Applicable   |
| <b>21.</b> | TLAC/MREL Disqualification Event (Condition 5.04):                        | Not Applicable   |
| <b>22.</b> | Clean-Up Redemption Option (Condition 5.05):                              | Not Applicable   |
| <b>23.</b> | Maturity Redemption Amount of each Note:                                  | CHF 5,000 per Note of CHF 5,000 specified denomination |
| <b>24.</b> | Early Termination Amount and Early Redemption Amount (Tax):               | CHF 5,000 per Note of CHF 5,000 specified denomination |
| <b>25.</b> | Ordinary Senior Notes optionality:  | Applicable   |
|            | (i) Ordinary Senior Notes – Events of Default (Conditions 6.01 and 6.02): | Conditions 6.01 and 6.02 Applicable                    |
| <b>26.</b> | Tier 2 Subordinated Notes optionality:                                    | Not Applicable   |

## **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |            |                |              |
|------------|----------------|--------------|
| <b>27.</b> | Form of Notes: | Bearer Notes |
|------------|----------------|--------------|

Permanent Global Note exchangeable for Definitive Notes and Coupons in the limited circumstances specified in the Permanent Global Note.

The Notes will be in bearer form and will be represented by a permanent global instrument (the “**Permanent Global Instrument**”) substantially in the form scheduled to the supplemental issue and paying agency agreement dated 30 June 2023 (the “**Supplemental Issue and Paying Agency Agreement**”) made between the Issuer, the Swiss Principal Paying Agent (as defined below) and the other agents named therein.

The Permanent Global Instrument shall be deposited by the Swiss Principal Paying Agent with SIX SIS AG, Olten, Switzerland (“**SIX SIS AG**” or the “**Intermediary**”, which expression shall include any other clearing institution recognised by SIX Swiss Exchange Ltd (“**SIX Swiss Exchange**”)) until final redemption of the Notes, the exchange of the Permanent Global Note for Definitive Notes and Coupons, or until cancellation of the Permanent Global Note, a reduction in full of the principal amount of the Permanent Global Note or the conversion thereof into shares, other securities or obligations of the Issuer or another person as a result of the exercise of the Bail-in Power by the Relevant Resolution Authority. The Permanent Global Note will document the right to receive principal and interest thereon and all other rights and obligations in connection therewith.

Once the Permanent Global Note has been deposited with the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Instruments will constitute intermediated securities (the “**Intermediated Securities**”) in accordance with the provisions of the Swiss Federal Intermediated Securities Act.

Each holder of Notes retains a quotal co-ownership interest in the Permanent Global Note pro-rata to the extent of its claim against the Issuer, provided that for so long as the Permanent Global Note remains deposited with the Intermediary, the co-ownership interest shall be suspended and the Notes may only be transferred or otherwise disposed of in accordance with the provisions of the Swiss Federal Intermediated Securities Act, that is, by entry of the transferred Notes in a securities account of the transferee.

The records of the Intermediary will determine the number of Notes held through each participant in that Intermediary. In respect of Notes held in the form of Intermediated Securities, the holders of the Notes will be the persons holding the Notes in a securities account in their own name and for their own account, or in case of an Intermediary, the Intermediary holding the Notes for its own account in a securities account which is in its name.

Holders of Notes do not have the right to effect or demand the conversion of the Permanent Global Note into, or the delivery of, uncertificated securities or Definitive Notes and Coupons.

The Permanent Global Note is exchangeable in whole, but not in part, for Definitive Notes and Coupons only if the Swiss Principal Paying Agent determines, after consultation with the Issuer, that the printing of the Definitive Notes and Coupons is necessary or useful, or if the presentation of Definitive Notes and Coupons is required by Swiss or other applicable laws and regulations in connection with the enforcement of rights of the holders of the Notes. Should Definitive Notes and Coupons be printed, they will be printed, at no cost to the holders of Notes, in accordance with the rules and regulations of SIX Swiss Exchange. In the case of delivery of Definitive Notes, the Swiss Principal Paying Agent shall deliver the Definitive Notes and Coupons against cancellation of the relevant Notes in the holders' securities accounts and immediately cancel the Permanent Global Note and return the Permanent Global Note to the Issuer.

**Condition 1 (Form and Denomination) and Condition 2 (Title) of the Terms and Conditions of the Notes and the sections “Form of the Notes” and “Summary of Provisions relating to the Notes while in Global Form” beginning on page 53 and 154, respectively, of the Base Prospectus shall be supplemented by the provisions above and the Terms and Conditions shall be construed accordingly (for the purpose of this Series of Notes only).**

28.	New Global Note:	No
29.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
30.	Business Day:	Zurich and TARGET Business Day
31.	Relevant Financial Centre:	Zurich and T2
32.	Relevant Financial Centre Day:	Zurich and TARGET Business Day
33.	Details relating to Instalment Notes:	Not applicable
34.	Commissioner:	Mr. Luis Coronel de Palma Martínez Agulló
35.	Waiver of Set-off:	Not Applicable
36.	Substitution and Variation:	Not Applicable
37.	Governing law:	Spanish law
38.	Other final terms:	
	(i) Payments:	Except to the extent required by law, payments of principal and interest in respect of the Notes shall

be made in freely disposable Swiss Francs without collection costs in Switzerland and whatever the circumstances may be, irrespective of the nationality, domicile or residence of the holder of the Notes and without requiring any certification, affidavit or the fulfilment of any other formality.

The receipt by the Swiss Principal Paying Agent (as defined below) of the due and punctual payment of the funds in Swiss francs in Geneva, Switzerland, releases the Issuer from its obligation under the Notes for the payment of interest and principal due on the respective payment dates to the extent of such payment.

**Condition 8 (Payments – General Provisions) shall be construed accordingly (for the purpose of this Series of Notes only).**

(ii) Agents:

In respect of the Notes of the Series, the Issuer will at all times maintain a paying agent having a specified office in Switzerland and will at no time maintain a paying agent having a specified office outside Switzerland in relation to such Notes.

**Condition 10 (The Issue and Paying Agents and the Determination Agent) shall be construed accordingly (for the purpose of this Series of Notes only).**

(iii) Notices:

So long as the Notes are listed on SIX Swiss Exchange and so long as the rules of SIX Swiss Exchange so require, notices in respect of the Notes will be validly given through the Swiss Principal Paying Agent (as defined below) (i) by means of electronic publication on the internet website of the SIX Swiss Exchange (currently, <https://www.six-group.com/en/products-services/the-swiss-stock-exchange/market-data/news-tools/official-notices.html>), or (ii) otherwise in accordance with the rules and regulations of SIX Swiss Exchange.

**Condition 13 (Notices) shall be supplemented accordingly (for the purpose of this Series of Notes only).**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of **SANTANDER CONSUMER FINANCE, S.A.**

By: Mr. Eduardo de Aguirre Aguirrezabal

Date:

By: Mrs. Pamela Ruggiero

Date:

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to listing on SIX Swiss Exchange as soon as practicable following the Issue Date.
- (ii) Admission to Trading: The Notes have been provisionally admitted to trading on SIX Swiss Exchange with effect from 30 June 2023 and application will be made by the Issuer (or on its behalf) for the Notes to be definitively admitted to trading and listed on SIX Swiss Exchange which, if granted, will only be granted after the Issue Date. The last day of trading of the Instruments is expected to be the second business day prior to the Maturity Date.
- (iii) Estimate of total expenses related to admission to trading: CHF 9,650

### 2. RATINGS

The Notes to be issued have been rated:

Ratings:

S&P: A

S&P A: In accordance with S&P's ratings definitions available on <https://www.spglobal.com/ratings/en/about/intro-to-credit-ratings> an obligation rated "A" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong.

Moody's: A2

A2 (Moody's): In accordance with Moody's ratings definitions available on [https://www.moodys.com/sites/products/productattachments/ap075378\\_1\\_1408\\_ki.pdf](https://www.moodys.com/sites/products/productattachments/ap075378_1_1408_ki.pdf), obligations rated "A" are considered upper-medium-grade and are subject to low credit risk. The modifier "2" indicates a mid-range ranking.

Fitch: A

Fitch A: In accordance with Fitch's ratings definitions available on <https://www.fitchratings.com/products/rating-definitions#about-rating-definitions>, "A" ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

This credit rating is expected to be issued by S&P Global Ratings Europe Limited.

Each of S&P Global Ratings Europe Limited, Moody's Investor Service España, S.A. and Fitch Ratings Ireland Limited is established in the European Union and is registered under Regulation

(EC) No. 1060/2009 (as amended) (the “**CRA Regulation**”). As such each of S&P Global Ratings Limited, Moody’s Investor Service España, S.A. and Fitch Ratings Ireland Limited is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation. A list of rating agencies registered under the CRA Regulation can be found at <https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>.

### 3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Manager, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Manager and its respective affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. **REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS**

Reasons for the offer: General financing requirements of the Consumer Group

Estimated net proceeds: CHF 264,341,250

### 5. **YIELD**

Indication of yield: 2.7325% per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. **OPERATIONAL INFORMATION**

ISIN: CH1276269755

Common Code: 264317096

CUSIP number: Not Applicable

WKN: Not Applicable

Delivery: Delivery against payment

Any Clearing System other than Euroclear and Clearstream Banking S.A. and the relevant identification numbers: SIX SIS AG, Olten, Switzerland. For the purpose of the Terms and Conditions, SIX SIS AG will be the alternative clearing system.

Swiss Security Number: 127.626.975

Names and addresses of additional Paying Agent(s) (if any): UBS AG at Bahnhofstrasse 45, 8001 Zurich, Switzerland, shall act as principal paying agent in Switzerland in respect of the Notes (the “**Swiss Principal Paying Agent**”).

The Swiss Principal Paying Agent has been appointed by the Issuer pursuant to a Supplemental Issue and Paying Agency Agreement dated 30 June 2023.

All references in the Terms and Conditions of the Notes to the Issue and Paying Agent shall, so far



as the context permits, be deemed to be references to the Swiss Principal Paying Agent.

Intended to be held in a manner which would allow Eurosystem eligibility:

No. Whilst the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

## 7. DISTRIBUTION

- |       |                                       |  |
|-------|---------------------------------------|--|
| (i)   | Method of Distribution:               | Non-syndicated   |
| (ii)  | If syndicated:                        |  |
|       | (A) Names of Dealers:                 | Not Applicable   |
|       | (B) Stabilisation Manager(s), if any: | Not Applicable   |
| (iii) | If non-syndicated, name of Dealer:    | UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland                            |
| (iv)  | U.S. Selling Restrictions:            | Reg S Compliance Category 2, TEFRA D, in accordance with Swiss market practice |