

## FINAL TERMS

Final Terms dated 7 October 2021

**Santander Consumer Bank AS**  
**Legal entity identifier (LEI): 549300A08LH2961IPN13**

**Issue of SEK 500,000,000 Floating Rate Notes due October 2024, issued on 11 October 2021**

**under the €2,500,000,000**

**Euro Medium Term Note Programme**

**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 Directive 2014/65/EU (as amended, "MiFID II"); or (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. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "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 PRIIPs Regulation.

**MIFID II product governance / Professional investors and eligible counterparties only 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 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 ("EUWA"); or (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. 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.

**UK MIFIR product governance / Professional investors and eligible counterparties only 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No. 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, EUWA ("UK MiFIR"); 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 the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") 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.

## PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 6 July 2021 which constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (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 such Base Prospectus in order to obtain all the relevant information. The Base Prospectus is available for viewing on <https://www.euronext.com/en/markets/dublin>.

1.	(i) Series Number:	32
	(ii) Tranche Number:	1
2.	Specified Currency or Currencies:	Swedish Kronor ("SEK")
3.	Aggregate Principal Amount:	SEK 500,000,000
4.	Issue Price:	100 per cent. of the Aggregate Principal Amount
5.	Specified Denominations:	SEK 2,000,000 and integral multiples of SEK 1,000,000 in excess thereof
6.	(i) Issue Date:	11 October 2021
	(ii) Interest Commencement Date:	11 October 2021
7.	Maturity Date:	11 October 2024
8.	Interest Basis:	3 month STIBOR + 0.34 per cent  (further particulars specified at points 13 below)
9.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
10.	Put/Call Options:	Not applicable
11.	(i) Status of the Notes:	Senior Preferred

- (A) No Right of Set-Off or Not Applicable  
Counterclaim:
- (B) Regulatory Consent: Not Applicable
- (C) Restricted Gross-up Senior Not Applicable  
Preferred Notes:
- (D) Unrestricted Events of Default: Applicable

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

12. Fixed Rate Note Provisions: Not Applicable
13. Floating Rate Note Provisions: Applicable
- (i) Interest Period(s): Each period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the First Interest Payment Date and each subsequent period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next Interest Payment Date.
- (ii) Interest Payment Dates: Interest shall be payable quarterly in arrear on 11 January, 11 April, 11 July and 11 October in each year from and including 11 January 2022 up to and including the Maturity Date subject to adjustment in accordance with the Business Day Convention specified in (iv) below.
- (iii) First Interest Payment Date: 11 January 2022
- (iv) Business Day Convention: Modified Following Business Day Convention
- (v) Manner in which the Rate(s) of Interest is/are to be determined: Screen Rate Determination
- (vi) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Issue and Paying Agent): Not Applicable
- (vii) Screen Rate Determination
- Reference Rate: 3 month STIBOR.
  - Interest Determination Date(s): 11.00 a.m. Stockholm time on the second Stockholm business day prior to the start of each Interest Period
  - Relevant Screen Page: Reuter page "SIDE"
- (viii) ISDA Determination:
- Floating Rate Option: Not Applicable
  - Designated Maturity: Not Applicable
  - Reset Date: Not Applicable
  - ISDA Benchmarks Supplement: Not Applicable
- (ix) Margin(s): + 0.34 per cent. per annum
- (x) Minimum Rate of Interest: Not Applicable

- (xi) Maximum Rate of Interest: Not Applicable
- (xii) Day Count Fraction: Actual/360, adjusted

#### **PROVISIONS RELATING TO REDEMPTION AND SUBSTITUTION OR VARIATION**

14. Call Option (Condition 5.3): Not applicable
15. Put Option (Condition 5.6): Not applicable
16. Regulatory Call (Condition 5.7) Not applicable
17. Redemption upon occurrence of an MREL Disqualification Event and amounts payable on redemption therefor: Not applicable
18. Maturity Redemption Amount of each Note: SEK 1,000,000 per Note of SEK 1,000,000 specified denomination
19. Early Redemption Amount (Tax): Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default: SEK 1,000,000 per Note of SEK 1,000,000 specified denomination
20. Substitution and Variation Not applicable

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

21. Form of Notes: Bearer  
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
22. New Global Note: No
23. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
24. Business Day: Stockholm and TARGET 2 Business Day
25. Relevant Financial Centre: Stockholm and TARGET 2 Business Day
26. Relevant Financial Centre Day: Stockholm and TARGET 2 Business Day
27. Details relating to Instalment Notes: Not applicable

#### **DISTRIBUTION**

28. (i) If syndicated, names and addresses of Managers and underwriting commitments: Not applicable
- (ii) Date of Subscription Agreement: Not Applicable
29. If non-syndicated, name and address of Dealer/Manager: Swedbank AB (publ)  
105 34 Stockholm  
Sweden
30. Stabilising Manager(s) (if any): Not applicable

- 31. Total commission and concession: Not Applicable
- 32. U.S. Selling Restrictions: Reg. S Category 2; TEFRA D
- 33. Prohibition of Sales to EEA Retail Investors: Applicable
- 34. Prohibition of Sales to UK Retail Investors: Applicable
- 35. Prohibition of Sales to Belgian Consumers: Applicable

**CONFIRMED**

**Issuer**  
**SANTANDER CONSUMER BANK AS**

By:   
\_\_\_\_\_  
Authorized Signatory

Anders Fuglsang

Date



By: Priscilla Halverson  
\_\_\_\_\_  
Authorized Signatory

Date



administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (*Register of administrators and benchmarks*) of the Regulation (EU) No. 2016/1011

**6. OPERATIONAL INFORMATION**

ISIN: XS2395544740

Common Code: 239554474

Any Clearing System other than Euroclear and Clearstream, Luxembourg the relevant identification numbers: Not applicable

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

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. USE OF PROCEEDS AND NET PROCEEDS**

The net proceeds of the issue of the Notes (the estimated amount of which is SEK 499,700,000) will be used for General Corporate Purposes (as such term is defined in the Base Prospectus).

